

**BYLAWS  
OF  
TAMPA BAY HEALTHCARE COLLABORATIVE, INC.**

**Adopted by Board of Directors on June 20, 2017**

**ARTICLE I  
PURPOSE**

**Section 1.1 PURPOSE.** This corporation (the “Corporation”) shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the “Code”), and not for pecuniary profit. Within the scope of the foregoing, the Corporation is specifically organized to: (i) promote the health and wellness of individuals residing in Pinellas, Hillsborough and Pasco Counties, especially the poor, marginalized, and disenfranchised; and (ii) engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and the United States.

**ARTICLE II  
MEMBERSHIP**

**Section 2.1 VOTING MEMBERSHIP.** Voting membership shall only be available to an organization or stakeholders based in or operating in Pinellas, Hillsborough and/or Pasco Counties that has an interest in the purpose of the Corporation.

**Section 2.2 APPLICATION FOR MEMBERSHIP.** Eligible organizations shall apply for voting membership. Applications shall be reviewed and accepted or denied at the sole discretion of the board of directors of the Corporation (the “Board”), or a Committee designated by the Board, or the Executive Director as authorized by the Board.

**Section 2.3 ANNUAL DUES, FEES AND ASSESSMENTS.** The Corporation may establish and levy annual dues, fees, and assessments on the Members as determined by the Board, or by the Executive Director as authorized by the Board in a written policy.

**Section 2.4 VOTING PRIVILEGES.** Each voting member (a “Member”) shall have one vote.

**Section 2.5 TERMINATION OF MEMBERSHIP.** Membership of any voting member may be suspended or terminated by an affirmative vote of at least two-thirds (2/3) of the Board. The membership of any Member is automatically terminated if such Member becomes ineligible for membership under the criteria set forth in Section 2.1 above or fails to pay any membership dues that may be owed within a timeframe specified in writing to the member.

**Section 2.6 RESIGNATION.** Any Member may resign as a Member at any time by filing a written notice of resignation with the Secretary of the Corporation, or the Executive Director. However, the resignation of a Member shall not relieve such Member from any obligation or

commitment made to the Corporation prior to the resignation date, including any obligation to pay any outstanding membership dues, assessments, fees or other charges.

**Section 2.7 REINSTATEMENT.** The Board may reinstate any former Member (a “Former Member”) upon an affirmative vote of at least two-thirds (2/3) of the Board. However, no Former Member shall be eligible for reinstatement unless such Former Member meets all applicable qualifications and requirements for Membership under the criteria set forth in Section 2.1 above.

**Section 2.8 TRANSFER OF MEMBERSHIP.** Membership in the Corporation is not transferable or assignable.

**Section 2.9 CONTACT INFORMATION.** It is the responsibility of each Member to provide accurate contact information to the Secretary of the Corporation, or the Executive Director, which must include, at a minimum, United States postal and electronic mail addresses, both at the time its initial membership is approved and as changes may occur from time to time.

### **ARTICLE III** **MEMBERSHIP MEETINGS**

**Section 3.1 ANNUAL MEETING.** The Members shall have an annual meeting that is to be held during the month of May, on such date, place and time as may be determined by the Board. The meeting shall be for the purpose of electing the directors of the Corporation (“Directors”), receiving reports, and transacting any other business that may come before the members.

**Section 3.2 NOTICE OF ANNUAL MEETING.** Notice of the date, time, and place and agenda of the annual meeting shall be given by the Secretary of the Corporation, or the Executive Director, by either: (i) mailing a copy thereof to each Member or such Member’s designated representative, not less than ten (10) days nor more than sixty (60) days before the annual meeting; or (ii) by sending electronic notice thereof to each Member or such Member’s designated representative by either electronic mail or facsimile, no fewer than ten (10) days and no more than sixty (60) days before the annual meeting. If mailed, the notice shall be deemed to be delivered when deposited in the U. S. mail addressed to the member at its address as it appears on the records of the Corporation. Notice of the annual meeting may include an agenda of all items to be considered by the Members.

**Section 3.3 QUORUM.** A quorum shall be constituted by the presence of at least twenty percent (20%) of the Members.

**Section 3.4 MANNER OF ACTING.** The action of a majority of the Members then present (e.g. 51% or more) in person, at a meeting at which a quorum is present, shall be the act of the Membership, unless the act of a greater number is required by the provisions of Chapter 617 of the Florida Statutes or the Articles of Incorporation of the Corporation or these Bylaws. Members shall vote in person only. Proxy voting shall not be permitted.

