

**BYLAWS**

**OF**

**CITRUS COUNTY COMMUNITY**

**CHARITABLE FOUNDATION, INC.**

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**AMENDED AND RESTATED BYLAWS OF  
CITRUS COUNTY COMMUNITY CHARITABLE FOUNDATION, INC.  
OCTOBER 24, 2019**

**ARTICLE I – NAME AND PURPOSE**

Section 1.01 Corporation Not-for-Profit. The Corporation is a Florida not-for-profit corporation formed in accordance with Chapter 617 of the Florida Statutes and Laws of Florida 2014-254.

Section 1.02 Purposes. The Corporation is created by the Citrus County Hospital Board, a Florida independent special district and county agency, pursuant to the authorization of Laws of Florida 2014-254 as an instrumentality of the State of Florida (or of a subdivision of the State of Florida), and is organized and operated exclusively for charitable, scientific, literary, and educational purposes in furthermore of the CCHB to promote the health of the Citrus County Community and shall provide funding for the medically related needs of only the residents of Citrus County, Florida. The purpose herein shall include any restrictions and limitations in Section 9.04 and the CCHB/HCA Master Agreement.

Section 1.03 Mission. The Citrus County Community Charitable Foundation, Inc. is a non-profit 501 (c)(3) entity. Its purpose is to award grants to groups and organizations that establish programs, research, or initiatives that promote the health or satisfy the medical needs of the residents of Citrus County.

Section 1.04 Name of the Corporation. The name of the corporation is Citrus County Community Charitable Foundation, Inc., or as otherwise stated in the Corporation’s Articles of Incorporation, recognized by the Laws of the State of Florida (hereinafter, “the Corporation”).

Section 1.05 Prohibited Activities.

- A. Unless otherwise expressly provided herein, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation or these Bylaws.
- B. No substantial part of the activities or finances of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- C. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE II - OFFICES

Section 2.01 Principal Place of Business. The principal place of business of the Corporation shall be as stated in the Articles of Incorporation, as reported annually to the State of Florida in its Annual Report, or such other location as may be determined from time to time by the Board of Directors of the Corporation, but always located within the boundary of Citrus County, Florida; currently, at 123 South Pine Avenue, Inverness, Florida 34452.

Section 2.02 Other Offices. The Corporation may have other offices but always within the boundary of Citrus County, Florida.

## ARTICLE III - MEMBERSHIP

Section 3.01 Sole Member. The Corporation shall have one Member ("Sole Member"), the Citrus County Hospital Board ("CCHB") an independent special district of the State of Florida and public not-for-profit corporation created by a special act of the Florida Legislature or, if CCHB is no longer in existence, CCHB's lawfully recognized governmental successor-in-interest, state agency or other governmental entity designated by law to act as CCHB's successor-in-interest.

Section 3.02 Property Rights. The foregoing Sole Member in Section 3.01 (the "Sole Member") shall not have any right, title, or interest in any of the property or assets of the Corporation including any earnings, interest, or investment income of the Corporation.

Section 3.03 Liability of the Sole Member. The Sole Member shall not be personally or otherwise liable for any of the Corporation's debts, liabilities, or obligations, nor shall the Sole Member be subject to any assessment, penalties or fines.

## ARTICLE IV - DELETED

## ARTICLE V - DIRECTORS

Section 5.01 Powers of the Board. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the

Corporation's Board of Directors, subject to any limitations set forth in the Articles of Incorporation.

Section 5.02 Number of Directors. The number of directors of the Corporation shall be at least eleven (11). The number of directors may be increased or decreased from time to time by resolution of the Board adopted at any duly-called special or regular meeting or by written action in accordance with these Bylaws; provided, however, that the representation and appointment standards for the Board of Directors as set forth in Section 5.04 are met; provided, further that, no decrease shall have the effect of shortening the term of any incumbent director.

