

Rural Health Partnership of North Central Florida, Inc

Bylaws

Article I: Name

This organization shall be known as the Rural Health Partnership of North Central Florida, Inc., a voluntary, not-for-profit corporation of the State of Florida. The Corporation headquarters shall be located at 575 SE 3rd Ave Suite 3, PO Box 646, Lake Butler, Florida or such other place as may be designated from time to time by the Board of Directors.

Article II: Purpose

- A. To provide for the efficient and effective delivery of health services in the organization's service area through the integration of public and private resources and the coordination of health care providers.
- B. To support the economic and social vitality of rural communities in the organization's service area by ensuring the availability of quality health care services including but not limited to preventive and public health services, specialty care comprehensive primary care, emergency medical services and inpatient acute care.
- C. To provide a continuum of affordable, quality health care services for rural residents through the cooperative efforts of rural health network members.
- D. To increase the utilization of rural health care providers for appropriate services in order to ensure their survival as a means of protecting the health and safety of rural residents.
- E. To ensure that quality health care is available and efficiently delivered to all persons in the organization's service area.

Article III: Service Area

- A. The service area of the organization shall consist of Bradford, Columbia, Dixie, Gilchrist, Hamilton, Levy, Union, Suwannee Counties and those census tracts of Alachua County with a population density of 100 persons or less per square mile.
- B. The service area of the organization may be modified by the Board of Directors as appropriate to reflect the interest and participation of the providers and consumers of the rural communities in the area.

Article IV: Membership

Section 1. Classifications and Qualifications of Membership

- A. The general members of the Corporation consist of health care providers, individuals, and organizations who participate in and/or support the activities of the Corporation. General members are classified as follows:
- 1) **Provider Members.** Provider members include licensed health care professionals and facilities located in or serving the residents of the organization's service area. At a minimum, the provider members of the Corporation should include one or more of each of the following types of providers located in the organization's service area: comprehensive primary care (e.g., community health center or private practice physician), county health department, emergency medical care transport provider and hospital that provides acute inpatient care to persons from the organization's service area. Each provider organization shall have one (1) designated representative for this membership class.
 - 2) **Non-Provider Members.** Non-provider members include individuals who are residents of the organization's service area who obtain health services from one or more of the network provider members (consumers) or representatives of government and businesses in the service area. Each non-provider organization shall have one (1) designated representative for this membership class.
 - 3) **Affiliate Members.** Affiliate members include all other persons and organizations who support the collaborative activities of the network. Each affiliated organization shall have one (1) designated representative for this membership class.
- B. Each general member of the network must pay the annual dues if established by the Board of Directors. If established by the Board of Directors, the annual dues and member benefits will be reviewed and approved annually. The annual dues or fees established by the Board of Directors shall be used to support network activities only.

Section 2. Powers and Duties

Voting general members of the Corporation shall have the following powers and duties:

- A. Approve and amend these Bylaws.
- B. Elect members of the Board of Directors in accordance with the procedures specified in Article V of these Bylaws.

Section 3. Meetings

The general members of the Corporation shall meet at least annually and such other times as necessary to exercise the powers and duties reserved to them.

Section 4. Voting

Each general member shall have one (1) vote. Each act or decision done or made by a majority of the voting members present and voting at a meeting duly held is the act of the membership. No voting by proxy shall be allowed.

Section 5. Presiding Officer

Meetings of the general membership shall be presided over by the President, if present, or by the Vice-President if the President is absent. If both the President and the Vice-President are not present at the meeting, it shall be presided over by a chairperson chosen by the President. If the President has not designated a chairperson, one shall be selected by a majority of members present.

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 do the following:

- A. Perform any and all duties imposed upon them collectively or individually by these Bylaws, and State or Federal statute or regulation.
- B. Monitor and supervise the administration of the Corporation to ensure that all required functions are properly performed.
- C. Establish an annual budget and monitor expenditures in accordance with the adopted budget.
- D. Meet at such times and places as required by these Bylaws.
- E. Register their addresses and contact information with the Secretary of the Corporation, and notices of meetings mailed or sent electronically via email to them at such addresses shall be valid notices.
- F. Enter into contracts or 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.
- G. Determine the number and type of employees of the Corporation.

Section 2. Number and Qualifications of Directors

The Board of Directors shall consist of nine (9) and may be expanded to fifteen (15) members chosen from the general membership. No more than two (2) persons associated with a provider, non-provider or affiliate member organization shall serve on the Board of Directors at

any given time. The number or type of directors may be changed by amendment to these Bylaws or by State law or regulation.

Section 3. Election of Directors

- A. Any voting member of the corporation is qualified to be a Director of the Corporation. The Board of Directors shall be elected annually by the general members at the annual meeting of the Corporation, and each such director shall hold office until he/she resigns, is removed, or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first.
- B. The Nominating Committee established pursuant to Article VIII shall meet and shall nominate persons to serve as Directors of the Corporation.
 - 1) The names of persons nominated to be Directors shall be provided to the membership not less than seven (7) days prior to the meeting.
 - 2) Any member of the Corporation may nominate additional persons as Directors by submitting such names, in writing, at least two (2) business days prior to the annual meeting.

