

GOOD HEALTH FOUNDATION BOARD

AGENDA

May 26, 2019

11:30am

**Meeting Location
1515 N Flagler Drive
West Palm Beach, FL 33401**

If a person decides to appeal any decision made by the board, with respect to any matter considered at such meeting or hearing, he will need a record of the proceedings, and that, for such purpose, he may need to ensure that a verbatim record of the proceeding is made, which record includes the testimony and evidence upon which the appeal is to be based.

GOOD HEALTH FOUNDATION BOARD

AGENDA

May 26, 2019

1515 N. Flagler Drive, Suite 101, West Palm Beach, FL 33401

- 1. Call to Order – Brian Lohmann, Chair**
 - A. Roll Call
- 2. Meeting Minutes**
 - A. **Staff recommends a MOTION TO APPROVE:**
Good Health Foundation Board Meeting Minutes of March 29, 2016
[Pages 1- 11]
- 3. Introductions and Presentations**
- 4. Public Comment**
- 5. Disclosure of Voting Conflict**
- 6. Agenda Approval**
 - A. Additions/Deletions/Substitutions
 - B. Approval of Consent Agenda
 - C. Approval of Regular Agenda
- 7. Consent Agenda**
 - A. May 26, 2019 Internet Posting of Good Health Foundation Board Meeting
<https://www.hcdpbc.org/EventViewTrainingDetails.aspx?Bck=Y&EventID=259&m=0/0&DisplayType=C>
- 8. Regular Agenda**
 - 8A-1 Bylaws Update.
(Thomas Cleare) [Pages 12-28]
- 9. Discussion**
- 10. Comments**
- 11. Schedule of Meeting for 2019**

TBD
- 12. Adjournment**

**GOOD HEALTH FOUNDATION BOARD
MEETING MINUTES
March 29, 2016
2601 10th Avenue North, Suite 100
Palm Springs, FL 33461**

1. Call to Order

Brian Lohmann called the meeting to order at 10:15 a.m.

A. Roll Call

Board of Directors: Brian Lohmann, Chair; Darcy Davis, Vice Chair.

Staff: Nicholas Romanello, Chief Legal Counsel.

Guests: Marguerite Lynch, C.L. Brumback Dental Administrative Coordinator; Chris Donohue, Provider Contract Manager; and Dr. Alexandra Cook Director of Finance.

Recording Secretary: Lisa Sulger

Transcribing Secretary: Katie Person

Mr. Lohmann asked that introductions be made.

Marguerite Lynch stated that she has 20-plus years in non-profit and health care. She has worked mostly in upstate New York with a foundational structure underneath. We had a holding company, a foundation, and an operating board that reported to a parent board. She worked in that area 15-16 years. Then she moved on to Excellus Blue Cross Blue Shield, so she started to learn the health insurance industry. She was there nine years. Her role was community and regional affairs manager. She was in charge of a budget of about \$200,000 to invest back in the community to improve the health of our community. We had 11 counties. She was out networking, and she got to know a lot of the people there, trying to get good will and improve our image as a health insurer organization. Then she got divorced and moved to Florida. She has been at the Health Care District for two years. She loves to work at improving the health of a community. When she saw that you are reactivating your foundation, she was very excited to maybe be part of that. Right now she is the dental coordinator for our dental clinics under C.L. Brumback Primary Care. She has been doing that since August. She is currently pursuing her master's in public administration.

Chris Donohue stated that she is a member of the Florida Bar and has been with the District almost five years, currently working as a provider contract manager. She oversees the contracting for Humana, Blue Cross, and all of those types of plans with our entities like Lakeside Medical Center, the clinics, and the Healey Center. Over the past year and a half she has worked primarily with Dr. Wiewora and more recently Ms. Davis on identifying grants for the District as a whole. Over the last year as the Foundation was ramping up again, she helped with some of the

corporate entity changes that were made with the name change that came last year. She is here today to provide whatever support is requested.

2. Awards and Presentations

None.

3. Public Comment

None.

4. Disclosure of Voting Conflict

None.

5. Meeting Minutes

A. Staff Recommends a MOTION TO APPROVE:

Good Health Foundation Board Meeting Minutes of February 24, 2015

Mr. Lohmann stated that it is probably not customary, but he asked Mr. Romanello if it is allowed that the chair either make a motion or second a motion.

Mr. Romanello stated that with two board members you have to construe Robert's Rules a little bit more liberally than you might, if the chairman wishes to make a motion.

Mr. Lohmann stated that he will let Ms. Davis make the motion.

CONCLUSION/ACTION: Ms. Davis made a motion to approve the Good Health Foundation Board meeting minutes of February 24, 2015. The motion was duly seconded by Mr. Lohmann. There being no opposition, the motion passed unanimously.

6. Agenda Approval

A. Additions/Deletions/Substitutions

B. Approval of Consent Agenda

C. Approval of Regular Agenda

CONCLUSION/ACTION: Ms. Davis made a motion to approve the Consent Agenda and the Regular Agenda as presented. The motion was duly seconded by Mr. Lohmann. There being no opposition, the motion passed unanimously.

