

Amended and Restated Bylaws of the North Broward Hospital District

Article I

Incorporation and Supersedence

The North Broward Hospital District (the “District”) was established in 1951 by authority granted by the Florida Legislature under Ch. 27438, Laws of Florida, which was recodified in Ch. 2006-347, Laws of Florida, and subsequently amended in Ch. 2007-299, Laws of Florida (collectively, the “Charter”). No provision in these Amended and Restated Bylaws (these “Bylaws”) shall be construed as conflicting with or exceeding the Charter, applicable provisions of the Florida Constitution, and applicable Florida laws, rules and regulations, as the same may be amended from time to time (collectively, “Florida Law”), nor shall any provision in these Bylaws be construed as conflicting with or exceeding applicable federal laws, rules and regulations. In the event of a conflict between these Bylaws and Florida Law, Florida Law shall govern and control as if fully set forth herein. These Bylaws, adopted effective as of July 31, 2019, supersede and replace (a) any Bylaws and amendments thereto previously adopted by the Board of Commissioners of the North Broward Hospital District (the “Board”) and (b) any resolutions adopted by the Board that conflict with these Bylaws.

Article II

Governing Board

1. Role and Purpose

The Board shall be responsible for the oversight of the Charter, the District, and all of the District’s controlled entities (each, a “Subsidiary”) for the purpose of preserving the public health for the public good in accordance with the Charter.

2. Board’s Responsibilities

The Board shall perform its duties in a manner that is consistent with these Bylaws, Florida Law, applicable federal laws, rules and regulations and accreditation standards, and any additional duties adopted from time to time by the Board pursuant to resolutions.

3. Delegation of Authority

The Board may delegate authority to the President and Chief Executive Officer (the “CEO”), Direct Board Reports (as defined below), the District’s departments and Board committees, and other individuals and entities; provided, however, that such delegation shall not be prohibited under Florida Law.

4. Education of Commissioners and Committee Members

All new Commissioners and Board committee members shall participate in an orientation program and be given information which shall include, but not be limited to, Florida’s open meeting laws, Florida’s public records laws, Florida’s ethics laws pertaining to public officers, Florida’s Patient Self-Referral Act of 1992, 42 U.S.C. § 1320a-7b(b) (aka, the Anti-Kickback Statute), 42 U.S.C. § 1395nn (aka, the Stark Law), the code of conduct and the compliance and ethics program, as established by the District and amended from time to time, and the Board’s responsibility for ensuring quality of care. All Commissioners and any Board committee

members shall participate in annual compliance training and the Board’s program of continuing education, as required by the District’s code of conduct and ethics policies, adopted pursuant to the Charter and these Bylaws, as amended from time to time.

5. Prohibited Financial Arrangements

No Commissioner, Board committee member, administrator, officer, employee, or representative of the District or any of its Subsidiaries, shall, directly or indirectly, offer, pay, solicit, be paid or receive any commission, bonus, kickback, rebate, gratuity or any other thing of value or engage in any split-fee arrangement in any form whatsoever for the referral of any patient to any of the District’s facilities or for the purpose of generating any business for the District.

6. Conflicts of Interest

Commissioners have a fiduciary duty to the District and shall act in good faith, with due regard to the interests of the District, and shall comply with their fiduciary duties to the District under Florida Law. Commissioners shall be subject to the provisions of Florida Law pertaining to the avoidance of conflicts of interest when holding public office, including, but not limited to, Florida’s ethics laws pertaining to public officers, as amended from time to time, and the conflict of interest policy and code of conduct and ethics, both adopted by the Board and then in effect.

7. Code of Conduct and Ethics

The Board shall adopt a code of conduct and ethics in accordance with the requirements outlined in the Charter. Each Commissioner and Board committee member shall receive a copy of, and agree to comply with, the District’s adopted code of conduct and ethics and its rules and procedures.

