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BYLAWS

NORTH CENTRAL FLORIDA HEALTH PLANNING COUNCIL, INC.
D.B.A. WellFlorida Council, Inc.

ARTICLE I NAME

This Corporation shall be known as WellFlorida Council, a non-profit Corporation existing under the laws of the State of Florida hereinafter referred to as "Council."

ARTICLE II PURPOSES

Subject to the purposes stated in the Articles of Incorporation, and as a supplement thereto, the purposes of this Corporation are:

- A. To carry out regional health planning in Alachua, Bradford, Citrus, Columbia, Dixie, Gilchrist, Hamilton, Hernando, Lake, Lafayette, Levy, Marion, Putnam, Suwannee, Sumter, and Union counties in accordance with Florida Statute Chapters 408 (Health Care Administration), Chapter 286 (Public Business/Sunshine), and Chapter 119 (Public Records) and rules and regulations as may from time to time be adopted pursuant to such legislation;
- B. To develop, review and revise as necessary a regional health profile and/or district health plan as required;
- C. To conduct public hearings on proposals requesting a certificate of need to establish or modify health services in the service district as requested by the Florida Agency for Health Care Administration (hereinafter referred to as the "Agency");

- D. To promote public awareness of community health needs emphasizing health promotion activities and cost effective health service selection;
- E. To collect data and conduct analyses and studies concerning the health status of the district residents, including the needs of medically indigent persons of the area, and the status of the health care delivery system in the area;
- F. To provide continuing liaison informational services ensuring communication of planning progress to the general public and appropriate agencies and organizations;
- G. To perform and carry out any other such functions as may be necessary in the service district or throughout the state of Florida to improve the social determinants of health; health outcomes; and/or health care quality, access and affordability;
- H. Provide technical assistance to encourage and support activities by residents and agencies in meeting the health care goals, objectives, and policies adopted by the Local Health Council;
- I. Advise the Agency and the Florida Department of Health (hereinafter referred to as the “Department”) on health care issues and resources allocations.

ARTICLE III
 GENERAL PROVISIONS
 (this was formerly ARTICLE XII but was brought forward)

SECTION 1. - Fiscal Year

The fiscal year of the Corporation shall begin July 1 and end June 30 of each year.

SECTION 2. - Parliamentary Procedure

Parliamentary Procedure for all meetings of Directors and committees shall be in accordance with Robert’s Rules of Order.

SECTION 3. - Notice to Members and Directors

Wherever in these Bylaws notice is required to be given to Directors, it shall be deemed that proper notice is given by deposit of such notice in the United States mail at the address registered in the membership information database for each Director or by transmission via e-mail.

SECTION 4. - Definitions

For the purpose of the Bylaws, the following shall be defined as:

- A. Service district or area shall mean the geographic area assigned to the Council by statute which is comprised of Alachua, Bradford, Citrus, Columbia, Dixie, Gilchrist, Hamilton, Hernando, Lake, Lafayette, Levy, Marion, Putnam, Suwannee, Sumter, and Union counties.
- B. A provider of health care is an individual who delivers health services or who is a member of an organization that delivers health services, including but not limited to medical doctors, osteopathic physicians, dentists, podiatrists, nurses, chiropractors, physicians assistants, dental assistants, mental health professionals and other allied health professionals, administrators and employees of health care facilities and members of the governing bodies of health care institutions, programs and/or systems.
- C. A health care purchaser is an individual who is responsible for or is an authorized member of an organization or agency, which is responsible for the purchase of health services for a group of five (5) or more employees either directly or through acquisition of health insurance coverage. Health care purchasers include but are not limited to representatives of individual businesses, employer coalitions, government units, labor organizations, consumer groups, and health insurers.
- D. A non-governmental consumer of health care is an individual who is not a health care provider or a health care purchaser. Consumers include but are not limited to elected governmental officials, members of the general public and representatives of consumer organizations.
- E. The term area or service area, as used herein, refers to the service district designated by the Governor of this State to be served by this Corporation, which is the designated Local Health Council. The terms area, service area or service district may be used interchangeably hereinafter.
- F. Members of the Board of Directors are referred to as either "Directors" or "Board Members" in these Bylaws.