7. Consent Agenda

A. ADMINISTRATION

7A-1 RECEIVE AND FILE:

March 2016 Internet Posting of Good Health Foundation Board Meeting
<http://www.hcdpbc.org/index.aspx?recordid=2208&page=15>

8. Regular Agenda

A. ADMINISTRATION

8A-1 Staff Recommends a MOTION TO APPROVE:

Amended and Restated Bylaws of Good Health Foundation, Inc.

Mr. Romanello stated that as part of the District's workshops and reviews about governance, the issue of revising the bylaws for the Foundation was taken up. Those bylaw modifications are outlined on page 22. There is a redlined marked-up version of the proposed modified bylaws beginning on page 24. He is happy to answer any questions. The motion is a bit broader than just approving the modification of the bylaws. It also talks about reaffirming the historical financial reports and tax filings filed from 2007 through the present.

Mr. Lohmann asked what is meant by "reaffirm."

Dr. Cook stated that in 2007 in the minutes of the board meeting, there was discussion regarding the fiscal year of the Foundation and a change to the fiscal year of the Foundation. In doing so (and there was a change made to the fiscal year, to a June year-end), the discussion continued that it still made sense to make certain filings in accordance with the District's fiscal year and also with a management company that was considered to be potentially doing business with the Foundation at that time. Since that time, the bylaws were unfortunately not formally amended to change the fiscal year, but those filings were all made as of September 30. She referred to tax filings and audit reports issued since that time with September 30 year end. The desire is to reaffirm that those were appropriate and proper based on the board's 2007 discussion and would not need to be amended or restated in any way because we are formalizing the fiscal year change now.

Ms. Davis stated that within the restatement of the bylaws there is a reference on the first page to standing directors to be determined by their board, which would add to our group one member from Clinic Holdings and one from Lakeside. She thinks, assuming that we approve these, we would want to reach out fairly quickly to try to identify some additional membership, and from there perhaps continue to grow the total membership. At that point she would recommend that we amend these bylaws yet again, perhaps to take her or staff off of this board. However, until we have enough membership to create a quorum, we cannot do that.

Mr. Lohmann stated that he has not read through these carefully. He asked if it says that the CEO is going to be on the board by position. He asked Ms. Davis how she is on here.

Ms. Davis stated that there has just been a long history of having staff on this board.

Mr. Lohmann stated that he thinks having a staff member is a good idea, but maybe not Ms. Davis.

Ms. Davis stated that it does not really help.

Mr. Lohmann asked if it just complicates it.

Ms. Davis responded affirmatively.

Mr. Romanello stated that obviously it is at your discretion what you wish to do. He would recommend or suggest not doing that. You and Ms. Davis are now on the board. The board is governed by Sunshine. If you want to talk to Ms. Davis about a Foundation matter, you have to do it in a public meeting. If she was not a member of the board, you could have that conversation.

Mr. Lohmann asked if Ms. Davis coming off would require a change in the bylaws.

Ms. Davis stated that she does not know that it does. It may not.

Mr. Romanello stated that he does not think so. By way of history, when the Foundation was probably at its most active over the past seven to 10 years, we had a number of folks from the western part of the community who were on the board. Those folks all retired or termed off at or about the same time. There was literally nobody left, and at the time staff members back-filled those positions. For the past five or so years, it has been staff. You will remember that Mr. Leach, Dr. Wiewora, Ms. Davis, Dr. Cleare, himself for a time, and others have been the board just because we have not had board members. You would not need to change it.

Mr. Lohmann asked if your suggestion would be that once we get other members on the board, you would resign.

Ms. Davis stated that she would think so. She then asked who serves as secretary right now, so that they can sign this. Mr. Lohmann is chair and she is vice chair. She asked who the secretary is who can sign the amended bylaws.

Mr. Romanello stated that in the absence of a secretary or an officer, either one of you could sign.

CONCLUSION/ACTION: Ms. Davis made a motion to approve the amended bylaws and then move quickly to identify additional membership. The motion was duly seconded by Mr. Lohmann. There being no opposition, the motion passed unanimously.

Ms. Davis stated that in terms of reaching out to those other folks, we have one for Lakeside and one for the clinics. She asked if you have a preference as to the methodology by which we identify those folks. It does say that they will be determined by their respective board, though she is sure any board chair is going to ask staff for their recommendation, or maybe not. She referred to perhaps someone with experience or interest. We will see what we come up with.

Mr. Romanello stated that he thinks you just pose the question to the two boards.

Mr. Lohmann asked if it should be posed to the boards or just to the chairmen.

Ms. Davis said probably to the chairmen.

Mr. Romanello stated that he thinks interest is going to be intertwined with what the future of the Foundation may be. He referred to how active it will be and all of the good ideas that Ms. Lynch and/or Ms. Donahue will bring to the table. That is going to be the issue.