Section 5.03 Election/Appointment and Term. Directors shall be elected or appointed for terms of office on a staggered basis, except as otherwise provided for below, at the annual meeting of the Board of Directors as follows:

- A. Two (2) directors shall be elected by registered voters residing in Citrus County, Florida, at the General Election, on a nonpartisan, countywide basis; provided that, in the first election of these two directors - one (1) director shall be elected for a four-year term and one (1) director shall be elected for a two-year term. Thereafter, one (1) director shall be elected every two (2) years for a full four (4) year term, in order that the two directors elected by the residents of Citrus County have staggered terms on the Board of Directors; provided, further, that the Board of Directors shall request the Supervisor of Elections for Citrus County to conduct such elections; all costs, if any, associated with the conduct of this election shall be borne by the Corporation;
- B. The Sole Member shall appoint one (1) director from among the directors of the Citrus County Hospital Board by delivering such appointment in writing to the Board of Directors prior to the Corporation's annual meeting at which such appointee takes office. The Sole Member shall be authorized to allow any of its directors to attend the corporate meeting and may rotate, at its sole discretion, who shall attend any corporate meeting. Term limits shall not apply to the Sole Member. The Sole Member does not need to be present for the corporation to conduct business.
- C. The Citrus County Board of County Commissioners shall appoint one (1) director from among the members of the Citrus County Board of County Commissioners by delivering such appointment in writing to the Board of Directors prior to the Corporation's annual meeting at which such appointee takes office;
- D. The City Council of the City of Inverness shall appoint one (1) director from among the members of the City Council of the City of Inverness by delivering such appointment in writing to the Board of Directors prior to the Corporation's annual meeting at which such appointee takes office;

- E. The City Council of the City of Crystal River shall appoint one (1) director from among the members of the City Council of the City of Crystal River by delivering such appointment in writing to the Board of Directors prior to the Corporation's annual meeting at which such appointee takes office;
- F. The Citrus County Health Department shall appoint its Public Health Officer (or if the Public Health Officer does not meet the qualifications for Directors as provided in Section 5.04 of these Bylaws, the next ranking officer/employee of the Citrus County Health Department that meets such qualifications) by delivering such appointment in writing to the Board of Directors prior to the Corporation's meeting at which such appointee takes office;
- G. The Citrus County Campus of the College of Central Florida shall appoint its Vice President (or if the Vice President does not meet the additional qualifications for Directors as provided in Section 5.04 of these Bylaws, the next ranking officer/employee of the Citrus County Campus of the College of Central Florida that meets such qualifications) by delivering such appointment in writing to the Board of Directors prior to the Corporation's annual meeting at which such appointee takes office; and
- H. Three (3) directors shall be elected or appointed at the Corporation's annual meeting as follows:
  - (1) Every two (2) years the Chief of Medical Staff of Bayfront Seven Rivers Hospital and Citrus Memorial Hospital shall rotate (or if the Chief of Medical Staff does not meet the additional qualifications for Directors as provided for in Section 5.04 of these Bylaws, the next ranking officer/employee of the medical staff of the respective hospital that meets such qualifications) by delivering such appointment in writing to the Board of Directors prior to the Corporation's annual meeting at which such appointee takes office;
  - (2) The Citrus County Medical Society shall appoint its President (or, if the President does not meet the additional qualifications for Directors as provided in Section 5.04 of these Bylaws, the next ranking officer/employee of the Citrus County Medical Society that meets such qualifications) by delivering such appointment in writing to the Board of Directors prior to the Corporation's annual meeting at which such appointee takes office; and
  - (3) The Florida Well-Care Alliance shall appoint its President (or, if the President does not meet the additional qualifications for Directors as provided in Section 5.04 of these Bylaws, the next ranking officer/employee of the Florida Well-Care Alliance that meets such qualifications) by delivering such appointment in writing to the



Board prior to the Corporation's annual meeting at which such appointee takes office.

Each Director shall hold office for the term of which such Director is appointed or elected or until such Director's earlier resignation, removal from office, or death. Directors may serve a maximum of eight (8) years and may requalify for continual service after a two-year break.

Section 5.04 Qualifications of Directors. Directors must be natural persons who are eighteen (18) years of age or older, a U.S. Citizen, a resident of Citrus County, Florida, and eligible for appointment or election as set forth in Section 5.03.

Section 5.05 Compensation. No member of the Board of Directors shall receive any compensation from the Corporation; provided however, that Directors may be reimbursed for any reasonable out-of-pocket expenses incurred in furtherance of their duties as Directors if approved by the Board of Directors.