**Section 3.5 PRESIDING OFFICER.** The Chair of the Board or, in the absence of the Chair of

the Board, the Vice Chair of the Board shall preside at all meetings of the Members. In the absence of both the Chair of the Board and the Vice Chair of the Board, a presiding officer shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary of all meetings of the Members. In the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

#### **ARTICLE IV** **BOARD OF DIRECTORS**

**Section 4.1 POWERS.** The business and affairs of the Corporation shall be governed by the Board. The Board shall exercise the rights, powers, and privileges of the Board of a corporation organized under Chapter 617 of the Florida Statutes. The Board of Directors shall set policy and strategic direction for the Corporation subject to any limitations set forth in the Articles of Incorporation or these Bylaws, and consistent with any policies of the Board which may be amended from time to time.

**Section 4.2 NUMBER.** The Board shall consist of no fewer than five (5) and no more than nine (9) directors (each a “Director”).

**Section 4.3 RESTRICTIONS ON DIRECTORS.** No Director shall be an employee of the Corporation, or spouse, child, parent, or sibling of an employee by blood or marriage. No two Directors of any family shall serve on the Board at the same time. Directors must be 18 years or older at the time of election.

**Section 4.4 TERM.** All Directors, with the exception of the initial Directors (each an “Initial Director”), shall have a term of office of two (2) years, with the possibility of being re-elected for up to two (2) consecutive two (2) year term. Terms shall begin on July 1 and end on June 30. If a Director serves three (3) consecutive two (2) year terms, then such Director can be re-elected to the Board after waiting for a period of one year after the termination of the third two (2) year term. Upon approval of these Bylaws, the Board shall be reconstituted entirely, with initial Directors elected by the membership to staggered terms of one and two years, with the possibility of being re-elected for up to two additional two (2) year terms before rotating off the Board for a period of one year.

**Section 4.5 MANNER OF ELECTION.** The Members shall elect any new Directors at the annual meeting of the Corporation. Any vacancy on the Board created by resignation, removal or death of a Director between annual meetings may be filled by the vote of a majority vote of the remaining Directors. A Director elected to fill such a vacancy shall serve for the unexpired term of the Director replaced and shall be eligible for re-election for up to two (2) additional two (2) year terms.

**Section 4.6 REGULAR MEETINGS.** The Board shall meet at least four (4) times each year and at such dates and times as may be set by the Board. Directors may participate in a meeting of the Board or any committee of the Board (a “Committee”) by electronic means including attendance via telephone or video conference and such participation shall constitute presence in person at the meeting. Persons participating in a meeting by electronic means shall be counted for purposes of determining whether a quorum is present.

**Section 4.7 SPECIAL MEETINGS.** Special meetings of the Board may be called by the Chair of the Board, or by a majority of the Directors then in office upon at least 72 hours written notice by mail, fax, or electronic mail to the Secretary or Chair of the Board. The notice of any special meeting must designate the topics to be discussed. A statement signed by the person giving the notice indicating who was notified, how they were notified and that the recipient was notified of the topics to be discussed, must be filed with the minutes of the special meeting.

**Section 4.8 NOTICE.** Notice of regular meetings of the Board shall be given not less than seven (7) days prior thereto by mail, fax, or electronic mail. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise specified in the provisions of Chapter 617 of the Florida Statutes, the Articles of Incorporation or these Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or the waiver of notice of such meeting.

**Section 4.9 COMPENSATION.** Members of the Board shall receive no compensation for their services. However, the Corporation, as determined by the Board, may reimburse Directors for reasonable expenses incurred in attending Board meetings and other functions authorized by the Board.

**Section 4.10 RESIGNATION.** A Director may resign from the Board by giving written notice to the Secretary or Chair of the Board. In lieu of written resignation from a Director who has verbally resigned, a letter acknowledging the resignation shall be generated and sent to the Director for signature and return to be included in the Board minutes.