8. Non-Discrimination

The Board shall respect and provide equal opportunity to all, regardless of race, color, national origin, gender identity or gender expression, pregnancy, sexual orientation, religion, age, disability, military status, genetic information, or any other characteristic protected under applicable federal law or Florida Law. All Commissioners shall be subject to and abide by the District’s code of conduct and all of the District’s anti-discrimination and harassment policies, and take appropriate measures to prevent unlawful harassment and/or discrimination.

9. Board Officers

The officers of the Board shall be Commissioners and all such officers shall be elected by the Board and serve at the pleasure of the Board. The Board’s officers shall be the Chair, Vice-Chair, Secretary-Treasurer, and such other offices as the Board may establish from time to time by resolution. All officers of the Board shall be elected by a majority of the Board at the Annual Meeting (as defined below). Officers shall serve for a one (1) year term or the remainder of the then-current term. Officer vacancies may be filled for the remainder of the then-current term by the Board at any regular meeting or special meeting of the Board. The powers and duties of officers of the Board shall include, but are not limited to, the following:

(a) Chair

The Chair of the Board (the “Chair”) shall preside over all meetings of the Board and may exercise all powers granted to that position and have the duties imposed on that position by the Charter, these Bylaws

and by motion or resolution passed by the Board.

(b) Vice-Chair

The Vice-Chair of the Board shall act as Chair in the absence of the Chair and, when so acting, shall have all the power and authority of the Chair.

(c) Secretary-Treasurer

The Secretary-Treasurer of the Board (the “Secretary-Treasurer”) or, where permitted under Florida Law, his or her designee, shall be the custodian of the District’s official seal and all records and reports of Board and Board committee proceedings. The Secretary-Treasurer or, where permitted under Florida Law, his or her designee, shall be responsible for overseeing the issuance of notices and agendas for all regular and special Board and Board committee meetings and for ensuring that minutes are taken at all such meetings as required by Florida Law and these Bylaws.

Article III

Board and Committee Meetings

Commissioners are encouraged to participate in all meetings of the Board and Board committees on which they are members unless their participation is otherwise not possible.

1. Quorum

(a) Board Meetings

A quorum of the Board shall be established in accordance with Florida Law, and a vote of at least the majority of the Commissioners present either in person or via teleconference or videoconference shall be necessary for the transaction of any business at any regular or special Board meeting.

(b) Board Committee Meetings

A quorum to hold and conduct a Board committee meeting shall consist of a majority of the total number of Board committee members; provided, however, that a quorum for a Board committee meeting shall be no fewer than two (2) committee members.

(c) Participation Through Communications Technology

Any Commissioner and member of a Board committee who is not a Commissioner may attend, participate and vote in any regular or special meeting provided for herein by use of telephone conference or video conference; provided, that, a quorum is established. All communications by the participating Commissioners and Board committee members via media technology must be fully audible to the public at the noticed meeting place where the quorum is physically present. Nothing herein shall be construed as permitting a Commissioner or a member of a Board committee who is not a Commissioner to vote by proxy.

2. Procedural Rules of Order

All Board and Board committee meetings shall be conducted in accordance with “Robert’s Rules of Order,” as modified by the Board from time to time, unless otherwise in conflict with Florida Law or specific

provisions of these Bylaws.

3. Abstention from Voting

No Commissioner or Board committee member may abstain from voting unless such abstention is permitted or required under Florida Law. In the event there is, or appears to be, a conflict of interest requiring abstention, the Board or Board committee member with such a conflict shall comply with the disclosure requirements, if any, under Florida Law and the conflict of interest policy and code of conduct and ethics adopted by the Board and then in effect.

4. Meeting Agendas

An agenda shall be prepared for each Board and Board committee meeting and, in all such cases, provide a period during which the public may be heard, unless otherwise exempt from such requirements under Florida Law.

(a) Website Posting of Agendas

Agendas for Board and Board committee meetings shall be posted and maintained on the District's website in accordance with Florida Law.

(b) Process for Adding Agenda Items

The Board shall adopt a uniform administrative agenda process for bringing items to the Board or any of its committees.