ARTICLE IV
MEMBERSHIP

- A. Membership of the Corporation is solely comprised of its Board of Directors. Each Member of the Corporation shall be classified as representing either health care providers, health care consumers or health coverage purchasers in the service area. Each member of the Board of Directors shall be appointed by the Board of County Commissioners (BOCC) from one of the sixteen (16) counties of the service district as established by Florida Statutes Chapter 408.033 and Article IX of these Bylaws.

- B. The Corporation will work with the BOCC in each of the counties in the service area to ensure membership representation on the Board of Directors from each of the following priority groups:
1. Medical professionals;
 2. Hospitals;
 3. Nursing homes;
 4. Hospices;
 5. Health clinics including behavioral and mental health clinics; health departments, federally qualified health centers and rural health clinics;
 6. Emergency medical services and first responders;
 7. Other health care and medical facilities;
 8. Veterans' Affairs facilities;
 9. Colleges, universities and other educational institutions including allied health professional schools;
 10. Socially, economically, racially, ethnically and ability diverse populations;
 11. Businesses or industries that purchase, offer or coordinate health coverage for their employees.
- C. No dues or membership fees shall be charged any member of the Corporation.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1. - Duties and Responsibilities

The Board of Directors shall exercise the power of the Corporation, control its property, and conduct its affairs. It shall be the sole policy making authority of the Corporation. It shall be the duty of the directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- B. Employ a Chief Executive Officer (CEO) to manage the Corporation and authorize her/him to employ such other staff for positions, which have been authorized by the Board of Directors to realize the objectives and the purposes of the Corporation;
- C. Supervise the CEO of the Corporation to assure that his/her duties are properly performed;
- D. Approve the annual work plan and budget of the Corporation;
- E. Meet at such times and places as required by these Bylaws;

- F. Serve, if able, on committees when requested or appointed;
- G. Provide their addresses for the member information database, which includes a mailing address and/or e-mail address with the Secretary of the Corporation the CEO or designated staff, and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof;
- H. Provide their telephone and/or fax number for the member information database with the Secretary of the corporation, the CEO or designated staff, and notices of meetings communicated to them at such telephone numbers shall be valid notices thereof;

SECTION 2. - Number of Directors

The Board of Directors shall consist of not more than twenty four (24) voting members. Vacancies due to lack of appointment from the respective Board's of County Commissioners will reduce the size of the Board of Directors. The Board of Directors shall be the group of members currently appointed by their respective Board of County Commissioners, not including vacancies. The number of Directors per county is as follows: Alachua (3), Lake (3) and Marion (3); Citrus (2) and Hernando (2); and Bradford (1), Columbia (1), Dixie (1), Gilchrist (1), Hamilton (1), Lafayette (1), Levy (1), Putnam (1), Suwannee (1), Sumter (1) and Union (1).

SECTION 3. - Qualifications of Directors

Any resident or person employed in or by an agency in the service district, who is eligible to vote, and is a purchaser, a provider, or a consumer as defined in Article III, Section 4, B, C, or D is eligible for membership on the Board of Directors.

SECTION 4. - Term

A Director serves at the discretion of the Board of County Commissioners that appointed her or him. As such, while each term of office shall be noted as two years, Directors may be appointed indefinitely by their respective Boards of County Commissioners. The corporation will monitor expiring terms and notify BOCCs at least 3 months in advance of term expiration in order to seek re-appointment of the Board Member or should the BOCC wish to reconsider their appointment. Each individual term of office will begin upon the date of appointment by the BOCC.

SECTION 5. - Compensation

Directors shall serve without compensation, provided, however, nothing in this section shall prohibit reimbursement of a Director for his/her actual expenses, which have been approved by the Board.

SECTION 6. - Vacancies

Vacancies on the Board of Directors shall exist on the death, resignation, removal of any director, or by failure of the Board of County Commissioners to recruit and appoint members from within their perspective counties, or by action of the BOCC to revoke or rescind an appointment.

- A. The resignation of a Director shall take effect upon the date of notification to the Board of Directors, the CEO or the staff of the Corporation.
- B. Any vacancy will be filled solely by the Board of County Commissioners of the County for which the vacancy exists.
- C. Termination of any individual's membership on the Board, whether elected or appointed, shall result from the member's resignation or death, or action by the Board of Directors. Anything in these Bylaws to the contrary notwithstanding, the term of Director may be terminated for, but not limited to, the following:
 - 1. In the event that he/she has three (3) consecutive absences from the regularly scheduled Board and/or committee meetings, she/he may be considered to have resigned. Based on review and approval by the Executive Committee, a letter informing the Director may be sent to her/his address entered in the member information database, setting forth the provisions of these Bylaws;
 - 2. Due to change in her/his provider, purchaser or consumer status if such change jeopardizes the required composition of the membership;
 - 3. For behavior counter to adopted policies or other abuses of membership.
 - 4. Due to a change of residency or employment status such that the member no longer represents the county of appointment or a county in the service area.