Section 5.06 Meetings.

- A. *Regular Meetings.* Regular meetings of the Board of Directors shall meet at least monthly at a legally noticed public meeting. At regular meetings of the Board of Directors, it shall transact any business that may properly be brought before the meeting.
- B. *Special Meetings.* Special meetings of the Board of Directors shall be held when called by the President, or by any three (3) members of the Board of Directors, at such times as designated by the Board of Directors. At such special legally noticed meetings, the Board of Directors shall transact any business that may be properly brought before the meeting.
- C. *Annual Meeting.* The first regular meeting of the Board of Directors in each fiscal year shall be the annual meeting. At the annual meeting, the Board of Directors shall receive any Director appointments, confirm that such Directors are qualified to hold office and confirm the terms of office of such directors, elect officers and transact such business as may properly be brought before the meeting.
- D. *Waiver of Notice of Meetings.* When notice of a meeting of the Board of Directors is required, notice need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all obligations to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5.07 Place of Meetings. Meetings of the Board of Directors, whether regular, special, or annual, shall be held in Citrus County, Florida, at such place or places as the Board of Directors may from time to time by resolution so designate.

Section 5.08 Notice of Meetings. Written and public notice of the date, time, place, and purpose or agenda shall be given to the Board of Directors and the public at least seven (7) calendar days prior to the meeting, or as otherwise required by law.

Section 5.09 Quorum and Voting. A majority of the number of Board of Directors shall be defined as six (6) members physically present in the meeting room which shall constitute a quorum for the transaction of business. To affirmatively pass any matter there shall be no less than six (6) Directors physically present voting in the affirmative.

Section 5.10 Presumption of Assent. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors where corporate action is taken is deemed to have assented to the action taken at such meeting unless such Director objects at the beginning of the meeting (or promptly upon such Director's arrival) to holding such meeting or transacting specified business at such meeting or such Director votes against or abstains from the action taken.

Section 5.11 Participation in Meeting by Telephone or Similar Communication Equipment. In the event that a quorum of the Board of Directors is physically present at a meeting of the Board of Directors, a physically absent member may participate by conference telephone or similar communications equipment such that all persons participating in the meeting can hear each other, if the absence is due to extraordinary circumstances (such as illness). The Board of Directors shall determine in advance of such participation whether the absence is due to an extraordinary circumstance and thus accept Directors' participation via communication tool.

Section 5.12 No Action Without a Meeting. The Board of Directors may not take any action or authorize any expenditure without a properly noticed public meeting.

Section 5.13 Resignation of Directors.

- A. A Director may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is delivered unless the resignation notice specifies a later effective date. The resignation letter is to be delivered to the Chair of the Board of Directors, or the next ranking officer and presented at the next regularly scheduled legally noticed Board of Directors meeting. If a resignation is made effective at a later date, the Board may fill the pending vacancy from the class of members listed herein in the respective category before the effective date if the Board of Directors provides that the successor does not take office until the effective date contained in the resignation notice.

- B. In the event that a Director fails to attend three (3) consecutive regular meetings of the Board of Directors, then such may be determined to be unacceptable and the Board of Directors may determine the Director's date of involuntary resignation was the date of the last missed meeting.

Section 5.14 Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, where a quorum of the Board of Directors is present, any director may be removed for cause by an affirmative vote of seventy-five percent (75%) of the Board of Directors and the consent of the Sole Member. The meeting for this action shall comply with the seven (7) days' legal notice of intended action.

Section 5.15 Vacancies. Any vacancy occurring on the Board shall be filled in the same manner as the election of such vacated position, provided the Sole Member is notified. Any vacancy occurring for the position of Director as identified in Section 5.03 (a) shall be filled by the Sole Member. An individual elected or appointed to fill a vacancy shall hold office for the remainder of the vacated term.

Section 5.16 Duties and General Standards.