8A-2 Staff Recommends a MOTION TO APPROVE:
Good Health Foundation, Inc. 2015 Fiscal Year Audit Report

Ms. Davis stated that in the joint meeting RSM went over the audit. This is a clean opinion. There is very little to this audit. We as the board have to approve the final audit. One of the items they identified was the fiscal year inconsistency, which we are correcting in the bylaws. We need to approve this audit so that it can be finalized (it is finalized for the most part) and released.

CONCLUSION/ACTION: Ms. Davis made a motion to approve the Good Health Foundation, Inc. 2015 Fiscal Year Audit Report. The motion was duly seconded by Mr. Lohmann. There being no opposition, the motion passed unanimously.

8A-3 Staff Recommends a MOTION TO APPROVE:
Appointment of Good Health Foundation Board Members

Ms. Davis stated that in the bylaws that we just talked about, it speaks to a minimum of five. We identified that we would add two including Mr. Lohmann, so that gets us to three. We still need two additional members. She thinks we need to try to ramp up this membership because at this point without leadership and governance, it is very difficult to do anything with this board. We have internal resources ready to support the board, but we need to get at least two more members. She does not know if you have any thoughts on where to reach out for

those board members. She asked if you think we ought to be fishing in our own pond, so to speak. She then asked if we should look to our own community members. One of our board members has expressed interest in joining this board once her term ends for the Health Care District, which would be in September. Ms. Roberts has expressed an interest in joining this board.

Mr. Lohmann stated that we probably should not have two board members. He then stated that she can join now.

Ms. Davis asked if she could.

Mr. Romanello responded affirmatively.

Mr. Lohmann stated that he thinks she would be great, and she has a lot of contacts.

Ms. Davis stated that maybe we could reach out to Ms. Roberts as one. We will ask the two boards. That gets us three. We need one more.

Mr. Lohmann stated that if we are recruiting, let us try to get it up to seven or eight so that if after a couple of months someone says they can no longer do it, we are not back below the five.

Ms. Davis asked if we have had any applications for membership to other committees or people who have expressed interest in joining who maybe did not know about this foundation.

Mr. Romanello stated that we can post it. We recently started posting the vacancies for folks to join on the website. We can do that. Historically, though, what we have heard from the consultants that have been engaged is that absent a plan, purpose, or goal, it is going to be tough to recruit people for a generic foundation to support the operations of a special taxing district. The Foundation was successful when there was a goal to raise money for the hospital. Folks who were vested in that community joined the Foundation and participated in those efforts. Once that need came and went, it was difficult to retain folks. He has heard everything from helicopters to naming rights, etc. If the Foundation were to identify a goal, it might be easier then to recruit folks.

Ms. Davis stated that she thinks that is the challenge; it is you and she trying to identify a goal that may or may not be consistent. It is the chicken and the egg argument. (Which comes first? Is it the board that helps define the direction? Do we define the direction and then identify the board?) She personally does not support trying to raise money for the helicopters out of this fund. It is a huge nut to crack. In her opinion, we are never going to raise \$24 million or whatever we need, and anything we raise is going to be a drop in the bucket. She then asked if we take a different purpose. We need \$300,000 to build out some outpatient women's and children's space at the hospital. \$300,000 to her is a more achievable goal. We can say we raised \$300,000 to support the women and

children in the Glades 100% through Foundation funds. Then we have a track record. She would prefer to try to take a smaller chunk than try to go after these big lofty goals. Even with trying to raise \$300,000, the questions are who is on your board and what your foundation does. It is again the question of which comes first. She thinks it is a bit of a challenge.

Mr. Lohmann asked how long this foundation has been in existence. (He knows it is a new name.)

Mr. Romanello stated that it has been a while.

Ms. Davis stated that it has been since September of 1994. She referred to the Trauma Foundation of the Palm Beaches.

Mr. Lohmann asked if we did anything then.

Ms. Davis stated that at that time the Foundation board was the District's governing board. It was similar to District Hospital Holdings, she is assuming. In 2006 it was changed to the Glades Healthcare Foundation and amended to be for the hospital construction. The bylaws were amended in 2006, and it changed the board makeup. It required at that time one member of Lakeside Medical Center board and the District's governing board.

Mr. Lohmann asked if there is a reason it does not fall back under the District Board.

Mr. Romanello stated that 2006 he thinks the thought was to introduce new blood into the fundraising efforts.

Mr. Lohmann stated that he thinks in 2006 once you started the hospital, you needed those people on board in the Glades who could help do that. He began to refer to the time from 1994 to prior to 2006 when it was under the board.

Mr. Romanello interjected, stating that we can go back and check, but he does not know that they were really active or raising resources. He thinks it was more like a vehicle to accept gifts or donations.

Mr. Lohmann stated that he thinks the battle is going to these folks asking for money to provide something that we are already taxing the residents of the county for. Maybe we would not do a women and children's ward.