SECTION 7. - Liability

The Directors will not be personally liable for debts, liabilities, or other obligations of the Corporation. No individual Director shall by reason of his performance on behalf of the Corporation or any duty, function, or activity required, or authorized to be undertaken by, the Corporation, be liable for the payment of damages under any law of the United States or any state (or political subdivision of any state) if she/he believed she/he was acting within the scope of her/his duty, function, or activity as a Director, and with respect to such performance, acted without gross negligence or malice toward any person affected by it.

SECTION 8. - Indemnification

The Corporation shall indemnify any Board Member, Officer or employee against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being or having been such Board Member, Officer, or employee except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence of misconduct in the performance

of a duty. Such indemnification shall not be exclusive of any other rights to which such Board Member or employee may be entitled under any Bylaw, agreement, Board action or otherwise.

SECTION 9. - Abuse of Membership Privileges

No member shall use his/her membership on the Board for personal or professional gain or advantage.

ARTICLE VI
MEETINGS

SECTION 1. - Regular and Special Meetings

- A. An Annual Corporate Meeting shall be held each year at a date, time and place to be designated by the Board of Directors, but whenever possible, the Annual Corporate Meeting will be in December each year. Directors shall be given written notice either by mail or e-mail five (5) days in advance of each meeting and the Annual Corporate Meeting. Written notice of the time and place of all meetings shall be addressed to directors at the addresses shown on the records of the Secretary or the Secretary's staff designee.
- B. Special meetings of the Board of Directors shall be held whenever called by the President or eight (8) or more members of the Board. Directors shall be notified of such special meetings by mail, e-mail or in person at least forty eight (48) hours prior to the time of holding such meetings.
- C. All business meetings of the Corporation, whether regular or special, shall be open to the public in accordance with Florida Statute Chapter 286.
- D. The Board may meet as it sees fit, but must meet no less than four (4) times a year.
- E. Teleconference meetings of any committee designated by the Board may be held. Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in the meeting. These calls shall be in accordance with Florida Statute Chapter 286.

SECTION 2. - Quorum

For regular and special meetings, quorum shall be defined as physical presence at the officially designated meeting site of one-third (1/3) of the currently appointed members of the Board of Directors shall constitute a quorum for the transaction of business. Wherever this section conflicts with state or federal statutes or regulations, the provisions of said statutes or regulations

shall supersede this section. Except as otherwise expressly provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present. However, the Directors present may meet as an Ad Hoc Committee of the whole to review the business docketed for the stated meeting and recommend action by the Board at its next stated meeting, or a majority of the Directors present at such meetings may adjourn to a certain time or until the time fixed for the next regular meeting of the Board.

SECTION 3. - Presiding Officer

Meetings of the Board of Directors shall be presided over by the President, if present, or if absent by the Vice President if present, or if absent by a Chairperson chosen by the President or by a majority of the Directors present.

SECTION 4. - Voting

Each Director shall have one (1) vote. There shall be no voting by proxy. Each act or decision done or made by a majority of the Directors present and voting at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Corporation, or by these Bylaws require a greater number. Those Directors participating via phone or webinar may only vote if there is a physical quorum present at the officially designated meeting site.

ARTICLE VII
OFFICERS

SECTION 1. - Corporate Officers

The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer.

SECTION 2. - Election of Officers

Any voting member of the Corporation is qualified to be an Officer of the Corporation. Officers, other than those appointed pursuant to Section 3 or Section 5 of this article, shall be elected annually by the Board of Directors at the Annual Meeting of the Corporation, and each such officer shall hold office until she/he resigns or is removed or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first. The term of all Officers shall be one (1) year and no person shall serve more than three (3) consecutive terms in the same capacity as an Officer of the Corporation. The term of officers shall begin on the first day of January or on the first day of the first month after the election at the Annual Corporate Meeting.

