BIG BEND HEALTH COUNCIL, INC.

BYLAWS

ARTICLE I
NAME

This Corporation shall be known as the Big Bend Health Council, Inc., hereinafter called the "Corporation".

ARTICLE II
NATURE

The general nature of the objects and purposes of this Corporation shall be:

A. To serve as the official, legal and direct link between the various Boards of County Commissioners in Bay, Calhoun, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Madison, Taylor, Wakulla and Washington Counties to develop a district health plan and to serve as a catalyst for efforts to implement recommendations for improvement in the health care delivery system in the district.

B. To provide for the soundness of programs, priorities and services.

C. To determine jointly with the service providers, service users and various communities within the fourteen (14) county area, the extent of health needs and resources of the district.

D. To receive and disburse funds for the development of a District Health Plan for the service district and implementation efforts in furtherance of the District Health Plan.

ARTICLE III
BOARD OF DIRECTORS

Section 1. The Board of Directors, hereinafter called "the Board," shall consist of representatives of the fourteen-(14) counties (Bay, Calhoun, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Madison, Taylor, Wakulla and Washington) or as otherwise specified in Ch 408.032, F.S. Additionally, membership shall be representative of a broad range of community health interests and shall consist of a minimum of twelve (12) members. Representation shall be in conformity with the provisions of Ch 408.033, F.S. in regard to both County representation, and consumer and purchaser majority on the Board.

Section 2. Appointment of Directors:

A. Members of the Board will be appointed by the Board of County Commissioners in Bay, Calhoun, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Madison, Taylor, Wakulla and Washington. Representation of the fourteen-(14) counties will be decided by the Board of Directors as related to consumer, purchaser and provider classes of Board members.

B. The members appointed will represent Health Care Providers, Health Care Purchasers, Non-Governmental Elderly and Health Care Consumers.

C. No member of the Board shall serve as a full-time or part-time employee, nor shall be a contractor, of the Corporation.

D. Conflict of Interest:

The Board of Directors and Officers recognize their responsibility to protect the Corporation's interests and avoid potential conflicts arising between the private interests of a Director, Officer, Management, Staff Member and his/her responsibilities. The Board of Directors shall establish a conflict of interest policy designed to identify circumstances that would fail to serve the best interests of the Corporation. Such policy shall be reviewed periodically as to its effectiveness and revised if necessary.

A conflict of interest is a circumstance, condition or situation in which the personal interest of Members of the Board of Directors, or Officers interferes with the performance of these persons' responsibilities in ways which may result in personal, financial, professional and/or political gain at the expense of or the detriment of the Corporation.

Conflicts of interest must be declared prior to or at a call for vote and shall be so noted in the minutes of the meeting. Any issue coming before the Council requiring a vote of Council Members wherein any member is determined to have a conflict of interest, such member shall be prohibited from voting but may contribute to and engage in debate and discussion on the issue.

E. Vacancies on the Board shall be filled by appointment by the Board of County Commissioners of the member's county. The Board shall notify the County Commission of the vacancy immediately, and request the vacancy be filled within thirty (30) days.

Section 3. Meetings of the Board

A. Meetings of the Board of Directors shall be held at least quarterly with the annual meeting designated for the month of September. All meetings shall be open to the public. Official notice shall be provided to the various Boards of County Commissioners.

B. Regular meeting notices shall be provided to all members of the Board at least five (5) business days prior to such meetings. Such notices shall include the proposed agenda, which shall also be posted in public view in the corporate office.

C. Special meetings of the Board may be called by the Chairman. Special meetings may also be called by the Chairman at the request of at least three (3) Board members representing more than three (3) counties. Special meetings shall be limited to the matter of business for which the meeting was called.

D. A quorum shall consist of those members currently appointed and present. Only members in attendance shall be allowed to vote.

E. Robert's Rule of Order, Newly Revised, shall generally govern all meetings of the Board of Directors, provided the rules are not inconsistent with these Bylaws or the Charter of the Corporation.

F. Each Board member shall notify the Executive Director at least twenty-four (24) hours prior to a regular Council meeting, except in an emergency, if he or she cannot attend. The Board shall notify the appropriate County Commission of the LHC attendance policy, the attendance record of the appointee and may ask for action to reconsider or reaffirm their appointment to the Council under the following circumstances:

1. Absence from two (2) consecutive meetings.
2. Absence from five (5) meetings during the biennial period of appointment.
3. Voting when a conflict of interest exists.

There shall be no excused absences.

Section 4. Duties and Responsibilities of the Board

The duties of the Board of Directors shall be to:

A. Formulate sound policy for health service and program development and implementation, and the functioning of the Corporation;

B. Elect officers;

C. Select, approve, employ, enter into an employment agreement with, and discharge the Executive Director;

D. Discharge all the duties and obligations of the law as delineated in Chapter 408.033, Florida Statutes;

E. Promote a plan of corporate compliance including conflicts of interest and code of ethics for Board Members, Officers, and employees.

F. Oversight of LHC's financial condition and operations as part of it's fiduciary responsibilities.

Section 5. Recompense

No Director shall receive or be lawfully entitled to receive any salary or any other remuneration for services in connection with the administration of the affairs of the Corporation, but may be reimbursed for actual expenditures incurred on behalf of and authorized by the Board of Directors.