**Section 4.11 REMOVAL.** A Director may be removed from office with or without cause by majority vote of the Board if the following procedures are followed: Notice of a Board meeting to remove a Director or a number of Directors must include the name of each Director that is proposed to be removed. A proposed removal of more than one Director at a meeting shall require a separate vote for each Director. If removal is effected at a meeting, any vacancies created may be filled by a vote of the remaining Directors at the same meeting. Any Director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting. Any such Director removed from office shall turn over to the Secretary within 72 hours any and all records of the Corporation in his or her possession. If a Director who is removed does not relinquish his or her office or turn over records as required, a court order can be issued to facilitate compliance with these statutes.

**Section 4.12 QUORUM.** A majority of the Directors (e.g. 51% or more) then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 4.13 MANNER OF ACTING.** The action of a majority of the Directors then present in person at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the provisions of Chapter 617 of the Florida Statutes or the Articles of Incorporation of the Corporation or these Bylaws.

**Section 4.14 VOTING.** Each Director shall be entitled to one (1) vote on any matter submitted to a vote at a meeting of the Board.

**Section 4.15 ACTION BY UNANIMOUS WRITTEN CONSENT.** Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent in writing by mail, fax, or electronic mail, setting forth the action to be taken and shall be signed by all the Directors then in office. Action taken without a meeting is effective when the last Director signs and returns the consent.

**Section 4.16 PRESUMPTION OF ASSENT.** A Director who is present at a meeting of the Board of at which action on any matter is taken shall be presumed to have assented to the action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of within 72 hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## **ARTICLE V** **OFFICERS**

**Section 5.1 NUMBER AND QUALIFICATION.** The officers of the Corporation shall be Chair, Vice Chair, Secretary and Treasurer. Officers shall be members the Board of Directors. A different Director must hold each office.

**Section 5.2 ELECTION AND TERM OF OFFICE.** The Board of Directors shall elect the officers of the Corporation at the next Board meeting following the Annual Meeting. The officers shall serve a one year term or until a successor is elected or until resignation or removal.

**Section 5.3 RESIGNATION.** Any officer may resign by giving written notice to the Secretary or Chair.

**Section 5.4 REMOVAL.** The Board of Directors may remove any officer by a 2/3 vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served by removal. The vote to remove an officer from his or her office does not constitute a vote to remove the officer from the Board.

**Section 5.5 VACANCIES.** The Board of Directors may fill any vacancy in any office of the Corporation for the unexpired term.

**Section 5.6 CHAIR.** The Chair shall be the chief governing officer of the Corporation and, subject to the Board's control, shall preside over all Board meetings and shall have all the powers of and be subject to all the restrictions upon the Chair, as established by the Board.

**Section 5.7 VICE CHAIR.** In the absence of the Chair or in the event of his/her death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair, as established by the Board.

**Section 5.8 SECRETARY.** The Secretary shall keep or ensure the taking of minutes of the meetings of the Board and their proper filing in the Corporation's minutes book upon approval, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, and in general perform all duties incident to the office of Secretary, as may be established by the Board.

**Section 5.9 TREASURER.** The Treasurer shall help the Board ensure that the Corporation exercises prudent governance over its funds, receipts and disbursements, and receives and understands financial statements presented by management at such intervals as may be established by the Board. The Treasurer shall ensure that the books of the Corporation are audited or reviewed annually by an outside independent auditor, in accordance with the Board's direction.

## **ARTICLE VI** **COMMITTEES**

**Section 6.1 ESTABLISHMENT.** The Board may establish, from time to time, such Committees as it may deem necessary to assist the Board in its work. The resolution or policy establishing such Committees shall state the job products, authority, and composition of each Committee. However, no Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director, officer or employee of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by law, the Articles of Incorporation or these Bylaws.

**Section 6.2 CHAIRPERSON.** One member of each Committee shall be appointed as chair of the Committee (the "Committee Chair") by the Chair of the Board or by a majority of the Board of Directors. The Committee Chair shall be a Director and shall direct the conduct of the business of the Committee consistent with the resolution or policy establishing such Committee.

**Section 6.3 MEETINGS; QUORUM; VOTING.** Meetings of any Committee shall be called by the Committee Chair. The Committee Chair shall give reasonable oral or written notice of any such meeting to all members of the Committee. A majority of the members of such Committee shall constitute a quorum thereof. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of such Committee.

## **ARTICLE VII** **EXECUTIVE DIRECTOR**

**Section 7.1 SELECTION AND APPOINTMENT.** The Board of Directors may recruit and

employ a chief executive officer, who shall be referred to as “Executive Director.” The Executive Director shall serve at the discretion of the Board of Directors, or, if the Board so chooses, in accordance with the terms and conditions of an employment agreement.

