Jackson Health
FOUNDATION®

Making miracles happen.

Foundation Board Bylaws

AMENDED AND RESTATED BYLAWS
OF
JACKSON HEALTH FOUNDATION, INC. (A PRIVATE, NON-PROFIT FOUNDATION)

Adopted June 9, 2000

Amended December 8, 2000

Amended December 14, 2001

Amended December 16, 2002

Amended February 28, 2003

Amended May 30, 2003

Amended September 30, 2003

Amended March 10, 2006

Amended June 1, 2007

Amended December 10, 2009

Amended March 18, 2010

Amended June 24, 2010

Amended November 24, 2010

Amended September 14, 2012

Amended September 9, 2016

Approved Version March 22, 2018

Amended September 22, 2022

Amended September 10, 2024

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OF
JACKSON HEALTH FOUNDATION, INC.
(a private, non-profit foundation)

ARTICLE I

NAME AND LOCATION

1.1 **Name**. The name of the foundation is "Jackson Health Foundation, Inc." (the "Foundation").

1.2 **Location**. The principal office shall be located at 1611 N.W. 12th Avenue, 2nd Floor, River Landing, - Miami, Miami-Dade County, Florida, 33136. The Foundation may change the principal office or have other offices within the State of Florida as the Board of Directors may from time to time determine.

1.3 **Registered Office and Registered Agent**. The Foundation shall have, and continuously maintain, in the State of Florida a registered office and a registered agent, whose office is identical to the registered office as required by the Florida Not for Profit Corporation Act. The registered office may be, but need not be, identical to the principal office of the Foundation and the address of the registered office may be changed from time to time by the Board of Directors.

1.4 **Legal Entity**. The Foundation is a separate and distinct legal entity. The Foundation is independent from Jackson Health System, Miami-Dade County, any other governmental subdivisions and agencies, and the University of Miami.

ARTICLE II

MISSION

2.1 **Mission**. The Foundation's mission is to serve as the private fundraising arm of Jackson Health System, the most comprehensive healthcare provider in South Florida. Established in 1991, the Foundation is governed by a volunteer board of directors committed to philanthropic activities that benefit the medical programs and services at Jackson Health System. Through the generosity of compassionate donors, the Foundation helps to fill the gaps of major capital projects and programmatic needs that are not financed by public bond support.

ARTICLE III

BOARD OF DIRECTORS

3.1 **General Powers**. The affairs of the Foundation shall be managed and all corporate powers shall be exercised by the Board of Directors of the Foundation (the "Board"), except as otherwise expressly required by the Articles of Incorporation of the Foundation, as amended (the "Articles"), these Bylaws or applicable law.

3.2 **Number**. The Board shall have at least fifteen (15) Directors and no more than thirty (30) directors (each a "Director" and collectively, the "Directors"). The number of Directors shall be fixed from time to time by resolution of the Board.

3.3 **Composition**. The Board shall be composed of the following:

(a) The current Chair of the Foundation;

(b) The Immediate Past Chair of the Foundation, provided such Immediate Past Chair's vacancy was not caused by his or her death, resignation or removal;

(c) The current President and Chief Executive Officer of Jackson Health System;

(d) The current Chair of the Public Health Trust or his or her designee from the Board of the Public Health Trust;

(e) The current Chief Executive officer - of the Foundation (as defined in Article IV);

(f) The current President of the Guardian Angels (as defined below);

(g) Corporate Directors, meeting the requirements in Section 3.6(b); and

(h) at large Director(s), meeting the requirements of Section 3.6(a) (each such Director an "At Large Director").

(i) Definitions.

i. "Guardian Angels" means the certain membership group within the Foundation, which raises philanthropic support to enhance and expand pediatric specialty programs at Holtz Children's Hospital and throughout Jackson Health System (as may be updated from time to time).

3.4 **Directors, Terms of Office, and Director Qualifications**.

(a) Directors.

i. Each new At Large Director shall receive a one (1) year term subject to election by the Board and thereafter shall be eligible for a three (3) year term subject to election by the Board. Each such Director's term shall expire at the end of their respective term or until their sooner death, resignation or removal. If such Director resigns or is removed from such other role that simultaneously qualifies them to serve as a Director, then on the date that such Director ceases to serve in such other requisite role, their eligibility as Director shall simultaneously cease and such Director shall automatically be removed from the Board effective as of that same date. The vacancy shall be filled promptly for the unexpired term by the Board. The Board may, but need not, consider the recommendations of the Nominating Committee when electing Directors or filling vacancies.

ii. The At Large Directors shall be divided roughly into three year class. The number of At Large Directors in each class year shall equal approximately one third of the number of At Large Directors currently serving at the time of such election. At each annual meeting of the Board, the successors to the Directors whose terms are expiring shall be elected by the Board for a three-year term expiring at the third successive annual meeting of the Board. Each At Large Director shall hold office until the successors to such Director shall be duly elected, qualified and seated, or the Director's earlier retirement, removal from office or death.

iii. If the total number of At Large Directors is changed, any increase or decrease shall be apportioned equally among the classes so as to maintain the number of At Large Directors in each class as nearly equal as possible, and any additional At Large Directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of its respective class, but in no case shall a decrease in the number of At Large Directors shorten the term of any incumbent At Large Director.

iv. Each At Large Director shall serve for a maximum of three (3) consecutive terms or a total of nine (9) years, after the initial one (1) year term, provided that the term limit for any Director may be waived by the Board.