- A. A director shall perform and discharge the duties of a director, including duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interests of the Corporation; and,
- B. In performing such Director's duties, including when serving as a member of any committee of the Board of Directors, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by:
  - (1) One or more officers or employees of a Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
  - (2) Legal counsel, public accountants, or other persons as to matters the director reasonably believes are in such person's professional or expert competence; or
  - (3) A committee of the Board of Directors of which such Director is not a member if the Director reasonably believes such committee merits confidence.
- C. A Director that relies on information as described in Section 5.16.B. shall not be deemed to be acting in good faith however, if the Director has knowledge concerning the matter in question that makes such reliance unwarranted.
- D. A Director shall not be liable for any action taken as a Director, or any failure to take any action, if such Director has performed the duties of such Director's office in compliance with the provisions of this Section.

Section 5.17 Liability of Directors. The Directors of the Corporation shall not be personally liable for money damages to any person for any statement, vote, decision or failure to take an action, regarding organizational management or policy by an officer or Director, or for the debts, liabilities, or other obligations of Corporation, unless:

- (1) The Director breached or failed to perform such Director's duties as a Director; and
- (2) The Director's breach of, or failure to perform, such Director's duties constitutes:
  - (a) A violation of the criminal law, unless the Director had reasonable cause to believe such Director's conduct was lawful or had no reasonable cause to believe such Director's conduct was unlawful;
  - (b) A transaction from which the Director derived an improper personal benefit, directly or indirectly; or,
  - (c) Recklessness or an act of omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Section 5.18 Directors' Conflict of Interest or Related Party Transactions. The Corporation shall not enter into any contract or other transaction with any of its Directors (or family members of any of its Directors) or any Corporation, partnership, limited liability corporation, business entities, firm trust, association, or other entity, whether for profit or not-for-profit, in which any of the Directors (or family members of the Directors) are directors, officers, or possess a financial interest or authority to plan, direct or control such entity's activities. The foregoing probation may be waived if, but only if:

- A. A subject Director(s) of the Corporation with a conflict discloses the existence of such conflict in a public meeting of the Corporation (regular or committee) by filing a written statement of such conflict with the Secretary of the Corporation; and
- B. The subject Director(s) of the Corporation with a conflict abstains from voting upon or otherwise participating in any decision to approve the proposed transaction; and
- C. The subject Director(s) of the Corporation with a conflict leaves the room during any discussion or vote concerning the proposed transaction; and
- D. The proposed transaction is approved by an affirmative vote of seventy-five percent (75%) of the majority of the Board present at any regular or special meeting; and
- E. If the dollar amount of the proposed transaction exceeds \$100,000, then the Sole Member must also separately approve the expenditure, by majority vote, at a regularly scheduled meeting of the Sole Member.

For purpose of this section, the term "family member" shall mean and include any spouse, child, grandchild, stepchild, parent, in law relatives, stepparent, grandparent, and/or cousin. The Corporation shall adopt an additional and separate Conflict of Interest Policy augmenting

the foregoing requirements to ensure appropriate disclosure by all Directors of the Corporation and ongoing monitoring by the Corporation.

## ARTICLE VI - COMMITTEES

Section 6.01 Committees. The Board of Directors, by resolution, may adopt and designate from among its Directors standing committees and when needed, with Board of Directors approval, the Chair may appoint ad-hoc committees. The Board of Directors shall not delegate any of its authority to a committee and no committee shall have the authority to take any action on behalf of the Board of Directors.

Section 6.02 Audit Committee. The Board of Directors shall designate from among its members an Audit Committee and name the chairperson of such committee. The Audit Committee shall be comprised of at least three (3) members of the Board of Directors, one (1) of which shall be the Treasurer. The Audit Committee shall have the authority to assess and monitor the financial health of the Corporation including but not limited to:

- A. Financial reporting for the Corporation;
- B. Internal controls of the Corporation;
- C. Regulatory and tax requirements of the Corporation;
- D. Oversee the risk management of the Corporation;
- E. Maintain interaction between the Corporation and Auditors; and
- F. Ensure that an independent Audit Report is completed annually, at the time of any change in Treasurer, responsibility, and as otherwise requested by majority vote of the Board of Directors. All audit reports will be presented to the Board of Directors at its first meeting following the completion of the Audit.