Section 6. Removal of Director or Officers

A. An Officer may be removed by a majority vote of the Board of Directors currently appointed, for misfeasance or malfeasance whenever, in the judgment of the Board, the best interest of the Corporation will be served thereby.

B. A majority of the Board of Directors currently appointed may recommend to the various Boards of County Commissioners the removal of any Board member for cause.

C. Any person thus removed shall be replaced as provided in these Bylaws.

D. Misfeasance shall be any lawful action, which is performed on behalf of the Board, which is found to have been done in an illegal or improper manner.

E. Malfeasance shall be any action, which is performed on behalf of the Board, or in carrying out the activities of the Board, which is found to be an act of wrongdoing or misconduct.

ARTICLE IV
OFFICERS

Section 1. Term and Eligibility

A. The Board of Directors shall have a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. Except that the office of Secretary and Treasurer may be combined at the discretion or Secretary/Treasurer of the Board

B. Term of Office:

All officers shall be elected at the meeting preceding the Annual Meeting and take office at the Annual Meeting. The term of office shall be for two (2) years. An Officer may serve only two (2) consecutive terms, unless otherwise determined by two-thirds vote of the membership of the Board present at a regularly scheduled quarterly meeting.

C. Vacancies:

In the event of a vacancy in any office, the Board shall elect a member at the next regular meeting, given written notice of the vacancy, to fill the office for the unexpired term. Such an electee shall be eligible to hold one (1) additional term unless otherwise determined by two-thirds vote of the membership of the Board present at a regularly scheduled quarterly meeting.

Section 2. Duties of the Officers

A. The Chairman shall preside at all meetings of the Board and shall call special meetings when She/he shall deem them necessary or desirable. She/he shall name the Chairman and members of all committees. She/he shall be an ex-officio member of all committees, and perform all other duties pertaining to his office.

B. The Vice-Chairman shall preside at the meetings in the absence of the Chairman, act for him/her in case of his absence or disability, and perform such other duties as are requested by the Chairman.

C. The Secretary or his/her designee shall be responsible for correspondence concerning the Corporation between the Board and the proper agencies of the local, state and federal governments. She/he shall attest instruments of the Corporation and shall keep on record all papers relating to it, including minutes of all meetings of the Board. In the absence of both the Chairman and the Vice-Chairman, She/he shall preside at meetings, and perform such other duties as are requested by the Chairman.

D. The Treasurer shall be responsible for all money and securities and for a proper set of books rendering a financial account at the annual meeting and at other times as requested by the Chairman to the Board of Directors. The Treasurer shall be a member of all committees dealing with financial matters. The Treasurer shall insure that the Executive Director_properly discharges the following:

1. Deposit all monies in the name of the Local Big Bend Health Council, Inc. in a bank or banks designated by the Board;

2. Withdraw funds upon the joint signatures of the Executive Director and Administrative Assistant in amounts not to exceed $1,500 and upon the joint signatures of The Executive Director and one officer of the Local Health Council or any two officers;

3. Secure bonding of the office of the Treasurer to protect the financial integrity of the Corporation as required by the Board of Directors;

4. Prepare and file returns required of governmental agencies;

5. Maintain tax-exempt status under Section 501(c)(3) of the Internal Revenue Service;

6. Register under the provisions of the solicitation of Charitable Funds Act;

7. Secure an audit by a Certified Public Accountant approved by the Board of Directors of all financial records annually.

ARTICLE V
COMMITTEES

Section 1. The Executive Committee

The Executive Committee will consist of Corporation officers (Chairman, Vice-Chairman, Secretary, Treasurer or Secretary/Treasurer) and up to one additional member, appointed by the Chairman. The Executive Committee will conduct business of the Corporation between regular meetings and serve as members of the Joint Supervisory and Budget Committee. When necessary and appropriate, the Executive Committee meeting can be by conference call or E-mail. The committee's duties are to:

A. Conduct necessary administrative functions of the Corporation.

B. Coordinate the activities of the Corporation's Committees and accomplish the Corporation's work activities in a timely manner.

C. Support the Corporation's mission and provide direction for implementation of goals and objectives as established by the Corporation.

Section 2. Standing Committees

A The Board of Directors shall create such standing committees as are deemed necessary.

B. The Chairman and members of all committees shall be appointed by the Chairman of the Board of Directors as soon after the annual election as possible. The term shall be for one year for standing committees. In the event of a vacancy in the chair of a committee, the Chairman of the Board of Directors shall appoint a replacement for the unexpired term.

C. Standing committees may have subcommittees or task forces appointed by the Chairman of the respective committees. Members of subcommittees or task forces need not be members of the Board of Directors or the respective committee.

ARTICLE VI
EXECUTIVE DIRECTOR AND STAFF

The Board of Directors shall employ an Executive Director to implement the policies and programs, as required, of the Board. The Executive Director shall select, supervise, evaluate and terminate any other staff, consultant or contractor.

ARTICLE VII
AMENDMENTS

The Bylaws may be amended upon the recommendation of the Corporation's officers and members of the Joint Supervisory Committee by a majority vote of the Board.

A. Amendments will be proposed in writing via the United States Mail or electronic transmission and voted upon via U.S. mail, E-mail or the next regular meeting.

B. All proposed amendments must be included in the notice of the proposed Bylaws change.

The original Bylaws of the Big Bend Health Council, Inc., passed in regular session, Wednesday, October 22, 1982

Revised November 10, 1993
Revised February 27, 2002