Mr. Romanello said that is what we heard when we raised money for the hospital. As a taxing authority, folks throughout the county were already donating, if you will, through their ad valorem taxes. Again, as you touched upon, what we have been told by other consultants is that women, kids, and prostates raise money.

Ms. Davis stated that we have talked about whether this could just be a receiving vehicle, a place for grateful patients to send donations, without being an active

entity trying to raise money. We did get a \$1,000 donation for our clinics. She asked where you put that money. Put it in here and then use it for the purpose that it was restricted for, and use it in that way. She thinks it does require a lot of effort to ramp it up either way, and she guesses the question is what the vision for this is.

Ms. Davis stated that as to one of the questions we want to ask the big District Board as part of the guiding principles (in June we are going to sit down and have four hours where we talk about those key questions) is what things we as the District leadership need to know and what the vision from the board is as to what the Foundation can be. Ms. Banner has said publicly that she wants to raise money for the helicopters. She thinks that is a challenge. (What does everybody else think? What is the consensus? Is this a tool for the Health Care District, or is this something where we spin it off completely and it is not District at all?) Its 501(c)(3) purpose, though, is to support the District. She asked if that is correct.

Mr. Romanello affirmed.

Ms. Davis asked what our obligation is. She asked what it should be. She can go either way.

Ms. Lynch stated that the 501(c)(3) is key. Most people will want to give you money. She referred to grant funds. She can envision it. We have a lot of purchasing power here. We purchase from so many vendors in hundreds of thousands of dollars. They all have this corporate investment strategy that they want to give back to the community. We may have a program that they want to give back to. We just have to apply for it. They usually like to fund 501(c)(3)s. The Henry Scheins that she is dealing with have a huge corporate investment strategy related to health, and she is sure they would come in. She referred to the Blue Cross Blue Shields, stating that is what she used to do. We looked for partners like you to come in and improve health. There is a lot of grant funding. Grants are a little easier to get, maybe not so much going out and just hitting the pavement asking for donations. We may have legacy people who want to create a legacy gift. 501(c)(3) is the key vehicle for that.

Ms. Davis said that is an excellent perspective. Before you were speaking, she was thinking of going after the individual donor. She does not see that personally, but you make a good point.

Mr. Lohmann stated that it is a very good point. He expressed thanks.

Ms. Davis stated that she does not know if we solved this today other than we do need to identify at least three more members. We could go after Carol Roberts and then the two other boards so we will have those three plus Mr. Lohmann as four. We probably need one more before she resigns.

Mr. Lohmann stated that maybe thought needs to be given to this falling back underneath the board and it being the vehicle used for those opportunities. When

you have a cause, you will get some people behind it, but in the interim you are not going to have a meeting for nine months or a year. If you do, it is going to be just procedurally going through the steps.

Mr. Romanello stated that he thinks, as Ms. Davis said, probably a lot of those questions get answered as part of the District strategic planning. You may identify gaps or areas that you want to fund that the District wants to fund, perhaps through the Foundation. Or there is going to be a consensus on raising money for a specific program or project.

Ms. Davis stated that she would be curious as to the perception if the boards are duplicated, even though it is a separate entity. She asked if there is concern that it is just one versus the other or that it is just a shell game.

Mr. Lohmann stated that maybe the core of the board is the District Board, but we have someone from Lakeside and someone from the clinics and anyone else in the community. If we can go up to 15, do not limit it to that group. Then you always have folks who are by default on it. We are down to two people, and one of them is begging to get off.

Mr. Romanello stated that our other challenge is conducting these meetings in the public. The Health Care District Board sometimes recognizes the challenges of operating within the Sunshine Law. You presumably sign up for that when you get on this board. If you pluck somebody from out west to be on the Foundation, put a microphone in front of them, Lisa is taking down every word, there are verbatim minutes, and it is open to the public, it is a challenge for some folks, understandably so. There are other foundations that are tied to taxing districts that operate outside of the Sunshine. They are a little bit more detached. There is not that close of a nexus between the district and the foundation such that then the foundation operates outside of the Sunshine.

Mr. Lohmann asked if you are saying that if he got off the board, we could do that.

Mr. Romanello stated that you would have to do a little bit more than that. The example he is thinking of is the Joe DiMaggio children's foundation. He does not know what the exact name of it is, but it is the foundation that supports the Joe DiMaggio Children's Hospital. It operates outside of the Sunshine because it is so detached from the governing board of the Memorial Healthcare System. There is no overlap. There is no financial support. It is truly a separate entity outside of the Sunshine.

Ms. Davis stated that it sounds like a lot more of a mature foundation. They would have to have a lot of infrastructure. It is something to work toward, she would say, if that is the case.