- A. Nomination of Officers—not less than ten (10) days preceding the Annual Meeting, the Nominating Committee established pursuant to Article VIII shall meet and shall nominate persons to serve as Officers of the Corporation. At this time, two members will also be nominated as At-Large members to serve on the

Executive Committee with the Officers and the Immediate Past President.

- B. Notification—the names of persons nominated to be Officers shall be provided to the membership not less than seven (7) days prior to the meeting.
- C. Nomination by Members—any member of the Corporation may nominate additional persons as officers by submitting such names, in writing, to the CEO at least three (3) days prior to the Annual Meeting.
- D. Election - the election may be conducted by acclamation, roll call vote or a written ballot.

SECTION 3. - Appointed Officers

The Board of Directors may appoint such other Officers as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. - Removal and Resignation of Officers

Any Officer may be removed for cause by a majority of the Directors at any regular or special meeting of the Board and such Officer shall be removed should he/she cease to be qualified for the office as herein required. Any Officer may resign at any time by giving written notice to the Board of Directors, the President of the Corporation, the CEO or their designee. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. - Filling Vacancies of Officers

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors for the unexpired portion of the term. In the event of a vacancy in any office other than that of President such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring among the officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 6. - Duties of the President

It shall be the President's duty to:

- A. To perform all such duties as are incident to this office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws or which may be prescribed from time to time by the Board of Directors;

- B. To preside at meetings of the Board of Directors;
- C. To appoint or dissolve all committees and appoint/remove committee chairpersons;
- D. To serve as an ex-officio non-voting member of all standing and Ad Hoc Committees except Nominating;
- E. To present or to cause to be presented at the Annual Corporate Meeting a report of the activities of the Corporation during the preceding year and a statement of plans for the next ensuing year with a copy of such report attached to the minutes of the Annual Meeting;
- F. To chair the Executive Committee;
- G. To have such other powers and perform such other duties as may be assigned to this Office from time to time by the Board of Directors.

SECTION 7. - Duties of the Vice President

In the absence of the President, or in the event of inability or refusal to act, or if the Office be vacant, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers, and be subject to all the restrictions of the President. The Vice President shall serve on the Executive Committee, and have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be assigned to this Office from time to time by the Board of Directors.

SECTION 8. - Duties of the Secretary

It shall be the Secretary's duty to:

- A. Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- B. Keep or cause to be kept at the principal office of the Corporation or such other place as the Board of Directors may order, the meeting summaries/minutes of all meetings of the Directors, recording therein the time and place of holding, names of those present, and the proceedings thereof, whether regular or special, and if special, how authorized and advertised;
- C. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- D. To be custodian of the records or to designate to the CEO the role of custodian of

records;

- E. Keep or cause to be kept at the principal office of the Corporation a member information databases containing the name and address of each member, and, in any case where membership has been terminated, such facts shall be recorded into the database together with the date on which the membership ceased;
- F. Exhibit at any reasonable time, to any Director or member of the general public, on request, the Bylaws, the member information database, the minutes of proceedings, and other such data and records of the Corporation which the requester has the right, by law or regulation, to access;
- G. To serve on the Executive Committee;
- G. In general, perform all duties incident to the Office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to this office from time to time by the Board of Directors.

SECTION 9. - Duties of the Treasurer

It shall be the Treasurer's duty to:

- A. Keep or cause to be kept and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, surpluses and deficits;
- B. Exhibit at any reasonable time to any director or member of the general public, on request, the books of account and financial records which the requestor has right, by law or regulation, to access;
- C. Render to the President and Directors, whenever he/she or they request it, an account of any or all of the transactions of the Corporation and of the financial condition of the Corporation;
- D. Prepare or cause to be prepared an audit and certification of the corporate financial statements at such time as may be authorized by the Directors. This report of the financial status of the Corporation along with written copy of the report shall be attached to the minutes of such meeting at which the report is made;
- E. To serve on the Executive Committee;
- F. In general, perform all duties incident to the Office of Treasurer and other such duties as may be required by law, by the Articles of Incorporation, or by these

Bylaws, or which may be assigned to this Office from time to time by the Board of Directors;

- G. To conduct or cause to be conducted an annual equipment inventory, and to maintain an inventory report at the principal office of the Corporation.

SECTION 10. - Compensation

Officers of the Corporation shall serve without compensation.