Section 6.03 Compensation/Personnel Committee. In the event the Corporation has employees, the Board of Directors shall designate from its members a Compensation/Personnel Committee and name the chairperson of such committee. The Compensation/Personnel Committee will be responsible for making recommendations to the Board of Directors regarding human resources management policies, including but not limited to the following:

- A. Job responsibilities of the employee;
- B. Compensation and benefits for the employee;
- C. Determination of employee status: full time, part time, independent contractor, etc.;
- D. Annual evaluation of employee(s) performance such evaluation presented to the Board at the Corporation's annual meeting; and
- E. Research of comparative data offered during Personnel Committee discussions in their determinations of action.

The compensation for employees or independent contractors of the Corporation shall not exceed an amount that is reasonable. The Compensation/Personnel Committee shall use appropriate data to determine the amount of recommended compensation for consideration

by the Board of Directors, such as compensation paid by similar organizations for functionally comparable positions and current compensation surveys compiled by independent firms.

Section 6.04 Investment Committee. The Board of Directors shall designate from among its members an Investment Committee and name the chairperson of such committee. The Investment Committee shall develop for approval by the Board of Directors an Investment Policy for the Corporation that takes into account all requirements of Federal and State Law regarding investments by a Section 501(c)(3) charitable organizations. The Investment Committee shall evaluate and make recommendations as to the investment and management of the Corporation's funds (other than funds used for its charitable purposes) in accordance with the Investment Policy Statement. Membership of the Investment Committee may also include at least two of the following as voting and permanent members: (i) a licensed securities broker, (ii) a licensed financial planner, and (iii) a certified public accountant; these members may or may not be current Directors.

Section 6.05 Committee Guidelines. Each committee established pursuant to this Article must have two (2) or more committee members designated from the Board of Directors who shall serve at the pleasure of the Board of Directors. The Board of Directors, by majority vote, may designate an alternate member who may act in the place and stead of any absent committee member. The Board of Directors may appoint such other individuals, who are not members of the Board of Directors, to committees as it deems necessary and proper. All committee members must adhere to the conflict of interest standards set forth in these Bylaws, or as otherwise provided for in Board of Directors policies.

Section 6.06 Committee Duties. Committees are responsible for and shall:

- A. Keep and maintain attendance records at the committee meetings;
- B. Keep and maintain voting records of committee members at committee meetings;
- C. Provide at least, monthly committee reports to the Board of Directors;
- D. Keep a record of the specific terms of the arrangements and dates of Board of Directors approval of committee recommendations; and
- E. Perform such other requirements as directed by the Board of Directors.

Section 6.07 No Compensation for Committee Members. No committee member shall receive compensation from the Corporation for services rendered as a committee member. Subject to prior approval of the Board of Directors, a committee member may receive reimbursement (or advances, as the case may be) for all reasonable and documented expenses incurred in the course of performing the services as officers of the Corporation.

Section 6.08 Grants Committee. The Board of Directors shall designate from among its members a Grants Committee and name the chairperson of such committee. The Grants Committee shall develop, for approval by the Board of Directors, a policy and procedure setting forth the process, guidelines, and criteria for the solicitation, award and administration of the Corporation's grant funding; and it shall administer the grant program. In developing the policy

and procedure, and in administering the grant program, the Grants Committee shall take into account all requirements of Federal and State Law for Section 501(c)(3) charitable organizations, the non-competition provisions of these bylaws, and any non-compete agreements that the Board of Directors may enter into.

Section 6.09 Ad Hoc Committees. An ad hoc committee may be determined by the President of the Board of Directors, provided however, the committee must be charged with a clearly defined purpose with the expectation of responsibilities being directed toward a specific topic or issue of concern. All ad hoc committee membership, purpose and tasks will be established by resolution of the Board of Directors, approved by majority vote. The ad hoc committee will report activities and recommendations as appropriate to the Board of Directors at monthly scheduled meetings.

## **ARTICLE VII - GOVERNMENTAL OVERSIGHT**

Section 7.01 Sunshine Law. All meetings and business of the Corporation and its Board of Directors shall be conducted in compliance with Florida's Sunshine Law.

Section 7.02 Public Records Act. The Corporation shall comply with Florida's Public Records Act.

Section 7.03 Disclosure, Accountability and Ethics. The Corporation shall comply with all disclosure, accountability, and ethics requirements which apply to governmental entities and their elected and appointed officials.