Dr. Cook stated that we discussed that briefly with the external auditors when we were going through the audit. One of the things raised was Mr. Romanello's suggestion as to whether or not the activities of the board needed to be conducted

in the Sunshine. That is a good point. There could over time be a move toward more separation of the activities. One thing to consider is if we move in the other direction toward having the District Board be the Foundation's board, then we would no longer have the Foundation as a discretely presented component unit in the CAFR. It would be consolidated as a blended component unit, which in layman's terms means it would look just like Lakeside, Healey, or our other internal departments and funds when we do our CAFR reporting. It would be more or less the same from that reporting standpoint, which could reduce some of the transparency of its charitable mission. As Ms. Davis was mentioning, there could be some perception issues from doing that, but at the same time, you need members, so that is still a consideration. She wanted you to know the accounting aspect.

Mr. Lohmann expressed thanks.

Ms. Lynch stated that she just wants to say the IRS approves you as a 501(c)(3) under certain rules and regulations, and they want to see some sort of activity, or they can pull that away from you. You need to file 990s consistently or annually and show what you are doing. If you are not active enough, they may decide you cannot keep your 501(c)(3) status.

Ms. Davis stated that we will talk to at least the three members and get some movement.

Mr. Lohmann asked Ms. Davis if she can do that.

Ms. Davis stated that she thinks she can, or Mr. Romanello can.

Mr. Romanello stated that he would not speak to Ms. Roberts if he were Mr. Lohmann, but Ms. Davis can.

Ms. Davis stated that she asked her about it, so she is happy to follow up with her. Then we can identify (Ms. Donahue and/or Ms. Lynch) with the clinics, and Mr. Roche or Dr. Cleare with Lakeside. We can get some traction. We will get that started today. That was just a conversation because she wanted to vet all of this while we were in public.

Mr. Lohmann said that was good. He asked Mr. Romanello if he can think of anything else we need to discuss now.

Mr. Romanello stated that he thinks a lot of these questions will get answered in strategic planning.

Ms. Donahue referred to a change that has occurred since the board last met, stating that at that time an RFP obtained Better World as our foundation administrator. They are no longer contracted for that purpose. Currently District staff is supporting any of the activities that the Foundation lays out that need to be done.

Ms. Davis stated that she thinks part of that was because we did not feel we had good direction to know what they were supposed to be doing. As the board wound down, it did not make a lot of sense to continue paying them. We can restart any efforts with internal or external resources as we get good direction.

Mr. Lohmann stated that he thinks this needs to be part of strategic planning. Maybe we will have some direction after that.

Ms. Davis said that is one of our guiding principle questions for you.

There being no further comments, Mr. Lohmann expressed his appreciation for everyone coming.

9. Comments

None.

10. Adjournment

There being no further business, the meeting was adjourned at 10:45 a.m.

GOOD HEALTH FOUNDATION BOARD

March 26, 2019

1. Description: Bylaws Update

2. Summary:

This agenda item presents the Board with an update to the Good Health Foundation, Inc. Bylaws.

3. Substantive Analysis:

Attached is a copy of the redline changes to the Good Health Foundation, Inc. Bylaws as well as a clean copy of the updated Bylaws. Below is a summary of the changes:

- The composition of Governing Board has been updated to designate the members of the Health Care District's Finance and Audit Committee as the Governing Board for the Good Health Foundation
- The terms of the Governing Board has been updated to run concurrent with their term as a member of the Finance and Audit Committee
- Regular meetings has been updated requiring no less than an annual meeting of the Governing Board
- Quorum has been updated to be a majority of the Governing Board
- Allowing the participation at meetings by telephone has been removed from the Bylaws
- The role of the Vice Chairperson and Executive Director has been removed from the Bylaws
- The section on Committees has been removed from the Bylaws
- The principal office address has been updated to 1515 N. Flagler Drive, Suite 101, West Palm Beach, FL 33401
- The employee conflict of interest section has been removed from the Bylaws
- Compensation for personal services rendered by officers and employees has been removed from the Bylaws

4. Fiscal Analysis & Economic Impact Statement:

	Amount	Budget
Capital Requirements	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Net Revenue	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Expenditures	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

Reviewed for financial accuracy and compliance with purchasing procedure:



Dawn Richards
VP & Chief Financial Officer

GOOD HEALTH FOUNDATION BOARD

March 26, 2019

5. Reviewed/Approved by Committee:

N/A

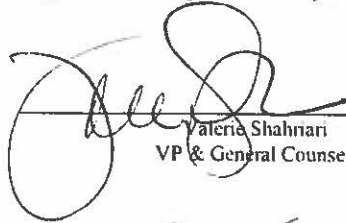
Committee Name

Date


6. Recommendation:

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

Approved for Legal sufficiency:



Valeria Shahmiri
VP & General Counsel



Thomas W. Cleare
VP of Strategy



Glades Healthcare
FOUNDATION

Cultivating a Healthy Community

Amended ~~and Restated~~ Bylaws
of
Good Health Foundation, Inc.

~~Amended and Restated Bylaws~~
of
Good Health Foundation, Inc.