5. Minutes and Records of Meetings

The CEO, or his or her designee, shall take minutes of all Board and Board committee meetings. The minutes of any Board and Board committee meeting shall be promptly recorded and made available to Commissioners. The minutes of meetings of the Board and its committees shall indicate which Commissioners and Board committee members are present and which are absent at such meetings and, at a minimum, shall include a record of all votes and actions taken and any resolutions adopted. Upon the request of the Chair or the Board, Board committees shall provide reports or any other information to the Board.

6. Notice of Meetings

All Board and Board committee meetings shall be noticed in accordance with Florida Law and these Bylaws.

7. Regular Board Meetings

There shall be regular meetings of the Board held at least monthly at times and dates agreed by the Board; provided, however, that nothing herein shall require the Board to otherwise reschedule or make up cancelled or missed regular Board meetings. At all such regular meetings, the Board shall consider all matters properly brought before it. Unless otherwise exempt under Florida Law, all regular Board meetings shall be open to the public.

8. Special Board Meetings

Special meetings of the Board may be called by the Chair, by any three (3) Commissioners, or by the CEO. Written notice shall be given to each Commissioner stating the purpose and time and place of the meeting;

provided, however, that attendance of a Commissioner at a meeting constitutes a waiver of such notice of the meeting and of any and all objections to the place, time, or manner of calling or convening the meeting, unless the Commissioner states, at the beginning of or promptly upon arrival at the meeting, any objection to the transaction of any business on the grounds that the meeting is not called or convened in accordance with these Bylaws. Unless otherwise exempt under Florida Law, all such special Board meetings shall be open to the public.

9. Emergency Board Meetings

Notwithstanding anything in these Bylaws to the contrary, in the event of a bona fide emergency, any Commissioner or the CEO may call an emergency Board meeting to deal with the emergency, which may be held following reasonable public notice as practicable under the circumstances. In such a situation, the first order of business at the convened emergency Board meeting shall be a finding by a majority vote of the Board that a bona fide emergency exists to justify calling the emergency Board meeting. Any action taken at an emergency Board meeting must be subsequently ratified by the Board at the next regularly scheduled meeting of the Board. No business other than that stated in the notice or required to deal with the emergency may be transacted at such emergency Board meeting. No business otherwise prohibited from being conducted under Florida Law shall take place or be discussed at an emergency Board meeting. Unless otherwise exempt under Florida Law, all such meetings shall be open to the public.

10. Annual Meeting

The annual organizational meeting of the Board shall be held during the first regular Board meeting of the District's fiscal year (the "Annual Meeting").

11. Budget and Tax Hearings

The Board shall hold tentative and final budget and tax hearings each year and each such hearing shall be noticed to the public and conducted in accordance with Florida Law.

12. Committees and Committee Meetings

All committees of the Board shall abide by all the meeting rules applicable to the Board as enumerated in these Bylaws. Unless otherwise exempt under Florida Law, all Board committee meetings shall be open to the public. Notwithstanding the foregoing, nothing herein shall be interpreted to require any committee to open a meeting to the public when such meeting is not otherwise required to be open to the public under Florida Law.

(a) General Authority to Establish Committees

The Board may establish, dissolve, or suspend any Board committee at any time by resolution to further the Board's purposes and Charter oversight duties; provided, however, that such establishment, dissolution, or suspension of such committees is not otherwise restricted or prohibited under applicable federal laws, rules or regulations, Florida Law, these Bylaws, or other requirements set forth by any applicable accrediting agency and that the Board always maintains the essential number and type of committees consistent with the size and scope of the District's activities.

(b) Duties, Authority, Composition and Jurisdiction of Committees

All committees of the Board shall be under the direction and control of the Board. It is the intent of these

Bylaws that all Board committees carry out the general purposes of the Board and exercise authority in such a manner as to assist the Board in the proper performance of its Charter oversight duties in accordance with these Bylaws and the Charter, as amended from time to time. The resolution establishing the Board committee shall, at a minimum, include the duties, authority, composition, and jurisdiction of the Board committee, and any amendments thereto and, to the extent applicable, the Board committee's sunset date or other conditions resulting in its expiration.