Section 7.04 County Audit Authority. The Corporation shall be subject to the audit authority of the Clerk of the Circuit Court for Citrus County, Florida.

## **ARTICLE VIII - OFFICERS**

Section 8.01 Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time consider necessary for the proper conduct of business. The same person may not simultaneously hold more than one office, except that the offices of Secretary and Treasurer may be held by the same person. The Secretary may elect to establish and accept nominations for the office of Assistant Secretary.

Section 8.02 Election, Term of Office and Qualifications. Any Director who has served two (2) years or more on the Board shall be eligible to serve as President or Vice President of the Corporation. Any Director serving one year or more on the Board shall be eligible to serve as Treasurer or Secretary of the Corporation. Any Director serving on the Board shall be eligible to serve as the Assistant Secretary. Officers shall serve for two-year terms.

Nominations for officers are accepted at the September meeting each year. All nominations for officers shall be submitted to the Board for election to office at the October meeting. Where there is only one nominee for each office, the slate of officers shall be submitted to the Board for a vote. In the event there is more than one nominee for a particular office, the Board shall undertake a separate vote for each office. Upon motion by a Director to elect a nominee from the list of nominees for particular office, the Board shall vote on each nominee until a nominee is elected into office.

Section 8.03 Officer Resignation. An officer may resign at any time by delivering notice to the Board of Directors in writing. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board of Directors accepts the future effective date, the Board of Directors may fill the pending vacancy before the stated effective date if the Board of Directors provides that the successor does not take office until such effective date.

Section 8.04 Removal of an Officer. The Board of Directors may remove any officer at any time with or without cause by a majority vote of the Board of Directors.

Section 8.05 Vacancies. Any vacancy in any office, occurring by reason of death, resignation, removal, disqualification, or any other cause shall be filled by majority vote of the Board of Directors.

Section 8.06 Contract Rights. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the Corporation, nor does an officer's resignation affect the Corporation's contract rights, if any, with such officer.

Section 8.07 Duties of Officers.

- A. *President.* The President shall be the chief executive officer of the Corporation, shall have authority over the general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors, and shall preside at all meetings of the Board of Directors. The President may be a non-voting member of all committees, unless specifically identified as a member of a Committee, and then the President would have committee voting privileges. The President may sign, with the Secretary/Treasurer, or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that execute the business of the Corporation; except in the cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors by these Bylaws or by law to some other officer or agent of the Corporation.



- B. *Vice President.* The Vice President shall serve as an assistant to the President and shall perform other duties and have such authority and power as prescribed from time to time by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and have the authority and power of the President.
- C. *Secretary.* The Secretary shall be responsible for the custody and maintenance of all records, shall record the minutes of all meetings of the Board and maintain copies of minutes of all committee meetings, shall ensure notices for all meetings are publicly noticed as required by law, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board or the President. The Secretary may elect to accept nominations for an Assistant-Secretary to aid the Secretary in carrying out public records requirements and other duties as directed by the Secretary.
- D. *Treasurer.* The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate records of receipts and disbursements and render accounts thereof when required by the Board of Directors or by the President, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of such Treasurer's duties in the sum and with such surety or sureties as the Board of Directors may deem appropriate.

Section 8.08 Compensation. No officer shall receive compensation from the Corporation for services rendered as an officer. Subject to prior approval of the Board of Directors, an officer may receive reimbursement (or advances, as the case may be) for all reasonable and documented expenses incurred in the course of performing the services as officers of the Corporation.

#### **ARTICLE IX - FINANCIAL MANAGEMENT; FUNDS, DEPOSITS, AND CHECKS**

Section 9.01 Gifts and Contributions. The Board of Directors shall receive and administer funds received.

Section 9.02 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other departments as determined by majority vote of the Board of Directors.

Section 9.03 Restrictions of Use of Transaction Proceeds Funds.

- A. Transaction Proceeds Funds are those funds received from the Sole Member.