Article I Membership

Article II Board of Directors

Article III Officers

Article IV Committees

Article V Miscellaneous Provisions

Article VI Amendments

Certificate

History of Good Health Foundation, Inc. Bylaws

Reflecting Board Action through May 26, 2015
AMENDED AND RESTATED 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 governing board of directors for all acts of the Corporation shall be the Finance and Audit Committee, a standing committee of the Board of Commissioners of the Health Care District of Palm Beach County ("Governing Board" hereafter).~~

~~General Powers and Duties. The property, business and affairs of the Corporation shall be managed by its Board of Directors.~~

~~**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.~~
~~Number Election and Term of Office.~~

~~_____The Board of Directors shall consist of no fewer than five (5) and no more than fifteen (15) Directors inclusive of *ex-officio* members, the number of Directors to be determined from time to time by resolution of the entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director.~~

~~_____There shall be two (2) standing Directors to be determined by their respective board. They shall include one representative of the board of District Clinic Holdings, Inc. and the Lakeside Health Advisory Board. As used in these Bylaws, as pertains to voting and quorum, the entire board refers to the total number of Directors entitled to vote.~~

~~_____At each Annual Meeting of the Corporation Directors other than *ex-officio* Directors shall be elected to vacancies on the Board for a term of three (3) years and until their respective successors shall have been elected and qualified, or until their earlier resignation, removal from office, or death. In~~

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electing new members to the Board of Directors existing Directors shall give consideration to the recommendation of the Board Governance Committee and the following criteria:

- Expertise or demonstrated competency in one or all of the areas of fundraising, healthcare, asset management and/or grant-making;
- Interest in or commitment to the mission and goals of the Corporation;
- Willingness and ability to budget adequate time to attend meetings of the Board of Directors and committees to which one is appointed;
- Contributing or securing of funds to support the Corporation and its projects; and
- Knowledge of the diverse communities to be served in Palm Beach County.

The Board shall be divided into three (3) classes as evenly as possible for the purpose of staggering Board terms. No elected Director who has served nine (9) consecutive years on the Board of Directors of this Corporation shall be eligible for re-election until after the lapse of one (1) year.

SECTION 3. Resignation and Removal of Directors 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.

Any Director may resign at any time by giving written notice to the Chairperson or to the Secretary. Such resignation shall take effect at the time specified therein or if no time be specified, then on delivery.

Any or all of the elected Directors may be removed for cause by vote of the Directors provided there is a quorum of not less than a majority of the entire Board of Directors at the meeting at which such action is taken. "For Cause" includes:

- Failure to attend at least one-half of the regularly scheduled meetings of the Board of Directors;
- Involvement in fraudulent or illegal activities which directly or indirectly involve the Corporation.

SECTION 4. Newly Created Directorships and Vacancies

Newly created Directorships resulting from an increase in the number of Directors or vacancies occurring in the Board for any reason may be filled by vote of a majority of Directors then in office, regardless of their number.

Directors elected to fill newly created Directorships shall hold office for a full term of three (3) years in

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addition to any portion of an annual cycle unless otherwise stipulated. Directors who are elected to fill a mid-term vacancy, will be elected to the conclusion of the specific term, and may then be eligible to serve three (3) three-year consecutive terms.

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~~SECTION 56. Regular Meetings.~~ The ~~Governing Board~~ Board of Directors shall hold regular meetings not less than ~~quarterly~~ annually at a time and place set forth by ~~the Governing Board~~ the Board of Directors in the State of Florida, County of Palm Beach. Regular meetings of ~~the Governing Board~~ the Board of Directors may be held without notice.

~~SECTION 67. Special Meetings.~~ Special meetings of ~~the Governing Board~~ the Board of Directors may be held at any time on the call of the Chairperson or ~~the Vice Chairperson~~ or by motion of the ~~Governing Board~~ Board. 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 7-8. Quorum.~~ The presence of ~~a majority of the three (3) members of the Governing Board~~ Board of Directors shall be necessary at any meeting to constitute a quorum or to transact business.

~~SECTION 89. Voting.~~ Action on any proposal shall require an affirmative vote of a majority of ~~the Governing Board~~ the Board members present.

~~SECTION 9. Participation at Meetings by Conference Telephone.~~ Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

~~SECTION 10. Removal.~~ One or more of the Directors may be removed with or without cause, by the affirmative vote of a majority of the Directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present. If the vote of the Directors is to take place at a special meeting of the Directors, written notice of the proposed removal shall be delivered to all Directors no less than twenty (20) days prior to such meeting.

ARTICLE III

Officers

~~SECTION 1. 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~~ the Directors of the Corporation, a Vice Chairperson, a Secretary, ~~Executive Director~~, a Treasurer and such other officers

and assistant officers as ~~the Governing Board~~ ~~the Board of Directors~~ may authorize. The officers shall be elected by ~~the Governing Board~~ ~~the Board of Directors~~ at its annual meeting, 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~~ ~~the Board of Directors~~, and shall perform such other duties as may be assigned to him or her from time to time by ~~the Governing Board~~ ~~the Board of Directors~~.