(c) Establishment of Committees

Any committee established by resolution of the Board shall report decisions and recommendations to the Board for final approval unless otherwise delegated decision-making authority by the Board; provided, that such delegation is permitted under Florida Law. Committees may be codified in the "Committees and Committee Meetings" section of the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (the "Codified Resolutions") as herein established, shall delineate the policies and activities of such committees, and may specify the frequency of Board committee meetings.

(d) Attendance and Participation by Commissioners

All Commissioners may attend any Board committee meeting and may participate in the discussions and deliberations of such committee, but shall not be entitled to vote on matters or be used to establish a quorum unless the Commissioner is a member of such committee.

(e) Committee Appointments

All committee members serve at the pleasure of the Board and, unless otherwise provided for in these Bylaws, Florida Law, applicable federal laws, rules and regulations, or applicable accreditation standards, the members of all committees of the Board shall be appointed or reappointed by the Board at the next Board meeting following the Annual Meeting and shall serve for a one (1) year term or the remainder of the then-current term. Only Commissioners may serve as officers of Board committees. Vacancies may be filled for the remainder of the then-current term by the Board at any regular or special Board meeting.

(f) Committee Member Eligibility

In no event shall any employee of the District or any of its Subsidiaries or affiliates be appointed to serve on any Board committee.

(g) CEO and General Counsel

The CEO, or his or her designee, shall be required to attend all Board committee meetings to further the purposes, goals and objectives of such committees, provide support and/or relevant information to such committee, and to assist in matters falling within the jurisdiction of such committees. The General Counsel, or his or her designee, shall be required to attend all Board committee meetings to provide legal support and advise the committees regarding proper procedure and compliance with applicable law.

(h) Nondelegation

In no event shall any Board committee have the power to delegate its authority unless the Board gives its prior approval of such delegation and it is permitted under Florida Law.

(i) Immunities

The acts or omissions of Commissioners and other individuals serving on committees of the Board shall be within the scope of their official duties for and on behalf of the District. Commissioners serving on committees of the Board shall be entitled to all the privileges and immunities conferred by Florida Law.

Article IV

Administration

1. Direct Board Reports

The Board may find it necessary to create or modify a position and designate that such position report directly to the Board (each, a “Direct Board Report”). The Board, by resolution, may establish or revoke a position’s classification as a Direct Board Report except where the classification of a Direct Board Report has been expressly established in these Bylaws. Any Direct Board Report may be removed or suspended at any time, with or without cause, by the affirmative vote of the majority of the Board unless prohibited under Florida Law, applicable federal laws, rules or regulations, or any applicable accreditation standards; provided, however, that any such removal or suspension shall be without prejudice to the contract rights, if any, of the person so removed. Appointment as a Direct Board Report shall not of itself create contract rights. Any Direct Board Report may resign at any time by delivering notice to the District. Resignation by a Direct Board Report is effective when the notice is delivered unless the notice provides a later effective date or such Direct Board Report’s contract provides otherwise.

The following policies apply to all Direct Board Reports:

- (a) All Direct Board Reports shall work collaboratively together and in the best interest of the District and all Direct Board Reports (other than the CEO) shall coordinate with and alert the CEO or his or her designee regarding leave time;
- (b) In order to ensure independence in their positions and communications, Direct Board Reports may not be terminated, suspended, or otherwise removed from their position absent a majority vote of the Board; and
- (c) In the case of the death, permanent and total disability, resignation, or retirement of a Direct Board Report (other than the CEO), the CEO may appoint an interim Direct Board Report to replace such person until such time as the Board ratifies or replaces such Direct Board Report. Any interim Direct Board Report shall perform all of the duties of such Direct Board Report, and when so acting shall have all the powers of and be subject to all the restrictions upon such Direct Board Report, including the power to sign all instruments and to take all actions that such Direct Board Report is authorized to perform by the Board or these Bylaws.