**Section 7.2 AUTHORITY.** The Executive Director shall have authority and responsibility for the management and day-to-day operations of the Corporation, as defined by the policies of the Board which shall be in place at the time of hire and which may be amended from time to time.

**Section 7.3 COMPENSATION.** The compensation of the Executive Director shall be established by the Board of Directors. Such compensation shall be comparable to that of similarly-qualified professionals in functionally-similar positions and/or organizations.

## **ARTICLE VIII** **MISCELLANEOUS PROVISIONS**

**Section 8.1 FISCAL YEAR.** The Corporation's fiscal year shall begin on July 1 and end on June 30 of each year.

**Section 8.2 CONTRACTS AND AGREEMENTS.** The Board may authorize any officer or officers, agent or agents, or the Executive Director on behalf of the Corporation to enter into any contract, agreement or other transaction and to execute and deliver any instrument or documents in the name of the Corporation. Authority for acts under this provision may be general or specific, and such authority shall only be set forth in the resolution of authorization.

**Section 8.3 BANKS AND DEPOSITORIES.** The Board of Directors shall establish such checking and deposit accounts as from time to time shall be necessary. All receipts shall be deposited intact in such banks or other depositories to the credit of the Corporation. All checks, drafts or order for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or the Executive Director of the Corporation and in such a manner as from time to time shall be determined by the Board of Directors.

**Section 8.4 LOANS.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless they are authorized by resolution of the Board in advance and they are consistent with Florida law and these Bylaws.

**Section 8.5 BOOKS AND RECORDS.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of all Board, Committee, and Membership meetings at its principal office.

## **ARTICLE IX** **LIMITATION OF DIRECTOR LIABILITY**

**Section 9.1 DIRECTOR LIABILITY.** To the fullest extent permitted under Chapter 617 of the Florida Statutes and other applicable law, no Director shall be personally liable for monetary damages to any person for any statement, vote, decision or failure to take action, regarding organizational management or policy by a Director unless: (a) the Director breached or failed to

perform his or her duties as a Director; and (b) the Director's breach or failure to perform his or her duties constitutes any of the following: (i) a violation of the criminal law, unless the Director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) a transaction from which the Director derived an improper personal benefit; or, (iii) recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. If Chapter 617 of the Florida Statutes is amended to authorize further elimination or limitation of the liability of Directors, then the liability of each Director shall be eliminated or limited to the fullest extent by Chapter 617 of the Florida Statutes, as amended. Neither the amendment nor repeal of these Bylaws, nor the adoption of any provision of these Bylaws inconsistent with this Section, shall eliminate or reduce the effect of this Section in respect of any acts or omissions occurring prior to such amendments, repeal, or adoption of any inconsistent provision.

## **ARTICLE X** **INDEMNIFICATION**

**Section 10.1 INDEMNIFICATION.** Each person (including here and hereinafter, the heirs, executors, administrators, of such person) who is or was: (a) a Director of the Corporation; (b) an officer, agent, or employee of the Corporation and as to whom the Corporation has agreed to grant such immunity hereunder; or (c) serving at the request of the Corporation as its representative in the position of a Director, officer, partner, agent, or employee of another corporation, partnership, joint venture, trust, or other enterprise and as to whom the Corporation has agreed to grant such immunity hereunder, shall be indemnified by the Corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision) against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as such Director, officer, partner, agent, or employee, or arising out of his or her status as such Director, officer, partner, agent, or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

**Section 10.2 LIABILITY INSURANCE.** Upon majority vote, the Corporation may purchase and maintain liability insurance on behalf of any person who 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 of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation shall have indemnified him or her against such liability under the provisions of this Article.

## **ARTICLE XI** **AMENDMENTS**

**Section 11.1. AMENDMENTS.** The Board shall have the exclusive authority to adopt, repeal or amend the Bylaws of the Corporation. In addition, written notification of the meeting and the text



of the proposed amendment(s) to the Bylaws must be provided to each Director by mail, fax, or electronic mail at least fourteen (14) days prior to the meeting.

**Section 11.2 APPROVAL OF AMENDMENTS.** Adoption of amendments to these Bylaws requires a two-thirds (2/3) vote of the Directors at a Board meeting at which a quorum is present.