~~SECTION 3. The Vice Chairperson of the Board. In the absence or incapacity to act of the Chairperson, or if the office of Chairperson be vacant, the Vice Chairperson shall preside at all meetings of the Board of Directors, and shall perform the duties and exercise the powers of the Chairperson, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice Chairperson shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.~~

~~SECTION 4. The Executive Director. The Executive Director of the Corporation shall have general and active management powers over the business of the Corporation. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall execute the bonds, mortgages and other contracts of the Corporation. The Executive Director shall have general superintendence of all other officers of the Corporation other than the Chairperson of the Board, and shall see that their duties are properly performed. The Executive Director shall from time to time report to the Chairperson of the Board and the Board of Directors all matters within his or her knowledge which the interests of the Corporation may require to be brought to their notice. The Executive Director shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.~~

~~SECTION 53. The Secretary. The Secretary shall act as Secretary of the Board of Directors, shall give, or cause to be given, notice of all meetings of the Governing Board~~ ~~the Board of Directors~~, 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 ~~Board of Directors~~ ~~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~~ ~~the Board of Directors~~.

SECTION 64. The Treasurer. The Treasurer through his or her self 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 Board of Directors~~. 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~~ ~~Board of Directors~~, 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~~ ~~the Board of Directors~~.

SECTION 75. Resignation. Any officer may resign ~~from their position~~ at any time by giving written notice to the ~~Governing Board~~ ~~Board of Directors~~ 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 86. Removal. Any of the officers of the Corporation may be removed ~~from their~~

position by the ~~Governing Board~~ ~~the Board of Directors~~ 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 97. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by ~~the Governing Board~~ ~~the Board of Directors~~ at an annual or regular meeting or at a special meeting called for such purpose.

ARTICLE IV

Committees

~~SECTION 1. Committees.~~

~~The Chairman shall appoint annually standing committees and such ad hoc committees as may be authorized by the Board for such a period as Chairman of each committee shall be a Director unless otherwise approved by the Board. The Board of Directors may designate one or more Director as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.~~

~~Other committee members may be appointed from among the membership of the Board of Directors and the community. The Chairman shall establish and appoint members of sub-committees as necessary with consultation of the committee Chair. Each committee member, with the exception of ex-officio members, without vote, and consultants, shall be entitled to vote at committee meetings.~~

~~Executive Committee. The board of Directors, by resolution adopted by a majority of the entire Board, shall designate from among its members an Executive Committee consisting of three (3) or more Directors which include the Chairman, Vice Chairman, and Secretary. The Executive Director shall also serve on the Executive Committee as ex-officio, without connection with the ordinary operation of the Corporation between regular Board of Director meetings, and such other authority as may be delegated to it by the Board of Directors from time to time, and, in addition shall action on any emergency matters under such circumstances that render it impractical or disadvantageous to delay action pending a meeting of the Board of Directors. The Executive Committee shall conduct the annual evaluation of senior executive performance and compensation. In the event that the Executive Committee does not have a member with expertise in human resources, a Director with such expertise shall be asked to consult with the Committee when performance and compensation matters are addressed.~~

~~SECTION 2. Standing Committees. The following standing committees shall have such authority as these By-laws or the Board shall by resolution provide. Standing Committees shall have a minimum of three (3) members, and shall be appointed annually. Except as otherwise provided herein, each committee's recommendations shall be transmitted to the Board of Directors for action:~~

~~Finance and Investment Committee. The Board of Directors by resolution adopted by a majority of the entire Board at its annual meeting shall designate from among its members a Finance and Investment Committee consisting of not less than three (3) nor more than five (5) Directors. The Finance and Investment Committee shall be responsible for the following, in addition to those matters delegated by the Board of Directors:~~

- ~~(1) To recommend an annual budget to the Board of Directors;~~

ii) To recommend to the Board of Directors the selection of investment managers and custodians when applicable;

iii) To oversee the investment consulting firm review, investment fund allocations, analyze the quality of investments, and ensure that transparency and legal requirements are met

iv) To supervise, subject to investment policies adopted by the Board, the investment and reinvestment of Corporation funds, including donor restricted funds.