2. President and Chief Executive Officer

Consistent with Florida Law and applicable federal laws, rules and regulations and accreditation standards, the Board shall select and employ a CEO to be accountable to and to manage the operations of the District and its Subsidiaries. The CEO shall be a Direct Board Report. The CEO, subject to the Board, shall have general executive charge, management, and control of the properties and operations of the District in the ordinary course of its business, with all such powers with respect to such properties and operations as may be reasonably incident to such responsibilities. As necessary, the Board by resolution shall establish and/or modify the duties and authorities of the CEO to ensure the proper management of the District, its resources

and obligations. It shall be the duty of the CEO to carry out all duties and policies established by the Board and those imposed under Florida Law. The CEO's specific duties shall include, but not be limited to, recommending to the Board a management organizational chart establishing the District's organizational structure, which defines the lines of authority of the District's and its Subsidiaries' personnel for approval by the Board as part of an annual operating budget recommendation. Nothing herein shall prohibit the CEO from modifying or changing such management organizational chart and presenting the same to the Board for informational purposes at any other regular or special Board meeting; provided, however, that the Board must approve such changes to the organizational chart if such changes adversely effect the budget previously approved by the Board.

3. Executive Vice President and General Counsel

The Board shall maintain an Office of the General Counsel and establish and amend from time to time its duties, responsibilities, and authority. The Office of the General Counsel shall be managed by an Executive Vice President and General Counsel (the "General Counsel") who shall be a Direct Board Report and shall be the chief legal officer of the District. The General Counsel and all such attorneys employed in the Office of the General Counsel shall be members of the Florida Bar.

4. Chief Internal Auditor

The Board shall maintain an independent Internal Audit Department to audit and review the District's facilities and operations. The Internal Audit Department shall be managed by an independent Chief Internal Auditor who shall be a Direct Board Report and shall be the Board's direct representative in the audit and review of the District's facilities and operations.

5. Chief Compliance and Privacy Officer

The Board shall maintain a Corporate Compliance and Ethics Department to manage the District's compliance and ethics program. The Corporate Compliance and Ethics Department shall be managed by a Chief Compliance and Privacy Officer who shall be a Direct Board Report.

Article V

Medical Staff

1. Authority of the Board

The Board shall require members of the medical staffs of the District (collectively, the "Medical Staff") to abide by and to perform those professional duties and responsibilities prescribed by these Bylaws, the Medical Staff Bylaws (as defined below), and all rules, regulations, and policies promulgated thereunder, and to enforce all of the foregoing requirements by the revocation and suspension of Medical Staff membership and clinical privileges as set forth in the Medical Staff Bylaws.

2. Medical Staff Bylaws

The Medical Staff shall be established and organized under a uniform set of bylaws entitled the Bylaws of the Medical Staff of Broward Health, as amended from time to time (the "Medical Staff Bylaws"). The Medical Staff shall be, at all times, self-governing and accountable to the Board. In the event that Florida Law, any applicable federal law, rule, or regulation or applicable accreditation standards conflict with the provisions of the Medical Staff Bylaws, such Florida Law, applicable federal law, rule, or regulation or the applicable accreditation standards shall control.

(a) Standards and Composition of the Medical Staff Bylaws

The Medical Staff Bylaws shall include guidelines, standards, and rules that describe the Medical Staff's processes for self-governance, appointment, credentialing, privileging, oversight, and the Medical Staff's peer review policies and due process rights guarantees. The Medical Staff Bylaws and all rules, regulations, and policies adopted pursuant thereto shall be submitted to and approved by the Board before being implemented by the Medical Staff.

(b) Appointment to the Medical Staff

The Medical Staff Bylaws shall establish procedures to examine the credentials of all eligible candidates for Medical Staff membership in accordance with federal laws and regulations, Florida Law, and applicable accreditation standards. The Medical Staff shall be responsible for making recommendations to the Board concerning initial staff appointments, reappointments, the assignment or curtailment of privileges, and the evaluation of clinical competence of each member of the Medical Staff. All appointments and reappointments to the Medical Staff shall only be effective if ratified by the Board. Membership to the Medical Staff and/or clinical privileges shall not be denied in an arbitrary, unreasonable or capricious manner, or on the basis of race, color, religion, sex, pregnancy, national origin, age, disability, sexual orientation, or marital status. All members of the Medical Staff shall conduct themselves in a manner that ensures that the welfare and health of the District's patients and the best interest of the public at all times be served.