3.5 **Qualifications for All Directors**.

(a) Commitment to Jackson Health System and its mission to build the health of the community by providing a single, high standard of quality care for the residents of Miami-Dade County;

(b) Commitment to the Foundation and its mission to raise philanthropic support for Jackson Health System;

(c) History of community involvement and philanthropy;

(d) Experience in their profession and/or social and community involvement that will strengthen the Foundation’s presence and fundraising in the community.

3.6 **Minimum Responsibilities and Requirements for At Large Directors and Corporate Directors**.

(a) At Large Directors. The responsibilities of the At Large Directors shall include those requirements and responsibilities as determined by the Board from time to time.

(b) Corporate Directors. A Corporate Director is a role reserved for extraordinary corporate donors to the Foundation where the special relationship between the Foundation and such corporate donor warrant providing this rare opportunity. Any Corporate Director shall meet the minimum eligibility requirements and responsibilities as set forth herein and is otherwise subject to the terms and conditions of these Bylaws, including with regard to removal from the Board. Corporate Directors are designated by the Chief Executive Officer of such donating corporation, subject to the approval of the Board, for a three-year term or such other term as may be agreed in writing between the Foundation and a corporate donor. Their status as a Board member will be reviewed at the end of each term.

(c) The Board shall define and may modify from time to time the eligibility requirements and responsibilities for At Large Directors and Corporate Directors.

3.7 **Voluntary Retirement**. Any Director may retire at any time by notifying the Chair in writing. Such retirement shall take effect at the time specified in the notice of retirement.

3.8 **Removal of Directors**.

(a) Any Director who fails to attend without an excused absence at least 50% of the meetings of the Board, whether regular or special, within a 12-month period may be removed as a Director upon a vote of the majority of Directors then in office. Directors must request, verbally or in writing, prior to the missed meeting or, if not possible, before the next meeting, through the Chair or the -Chief -Executive Officer, that their absence be excused. The fact of any absence shall be noted in the meeting minutes.

(b) The Secretary shall in writing promptly notify Directors who have been removed under Section 3.8(a). Any Director so removed may request reinstatement by directing a letter to the Chair and the Chief Executive Officer setting forth the reasons for the unexcused absences. The request for reinstatement shall be granted only upon a vote of the Board and only at the next annual meeting at which Directors are elected.

(c) At a meeting of the Board, any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office. Notice of proposed Board action pursuant to this provision shall be given to each Board member not less than four days prior to the meeting at which such action is to be considered.

3.9 **Vacancies**.

(a) Whenever a vacancy exists on the Board of Directors, whether by death, resignation or otherwise, the vacancy may be filled by the affirmative vote of the majority of the remaining Directors then in office following a recommendation from the Nominating Committee, even if the remaining Directors constitute less than a quorum. Any person elected to fill the vacancy of a Director shall meet the same requirements as were required of the Director they have replaced.

(b) Any person elected to fill a vacancy on the Board of Directors shall hold office for the unexpired term of such person's predecessor in office, subject to the removal and other qualifications as stipulated in these Bylaws.

(c) Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office determined pursuant to Section 3.4.

3.10 **Compensation**. Directors shall serve without compensation other than indirect compensation in the form of payment of liability insurance premiums, reimbursement for any reasonable and necessary expenses incurred by them in attending any meeting of the Board or its committees or in carrying out or furthering the Foundation's purposes and other lawful business at the direction of the Board or its committees, and indemnification and advancement or reimbursement of expenses incurred in connection with certain proceedings as an agent of the Foundation as determined and authorized by the Foundation.

3.11 **Diversity and Inclusion**.

The Foundation is firmly committed to inclusion, diversity, and equity at all levels of the organization. The Foundation believes its work is enhanced when performed by persons with different backgrounds, skills, opinions and perspectives, therefore cultivating an environment of open communication, inclusion, and respect. The Board shall be responsible for developing and maintaining policies that encourage a diverse, inclusive and equitable environment.

ARTICLE IV

OFFICERS

4.1 **Officers, Election, and Term**.