ARTICLE VIII COMMITTEES

SECTION 1. - Standing Committees

Except as restricted by these Bylaws, persons who are not members of the Corporation may be appointed to Standing Committees of the Corporation provided; that such persons do not constitute a majority of the committee; and that such persons satisfy the qualifications of Directors described in Article IV, Section 3 of these Bylaws. The Standing Committees of this Corporation and their duties are:

- A. Executive Committee—an Executive Committee shall be established and shall have responsibility to oversee the financial management of the Corporation, make recommendations to the Board of Directors concerning the qualifications of any individual to be appointed to the board, and to periodically review and propose revisions as appropriate to the Articles of Incorporation, these Bylaws, and other Agency policies and procedures. The Ccommittee shall also function as a Personnel Committee for the Council carrying out such duties and responsibilities of personnel management as shall be assigned to the Personnel Committee through the adopted policies of the Board. The Executive Committee shall have the authority to act on behalf of the full Board between meetings or in urgent circumstances. This authority does not include amending Bylaws; determining the Executive Committee's role in the organization; hiring or terminating the CEO; approving the budget; or making major structural decisions such as approving mergers, or dissolving the Corporation. The Committee shall make available all decisions and actions in a timely fashion after the Committee's meeting. The Committee shall consist of the Officers, the Immediate Past President and two (2) other At-Large Directors, elected at the same time as the officers at the annual meeting. Should the Immediate Past President not continue to serve on the Board then three (3) other At-Large Directors shall be elected by the membership as provided in Article VII herein. The committee may enter into contracts, working agreements or statements of agreements with such agencies and organizations as from time to time may be deemed necessary or useful to carry out the functions, plans, and purposes of the corporation.

- B. Nominating Committee—a Nominating Committee shall be composed of not less than three (3) Directors including a Chairperson as accepted by the Board. The President shall not be a member of the Committee. It shall be the duty of the Nominating Committee to nominate Officers and At-Large Executive Committee members.

SECTION 2. - Study, Ad Hoc and Other Standing Committees

The Board of Directors may authorize the creation, prescribe the term and define the powers and duties of such Study, Ad Hoc and other Standing Committees, not specifically created by these Bylaws, as may from time to time, be necessary or useful in the conduct of the corporate business.

SECTION 3. - Committee Definition

When establishing a new committee under Section 2, above, the Board shall specify for each committee, each of the following criteria:

- A. Purpose;
- B. Charge;
- C. Term.

SECTION 4. - Appointment of Committee Members and Chairpersons

Except as otherwise provided in these Bylaws, the Board of Directors may from time to time, fix the number of persons of all committees. Committee members shall be appointed by the President, unless explicitly exempted, appointments to all committees shall be made in such a manner that a majority of members shall be members of the Board of Directors. To the extent practicable, committee membership shall include a majority of members who are consumers and purchasers of health care. The Chairperson of each committee shall be a member of the Board of Directors.

SECTION 5. - Powers and Duties

The committees created by this Article shall have such powers and duties as are specifically provided in these Bylaws and such as may be given to them, from time to time, by the Board of Directors. Each committee may conduct hearings, perform studies and will make written reports on all such activities, provided, however, all such committee work shall be in accordance with the purposes and work programs of the Corporation as defined in the Articles of Incorporation, by these Bylaws, or from time to time by resolution of the Board of Directors. Committees shall be advisory and recommendations shall not be binding on the corporation until ratified by the Board. The committee shall submit such reports and on such dates as may be specified by the Board of Directors. To the extent practical, Committee membership will reflect the diversity of membership composition of the entire Board.

SECTION 6. - Vacancies

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments. The term of a committee member may be terminated in the event that he/she has three (3) consecutive absences from the regularly scheduled Board and/or committee meetings, and he/she may be considered to have resigned based on review and by the Executive Committee. A letter informing the Director of the decision to remove shall be sent to her/his address or emailed based on the contact information in the membership information databases, setting forth these provisions of the Bylaws.

SECTION 7. - Quorum

Presence shall be defined as physical presence or presence on telephone conference call or online webinar meeting of at least one-half (1/2) of the members of a committee; this shall constitute a quorum of such committee and the act of a majority of the members present and voting at a meeting in which a quorum is present shall be the act of the committee. Wherever this section conflicts with state or federal statutes or regulations, the provisions of said statutes or regulations shall supersede this section.