Section 4. Term

Except as provided in Sections 5 and 6 below, the term of office of each director shall be three (3) years. All terms shall begin on January 1 of each year. Directors shall be eligible for re-election.

Section 5. Organizational Meeting

At a designated organizational meeting following the adoption of these Bylaws, the Board of Directors shall be randomly divided into three (3) classes with one class having terms ending after one (1) year and the other classes having two (2) and three (3) year terms, respectively. All subsequent terms shall be three (3) years as provided in Section 3 above.

Section 6. Vacancies

Vacancies on the board of directors shall exist on the death, resignation, or removal of any director.

- A. The resignation of a director shall take effect upon the date of acceptance by the board of directors.
- B. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any director may be filled prior to the next annual meeting by the Board of Directors, provided that the replacement satisfies the same compositional requirements as the director who is being replaced. At the next annual meeting the unexpired term shall be filled by election with written ballot of the general membership and the person selected director to fill a vacancy as provided in this section, shall hold office for the unexpired

term of her/his predecessor, or until her/his death, termination, or resignation.

- 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:
1. In the event that he/she fails to attend any three (3) consecutive meetings; however, the Board may, by action of a majority of the directors present at a regular or special meeting, waive automatic termination.
 2. Due to change in his/her representational status if such a change jeopardizes the required composition of the membership.
 3. For behavior counter to adopted policies or other abuses of membership privileges.

Section 7. Liability

The directors shall not be personally liable for debts, liabilities, or other obligations of the Corporation.

Article VI: Meetings

Section 1. Regular and special meetings

- A. The annual corporate meeting shall be held each year at a time and place to be designated by the Board of Directors. Directors and general members shall be given written or e-mail notice seven (7) days in advance of each meeting and the annual meeting. Written or e-mail notice of the time and place of all meetings shall be addressed to Directors and general members at the addresses or e-mail addresses shown on the records of the Secretary.
- B. Special meetings of the Board of Directors shall be held whenever called by the President or five (5) 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 and said notice shall specify the nature of any and all business to be conducted at such meeting.
- C. The Board will meet at least once during each quarter of the year.

Section 2. Quorum

The presence of one-third (1/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business. 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 a 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. If the President has not designated a chairperson, one may be selected by a majority of the Directors present.

Section 4. Voting

- A. Each Director shall have one (1) vote. 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 these Bylaws require a greater number.
- B. Each Director who represents a provider, non-provider or affiliate organization may designate in writing another individual from the same organization to serve as her/his proxy.

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 shall be elected annually by the Board of Directors and each such officer shall hold office until he/she 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 two (2) consecutive terms in the same capacity as an officer of the corporation.

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 or to the President of the Corporation. 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

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

The President shall be the chief executive officer of this Corporation. It shall be his/her duty:

- 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 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 provided by law, by the Articles of Incorporation or by these Bylaws;
- D. To appoint all committees and committee chairpersons subject to the approval of the Board of Directors, except as otherwise provided in the Articles of Incorporation or in these Bylaws;
- E. To serve as an ex-officio, non-voting member of all standing and ad hoc committees, except the Nominating Committee;
- F. To present 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;
- 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 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

The Secretary shall:

- 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, a book of 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 and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws;
- E. Keep or cause to be kept at the principal office of the Corporation a membership book containing the name and address of each member, and, in any case where membership has been terminated, such facts shall be recorded into the book 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 membership book, 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. 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

The Treasurer shall:

- 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, on request, the books of account and financial records;
- 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. 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;
- F. To conduct or cause to be conducted an annual equipment inventory, and present an inventory report to the Board of Directors.

Article VIII: Committees

Section 1. Standing Committees

- A. An Executive Committee is created comprised of the President, Vice-President, Secretary, Treasurer, Immediate Past President. The committee shall be chaired by the President and empowered to act on behalf of the Board of Directors between stated meetings of the board and/or in emergency situations. This authority does not include amending Bylaws; determining its role in the organization; hiring or terminating the Program Director; approving the budget or making major structural decisions such as approving mergers, or dissolving the Corporation. The Committee shall report all decisions and action via email or mail to the full Board as soon as possible. The Committee may schedule meetings at the same time and place as the stated meetings of the Board of Directors to act on its behalf, if a quorum of the board is not present; the remaining directors present shall have the right to speak on all matters considered. The actions of the committee shall be docketed for the review of the Board of Directors at its next duly constituted meeting. The duties of the Executive Committee shall also include overseeing the financial management of the Corporation, making recommendations to the Board of Directors concerning appropriate policies and procedures for the Corporation, proposing revisions to the Articles of Incorporation and these Bylaws subject to the action of the general membership. One-half of the members present at a meeting shall constitute a quorum of the committee.
- B. A Nominating Committee shall be composed three (3) members of the Board of Directors. It shall be the duty of the Nominating Committee to nominate general members for the Board of Directors.
- C. A Planning Committee, if convened, shall be composed of at least three (3) members of the Corporation, two-thirds of whom shall be directors. Planning Committee members shall be appointed by the President, subject to the approval of the Board of Directors. The duties of the Planning Committee shall include, but not be limited to development of strategic and operational plans of the Corporation, subject to the requirements of State law and regulation.