- B. Restrictions on the use of these funds in this Section are a condition to receiving the contribution of funds from the sole Member.
- C. Eight Percent (80%) of Earnings Limitation. Only eighty (80%) of the earnings from the Transaction Proceeds, as defined herein, shall be used for any charitable purpose. After the expiration of the twenty-four (24) month hold (November 1, 2014 to October 31, 2016) the Corporation shall use for its charitable purposes no more than eighty percent (80%) of the earnings (the "Charitable Funds") in each subsequent investment year, defined as July 1 to June 30. Earnings shall be defined as any interest from the principal, any dividend from invested principal, and increase from the investment of the principal. Principle is defined as the proceeds provided from the CCHB to the Corporation and the required twenty percent (20%) of any and all interest, dividends, and invested principal required to be applied to principal on an annual basis.

Section 9.04 Restrictions on Charitable Distributions to Organizations.

- A. If a represented compensated individual is a member of the Board of Directors then a recusal from discussion and voting shall occur, pursuant to the conflict of interest standards set forth in these Bylaws, Board policies, and as otherwise required by law.
- B. A vote of the Board of Directors to distribute more than \$250,000 to any one recipient in any year must be by unanimous approval of the Board of Directors. Any amount in excess of \$250,000 must have the approval of the Sole Member.
- C. The Corporation shall not use funds to pay for programs or services that create market competition for current medical provider or HCA, except that the Corporation may provide funds to public or not for profit organizations to provide medically related services for residents or citizens of Citrus County.
- D. Paying individuals for personal healthcare needs or services is prohibited.
- E. In no event shall Corporation use any proceeds or funds of any kind to build roads or buildings. In addition, the Corporation shall not provide proceeds or funds of any kind for the payment of services of any kind for or on behalf of an individual.

Section 9.05 Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall require the signatures of two (2) Officers of the Corporation.

**ARTICLE X - BOOKS AND RECORDS**

Section 10.01 Corporate Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees of directors. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The Corporation shall keep the following as permanent records in written form or in another form capable of conversion into written form within a reasonable time.

- A. Copy of the Articles of Incorporation, By-Laws, and any amendments thereto currently in effect;
- B. Minutes of all Board meetings, and a record of all actions taken by such Board;
- C. Minutes of all committee meetings, and a record of all actions taken by such said committee;
- D. Record of the name and address of the Sole Member, Citrus County Hospital Board;
- E. Listing of the names and addresses of the Corporation's current directors and officers;
- F. Listing of the names and addresses of the Corporation's committee members;
- G. The Corporation's most recent annual reports, including financial and investment audits;
- H. Accounting records, including annual financial reports, banking statements; and
- I. Such other records as may be required by law.

#### **ARTICLE XI - INDEMNIFICATION**

Section 11.01 Indemnification of Directors and Officers. Unless otherwise stated herein, the Corporation shall indemnify any director or officer who is a party to any proceeding (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 or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer, against any liability incurred in connection with such proceeding to the extent allowed and pursuant to the procedures set forth in Section 617.0831 of the Florida Statutes.

#### **ARTICLE XII - MISCELLANEOUS**

Section 12.01 Corporate Seal. A corporate seal shall not be required to be attached to any instrument executed by or on behalf of the Corporation unless required by law, but if so required shall be of such shape and have such words thereon as may be described by law or by the Board of Directors of the Corporation. The seal may be used by impressing it or reproducing an authorized facsimile or electronic copy thereof, or otherwise as directed by the Board of Directors.

Section 12.02 Fiscal Year. The Fiscal Year for the Corporation shall be the fiscal year ending September 30.

Section 12.03 Non-Discrimination. The Corporation shall not discriminate based on any federal, state or locally designated protected class.

Section 12.04 Right to Defend. If the Corporation is sued by HCA Holdings, Inc., West Florida, Inc., Citrus Memorial Hospital, Inc., HCA Health Services of Florida, Inc., or any of their successors-in-interest or affiliates (collectively, "HCA"), any party to the Contemplated Transaction (as defined in the Master Agreement dated as of September 2014 by and among the Sole Member, Citrus Memorial Health Foundation, Inc., Citrus Memorial Hospital, Inc., and HCA Health Services of Florida, Inc.) or any other party related to the Contemplated

Transactions or HCA, then the Sole Member retains the right to defend or assert any and all legal claims and defenses arising out of or related to any proceeds from the Contemplated Transactions which may be held by the Corporation or to which the Corporation may be entitled. The costs of such defense, including but not limited to legal fees, shall be paid by the Corporation. It shall be the sole and absolute discretion of the Sole Member to defend or assert any claim or defense arising out of or related to any proceeds from the Contemplated Transactions which may be held by the Corporation or to which the Corporation may be entitled.