SECTION 8. - Rules of Procedure

Each committee may adopt rules for its own government and procedure not inconsistent with law, with these Bylaws, or with the rules and regulations adopted by the Board of Directors.

SECTION 9. - Meetings

A committee may meet from time to time at the request of the President or a committee Chairperson. At least seventy-two (72) hours notice shall be given to all committee members when a committee meeting is called at the request of the President or by a committee Chairperson.

ARTICLE IX
APPOINTMENT OF MEMBERS

Members of the Board of Directors shall be appointed by the Board of County Commissioners, in each of the region's sixteen (16) counties.

SECTION 1. - Notification of Vacancies

Not less than ninety (90) days preceding the expiration of a Board member's term, the President, or her/his staff designee, shall provide written notification to counties of appointed members' terms scheduled to expire.

SECTION 2. - Composition

Appointments to the Board of Directors shall meet characteristics needed to comply with Article IV of these Bylaws.

SECTION 3. - Vacancies

Any vacancy created by the death, resignation, change of status, removal, or other reason of an appointed member shall be filled by the Board of County Commissioners of the county whose seat is vacant. The replacement shall satisfy the compositional requirements of Article IV.

ARTICLE X
CHIEF EXECUTIVE OFFICER

The CEO shall:

- A. Be selected and employed by the Board of Directors, which shall determine the terms of employment.
- B. Carry out the purpose of the Corporation within the framework of the Articles of Incorporation, these Bylaws, the established policies and procedures of the Corporation, and the general and specific assignments of the Board of Directors. The CEO shall report to the Board of Directors for regular and continuing review of corporate activities. The functions of the CEO shall include, but not be limited to:
 - 1. Selection, employment and supervision of other employees, as authorized by the Board of Directors, and the right to determine whether applicants for employment meet the required personnel standards as set forth in the Corporation's Personnel Policies;
 - 2. Coordination and carrying out the health planning activities according to the approved work program;
 - 3. Representing the Board in dealing with the public and with other agencies;
 - 4. Such other duties and responsibilities as may from time to time be delegated to this position by the President or the Board of Directors.
- C. To make and execute contracts in the ordinary course of business of the corporation, to execute other legal instruments when authorized by the Board of Directors, except as otherwise expressly prohibited by law, by the Articles of Incorporation, by these Bylaws or as outlined in the Council's Fiscal Management Policy and Procedures.

ARTICLE XI
CONFLICTS OF INTEREST

SECTION 1. - Definition

No member of the Board of Directors or any committee or of any other entities appointed by the Board shall vote on any matter in which that individual has a personal, financial, or fiduciary interest. Individuals deemed to have a conflict of interest when voting on a particular item include but may not be limited to owners, investors or others who have, or within the previous twelve (12) months had, a financial or capital interest, employees and medical staff members, members of an advisory or policy making board, whether salaried or voluntary, persons under contract including but not limited to attorneys, architects, accountants, and consultants and relatives of individuals in any of the above referenced categories.

SECTION 2. - Disclosure

Members who have or have had such relationships with an individual or entity involved in any matter before the Board or an entity appointed by the Board must make public disclosure of such relationship before any action is taken.

ARTICLE XII
AMENDMENT OF THE BYLAWS

These Bylaws may be revised or amended by a majority vote of all Directors provided that each Director receives written notice via regular mail or e-mail of the proposed changes no less than seven (7) days prior to the voting.

ARTICLE XIII
PROHIBITION AGAINST SHARING CORPORATE ASSETS

No Director, Officer, employee, or other person connected with this Corporation, or any other private individual, shall receive, at anytime, any revenue from the operation of the Corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by resolutions of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any, of the corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that in such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of the Corporation and not otherwise.

ARTICLE XIV
PRIVATE CONTRIBUTIONS

The Corporation may accept any funds, contributions, services or facilities from any individual or private entity provided those contributions do not result in any actual, perceived or potential

expectation to influence the actions of the Corporation.

ARTICLE XV
EFFECTIVE DATE

These Bylaws shall become effective upon approval of the Board of Directors and amendment thereof.

ARTICLE XVI
TEMPORARY PROVISION FOR OCTOBER 2019 ELECTIONS

The new Executive Committee elected in October 2019 will not take office until January 1, 2020 and then all future elections and terms of office will occur in accordance with Article VII of these Bylaws. This Article will expire and be removed automatically from the Bylaws on December 31, 2019.