(c) Compliance with Laws and Standards

The Medical Staff Bylaws shall be consistent with applicable federal laws and regulations, the Centers for Medicare & Medicaid Services' Conditions of Participation, Florida Law, and any applicable accreditation standards (collectively, the "Standards"). The Medical Staff Bylaws shall be reviewed periodically to ensure that the Medical Staff Bylaws are consistent with the Standards. The Office of the General Counsel shall assist the Board and the Medical Staff, and the Board and Medical Staff may request the assistance of any other department of the District when reviewing the Medical Staff Bylaws, to ensure compliance with the Standards. Notwithstanding the foregoing, in the event of any conflict between the Medical Staff Bylaws and any applicable Standards, the Standards shall govern the Medical Staff as if the same were specifically set forth in the Medical Staff Bylaws.

(d) Amendments to the Medical Staff Bylaws

The Medical Staff Bylaws shall prescribe a procedure for amending the Medical Staff Bylaws and establishing and amending any rules, regulations and policies. Any changes to the Medical Staff Bylaws and any rules, regulations, and policies promulgated thereunder shall be submitted to, and approved by, the Board before being implemented by the Medical Staff.

Article VI

Codified Resolutions of the Board of the North Broward Hospital District

Any resolutions adopted pursuant to these Bylaws shall be codified and organized by the CEO, or his or her designee, in the Codified Resolutions as established by the Board. All resolutions codified in the Codified Resolutions shall be organized in a logical structure established by the Board through resolution. The Codified Resolutions shall be promptly posted online with public access. All such Codified Resolutions shall be promptly updated as needed to reflect any changes to such resolutions. Nothing herein shall be construed as prohibiting a

resolution to take immediate effect or effect at a date certain if such resolution is not yet codified in the Codified Resolutions.

Article VII

Miscellaneous

(a) Amendments

These Bylaws may be amended from time to time by the Board upon an affirmative vote of a two-thirds (2/3) of the total number of Commissioners established under the Charter at any regular or special Board meeting; provided, however, that any proposed amendments shall be presented in writing and delivered to each Commissioner at or prior to the regular meeting of the Board the month preceding the regular or special meeting at which the amendment is adopted (an “Amendment Notice”). Notwithstanding the foregoing, the attendance of a Commissioner at a meeting constitutes a waiver of such Amendment Notice and of any and all objections to the place, time, or manner of calling or convening the meeting, unless the Commissioner states, at the beginning of or promptly upon arrival at the meeting, any objection to the consideration of amendments to these Bylaws on the grounds that the meeting is not called or convened in accordance with these Bylaws. Notwithstanding the foregoing, nothing herein shall be construed as a prohibition on the Board to modify, amend, or make changes to a proposed amendment to the Bylaws and immediately adopt such an amendment with the modifications or changes; provided, that the Amendment Notice procedure is properly followed and no additional amendments outside the subject matter of the Amendment Notice are proposed. Any Commissioner and any Direct Board Report may recommend to the Board amendments to these Bylaws.

(b) Invalid Provisions

If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

(c) Indemnification

To the extent permitted or required under Florida Law, the District shall indemnify, defend, and hold harmless any current or former Commissioner for any act or omission arising out of and in the course of the performance and scope of such individual’s duties and responsibilities to the District. In such an event, any District insurance or self-insurance shall be the first and primary protection and the indemnification provided under this section shall be contingent on the indemnified person complying with the terms and conditions of any insurance policy providing coverage for any such act or omission. Consistent with these Bylaws, the Board may establish further requirements and procedures for such indemnification by resolution and any such resolution established hereunder shall be codified in the Codified Resolutions.