Section 12.05 Non Competition. The Corporation shall not in any way compete with or provide funds to any organization or third party that offers the same service that the lessee/buyer of Citrus Memorial Hospital provides.

Section 12.06 Amendment of Bylaws. The Board may amend or repeal the Corporation's Bylaws; provided, however, that any amendment to the following specifically delineated bylaws must also be approved by a unanimous vote of the sole Member.

- A. Article I, Section 1.02
- B. Article III, Section 3.01
- C. Article V, Section s 5.02 and 5.03
- D. Article IX, Section s 9.03 and 9.04
- E. Article XII, Section 12.05

Any amendment to Article V, Section 5.03 Section C, must also have the unanimous approval of the Citrus County Board of County Commissioners.

Section 12.07 Relation to Articles of Incorporation. These Bylaws shall be subject to, and governed by the Articles of Incorporation.

Section 12.08 Amendment of Articles of Incorporation. Amendments to the Articles of Incorporation shall be made in accordance with the law.

**CERTIFICATE**

We, the undersigned, hereby certify that as Chair and Secretary, respectively, of the Board of Directors of Citrus County Community Charitable Foundation, Inc., confirm that at a meeting held on the 25th day of June, 2020, the foregoing Bylaws were duly adopted as and for the Bylaws of Citrus County Community Charitable Foundation, Inc., and we hereby certify that the foregoing constitutes the Bylaws of Citrus County Community Charitable Foundation, Inc.



2/3/2021

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David Ryan, President  
Board of Directors  
Citrus County Community Charitable  
Foundation, Inc.

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Date



02/03/2021

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Sonya Warden, Secretary  
Board of Directors  
Citrus County Community Charitable  
Foundation, Inc.

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Date

## RECORD OF ADOPTION, AMENDMENTS AND RESTATEMENTS

- Adopted: October 2014
- Amended: January 22, 2015; Confirmed by CCHB January 30, 2015; Bylaw provision 5.02 and 5.03(k) were amended by the CCCCCF on January 22, 2015 and confirmed by the CCHB on January 30, 2015.
- Amended: By CCCCCF on May 2015
- Amended: By CCCCCF on June 2015
- Amended: By CCCCCF on October 2015
- Amended: Amended and Restated Bylaws approved by CCCCCF on October 27, 2016; Confirmed by CCHB on January 23, 2017; adopted By CCCCCF on January 26, 2017.
- Amended: Amended Section 8.01, 8.02, 8.07A-D, and 9.03. Approved by CCCCCF on September 27, 2017; Confirmed by CCHB on May 21, 2018; adopted by CCCCCF on May 24, 2018.
- Amended: Amended and Restated Bylaws: Amended Section 1.02, Section 1.03, Section 2.01, Article III, Article IV, Section 5.02, Section 5.03B, Section 5.06B, Section 5.09, Section 5.14, Section 5.15, Section 5.18, Section 6.05, Section 6.08, Section 8.01, Section 8.02, Section 8.07(E), Section 9.03, Section 9.04, Section 10.01, Section 12.03, Section 12.05, and Section 12.06; and corrections for scriveners errors, and typographical edits. Approved on September 27, 2018; Confirmed in part by CCHB on February 8, 2019; adopted in part by CCCCCF May 23, 2019. Section 1.03, Section 8.02, Section 9.03 and Section 9.04 were further revised by CCHB on February 8, 2019 and May 2, 2019; revisions adopted by CCCCCF on May 23, 2019; Confirmed by CCHB on June 24, 2019 ; adopted by CCCCCF on June 27, 2019.
- Amended: Section 6.04 was amended on October 24, 2019.
- Amended: Section 9.05 was amended May 28, 2020.
- Amended: Sections 8.01, 8.05, and 8.07 (E) to remove references to Past President amended June 25, 2020.
- Amended: Section 9.03 (c) amended by CCCCCF on June 25, 2020; Amendment Not Confirmed by CCHB, therefore, no amendment was effected.