~~Audit Committee—The Board of Directors, by resolution adopted by a majority of the entire Board at its annual meeting, shall designate an Audit Committee consisting of not less than three (3) nor more than five (5) members. The Chairperson of the Board of Directors shall be a member of the Audit Committee *ex-officio*. At least two (2) of the members shall be non-board members from the community with financial expertise. The Treasurer of the Corporation shall serve *ex-officio* and may be directed along with the Executive Director not to the attending meetings of the Committee at the Chair's request in the event that confidential communications between the auditors and the Committee are necessary.~~

~~—The Audit Committee shall be responsible for the following:~~

~~—To hire the auditors and assure that the audit is performed by an independent public accountant. The audit should include Statements of Financial Position, Statements of Activities and Changes in Net Assets, Statements of Cash Flows, and Statements of Functional Expense.~~

~~i) To ensure the integrity of the financial statements of the Corporation, the compliance with legal and regulatory requirements, the independence, qualifications and performance of the independent auditor, and the appropriateness of the Corporation's internal control procedures and their implementation.~~

~~ii) To review, on an annual basis, copies of the audited financial statements, the auditor's management letter and IRS Form 990.~~

~~iii) To follow up on recommendations made by the Finance and Investment Committee as necessary based on confirmation contained in the audit and other communications from the auditors.~~

~~Nominating and Governance Committee—The Board of Directors, by resolution adopted by a majority of the entire Board at its annual meeting, shall designate a Nominating Committee consisting not less than three (3) nor more than seven (7) persons, a majority of which shall be Directors and the balance of which is comprised of non-Board members from the community. The members of the Nominating and Governance Committee shall represent a broad constituency of healthcare and community interests and shall use the following criteria in the selection of candidates, in addition to those provided by the Board of Directors:~~

~~i) appreciation and support of the Corporation's mission;~~

~~ii) willingness to accept the functions, duties and responsibilities of a Director or committee member;~~

~~f) experience and knowledge in the fields of health and wellness, especially as they related to the communities served by the Corporation; and~~

~~h) other relevant areas of interest and expertise.~~

~~The Nominating and Governance Committee shall be responsible for the following, in addition to those matters delegated by the Board of Directors:~~

~~1) To make recommendations to the Board of Directors for elective officers and Directors as vacancies arise~~

~~2) To conduct an annual assessment of the Board's achievements, strengths, and areas for attention;~~

~~3) To assess each Director's interest in continuing on for a successive term;~~

~~4) To present accomplishment of candidates to fill vacancies created through term expiration at the annual meeting;~~

~~5) To propose non-Board candidates from the community for membership on the Corporation's standing committees;~~

~~6) To monitor the overall governance structure of the Corporation;~~

~~7) To oversee policies pertaining to Board composition and performance.~~

~~Special Committees. The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except such that authority shall not exceed the authority conferred on the Executive Committee by Section 2 of this Article.~~

~~SECTION 3 Quorum. Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum for committee action at any meeting of the committee, and the act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.~~

~~SECTION 4 Participation at Meetings by Conference Telephone or Electronic Means. Committee members may participate in and act at any committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.~~

~~SECTION 5 Other Bodies. The Board of Directors may create and appoint persons to a commission, advisory body, or other such body which may or may not have Directors as members. Any such commission, advisory body, or other body may not act on behalf of the Corporation or bind the Corporation to any action, but may make recommendations to the Board of Directors or to the officers of the Corporation.~~

ARTICLE IV

Miscellaneous Provisions

SECTION 1. Indemnification of Directors Officers Employees and Agents Insurance

(a) 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.

(b) 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.

(c) To the extent that a Director, officer, ~~employee~~, 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, ~~employee~~, 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 the Board of Directors~~ 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 the Board of Directors~~ in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, ~~employee~~ or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified 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, ~~employee~~ 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, ~~employee~~ 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, ~~employees~~ or agents so that any person who was a Director, officer, ~~employee~~ or agent of such merging corporation, or was serving at the request of such merging corporation as a Director, officer, ~~employee~~ 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.

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SECTION 2. Principal Office. The principal office of the Corporation in the State of Florida shall be located at ~~2601 10th Ave North 1515 N. Flagler Drive, Suite 1010, Palm Springs West Palm Beach, FL 334061.~~

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 the Board of Directors~~ may designate.

SECTION 4. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences 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 the Board of Directors.~~

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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

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~~ ~~the Board of Directors~~, 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~~ ~~the Board of Directors~~ 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.

~~d) An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of~~

~~the conflict will be determined. The Chairperson shall be responsible for determining the proper way for the Corporation to handle the Corporation's decisions which involve unresolved employee conflicts of interest. In making such determinations the Chairperson may consult with legal counsel.~~

~~The Chairperson shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chairperson has approved.~~

SECTION 7. Compensation.

~~a) It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Directors of the Corporation shall not receive compensation 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 unless the expenses are necessary to achieve a legitimate corporate purpose.~~

~~b) The Board of Directors must approve in advance the amount of all compensation for officers of the Corporation.~~

~~Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.~~

~~The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.~~

ARTICLE VI

Amendments

SECTION 1. Method of Amendment. These By-laws may be altered amended or repealed and new and other By-laws may be made and adopted at any annual or regular meeting of the Governing Board, the Board of Directors or any special meeting called for that purpose by the affirmative vote of a majority of the Directors in office.

CERTIFICATE

This is to certify that I am the Board Secretary of the Good Health Foundation, Inc. and that the foregoing Amended and Restated Bylaws of the Good Health Foundation, Inc. were duly approved by said Board at a meeting held on the 29th day of March, 2016/2019.

By _____

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.

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