- D. A Service Coordination Committee, if convened, shall be composed of at least three (3) members of the Corporation, two-thirds (2/3) of whom shall be provider members. Committee members shall be appointed by the President subject to the approval of the Board of Directors. The Service Coordination Committee shall be responsible for initiating the development of written referral agreements and interagency protocols among members of the Corporation. Specific written agreements may be developed by subcommittees of the affected providers. It shall be the duty of the Service Coordination Committee to review all written agreements and protocols to ensure their consistency with the overall strategic and operational plans of the Corporation. The Service Coordination Committee shall also be responsible for ensuring that written agreements are consistent with requirements of State law and regulation concerning rural health networks.
- E. A Quality Assurance Committee, if convened, shall be composed of at least three (3) provider members of the Corporation. Committee members shall be appointed by the President subject to the approval of the Board of Directors. The Quality Assurance Committee shall be responsible for developing and implementing a quality assurance program for all provider members. The Quality Assurance program, including a written policy and procedure manual, shall be subject to the approval of the Board of Directors.
- F. A Consumer Relations Committee, if convened, is established consisting of at least three (3) members of the Corporation, one-third (1/3) of whom shall be provider members. The members shall be appointed by the President subject to the approval of the Board of Directors. It shall be the responsibility of the Consumer Relations Committee to initiate activities to determine the satisfaction/concerns of health care consumers in the organization's service area. The Committee shall also be responsible for investigating and resolving any consumer complaints.

Section 2. Study, Ad Hoc and Other 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 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. Appointment of Committee Members and Chairs

Except as otherwise provided in these Bylaws, the Board of Directors may from time to time fix the number of persons of all committees. The committee chair shall be appointed from the governing body by the President, subject to the approval of the Board of Directors. The committee chair shall serve for a term of one (1) year or until the committee is dissolved, whichever comes first. The chairperson may be reappointed. The chairperson of the Board of Directors, subject to Board approval, may remove any committee chairperson or any committee member from a committee for cause.

Section 4. 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 fails to attend three (3) consecutive meetings during her/his term of membership; provided, however, that within thirty (30) days of a meeting at which a committee member was absent for the second consecutive time, a letter shall be sent to such member setting forth the provisions of this section of these Bylaws and informing said member that another consecutive absence may result in his/her termination from membership.

Section 5. Quorum

Unless otherwise provided, the presence of two-thirds (2/3) of a committee's membership 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.

Section 6. Rules of Procedure

Each committee may adopt rules for its own government and procedure not inconsistent with law, with the Bylaws, or with the rules and regulations adopted by the Board of Directors. Meetings may be conducted by telephone conference call, provided that each member has been notified of the date and time.

Section 7. Meetings

The committee shall meet from time to time on call of the President or the committee chairperson. At least seventy-two (72) hours notice shall be given to all committee members by the person calling the meeting.

Article IX: General Provisions

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 commonly accepted rules of order.

Section 3. Notice to Members and Directors

Wherever in these Bylaws notice is required to be given to Directors and Members, 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 Corporation books for each Director or by e-mail to the e-mail address that is officially recognized as that Director's or Member's email address.

Article X: Conflicts of Interest

Section 1. Definition

No member of this organization or any committee or any other entities appointed by the Membership 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 a financial or capital interest, employees, and medical staff members, members of any advisory or policy-making board, whether salaried or voluntary and persons under contract.

Section 2. Disclosure

Members who have or have had such relationships with any individual or entity involved in any matter before this organization or any entity appointed by the membership must make public disclosure of such relations before any action is taken.

Article XI: Amendment to the Bylaws

These Bylaws may be revised or amended by a majority vote of the general members of the Corporation present at duly constituted membership meeting provided that each member receives written notice of the proposed changes no less than seven (7) days prior to the voting.

Article XII: Prohibition Against Sharing Corporate Assets

No director, officer, employee, or other person connected with this corporation, or any other private individual, shall receive, at any time, 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 XIII: Board Member Code of Ethics

The Corporation sets forth the following ethical expectations of its Board members:

- The role of a Board of Directors member is to act as part of a collective decision making body and to work collaboratively toward shared decisions.
- Members of the Board carry the authority of the Board only within the context of the full Board or with the express authority of the full Board.
- Board Members will represent the best interest of all people served by the organization.
- No Member of the Board will use the organization or her/his service on the Board for her/his own personal advantage or for the individual advantage of her/his family, friends or supporters.
- Board members will keep confidential any information that is meant to be so.
- Members of the Board will approach all Board issues with an open mind, prepared to make the best decision for the whole organization.

- Board members will do nothing to violate the trust of the general members who elected the Board member to the Board or those who are served by the Board.
- Members of the Board will focus their efforts on the mission of the organization and not personal goals.
- The ultimate responsibility of a Board member is to support the needs, goals and vision of the Rural Health Partnership and the people it serves.

**Adopted 10/16/02,
Amended 11/16/07,
Amended 1/16/08,
Amended 11/13/18,
Amended 4/30/19.**