(a) The officers of the Foundation shall be the Chair, Vice-Chair, Secretary, and Treasurer, Chief Executive Officer, - and such other officers as the Board may determine to be necessary (collectively, the "Officers").

(b) The Officers shall be elected at the annual meeting of the Board. All of the foregoing Officers shall serve for a two -year term, subject to renewal. An Officer may be removed in accordance with these Bylaws and such Officer shall cease to hold office at the time such removal action takes place. In the event an Officer is absent, the Chair may temporarily assign the powers and duties of such Officer to any other properly qualified Officer or Director. Each Officer shall hold office until his or her successor shall have been duly elected or his or her sooner death, resignation or removal.

4.2 **Removal**. Any Officer or agent elected or appointed by the Board may be removed by the Board by a two-thirds vote of Directors then in office whenever, in its judgment, the best interests of the Foundation would be served, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

4.3 **Resignation**. Any Officer may resign at any time by giving written notice to the Board Chair. Any such resignation shall take effect at the date of receipt of such notice or any later time specified in the resignation. The acceptance of such resignation shall not be necessary to make it effective.

4.4 **Vacancies**. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall promptly be filled by the Board in the manner outlined in Section 4.l(b) for the unexpired portion of the term.

4.5 **Chair**. The Chair shall also chair the Executive Committee (as defined in Article VI) and shall have the following powers and duties:

(a) Preside at all meetings of the Board (as Board Chair) and of the Executive Committee.

(b) Be a non-voting member of all Board committees (except as set forth in Section 6.2 regarding the Executive Committee);

(c) Officially represent the Foundation whenever necessary or proper;

(d) Enforce all regulations and policies of the Foundation and perform such other duties as are incident to the office of Chair or as from time to time may be assigned by the Board;

(e) Evaluate the performance of the -Chief Executive Officer with the input of the Vice-Chair and Immediate Past Chair.

4.6 **Vice-Chair**. The Vice-Chair shall have the following powers and duties:

(a) Act as Chair of the Board in the absence of the Chair and when so acting shall have the responsibilities and powers of the Chair;

(b) Serve on the Executive, Nominating and Audit Committees;

(c) Perform such other duties as from time to time may be assigned by the Chair or the Board;

4.7 **Secretary: The Secretary shall have the following powers and duties:**

(a) Act as clerk of the Board and the Executive Committee, cause the recording and proper filing of all votes of the Board and the Executive Committee and the minutes of all Board and Executive Committee proceedings and be the custodian of all records and reports of the Board and Executive Committee;

(b) Cause the giving of notice of all meetings of the Board and the Executive Committee to the Directors and members, as appropriate, in accordance with these Bylaws or as required by law;

(c) Maintain the seal of the Foundation and be responsible for ensuring its proper use;

(d) Serve on the Executive Committee;

(e) Perform all duties incident to the office of Secretary, including recording and contacting Directors regarding matters of attendance at meetings, and such other duties as from time may be assigned by the Chair or the Board.

4.8 **Treasurer**. The Treasurer shall have the following powers and duties:

(a) Serve as Chair of the Finance Committee;

(b) Be responsible for the oversight of the Foundation’s financials, which set forth full and accurate accounts and disbursement of funds;

(c) Provide for others to maintain secure custody of the Foundation’s funds and securities in such depositories as are designated by the Board;

(d) Supervise the making of such disbursements as are authorized by the Board and the taking of proper vouchers or receipts;

(e) Assist in the preparation of all financial documents required by the Board or Bylaws including, but not limited to, a quarterly accounting statement to provide to the Board;

(f) Serve on the Executive Committee;

(g) Perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Board.

4.9 **Chief Executive Officer**

(a) The Chief Executive Officer shall be held responsible for the administration of the Foundation in all its activities and departments, subject to such policies and procedures as may be adopted and such additional duties as may be assigned from time to time by the Chair or the Board. In addition, the Chief Executive Officer shall:

i. Implement and carry out all policies established by the Board;

ii. Provide leadership, direction and management to the Foundation's staff and establish a culture of the highest degree of professionalism, competence, and ethical conduct among the Foundation's staff, engendering the **full** trust, confidence and respect of Jackson Health System's leadership and medical staff, the Board, donors and the community; and

iii. Perform all duties necessary for the proper functioning of the Foundation and such other duties as from time to time may be assigned by the Chair or the Board.

ARTICLE V

MEETINGS

5.1 **Place and Time**.

(a) Annual, regular and special meetings of the Board of Directors shall be held at the registered office of the Foundation unless another place shall have been determined by the Executive Committee and stated in the notice of meeting. The notice of a meeting shall state the place and time of the meeting.

(b) Members of the Board may also participate in an annual, regular or special meeting by, or conduct the meeting through, the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

A Director participating in a meeting by this means is deemed to be present at the meeting. For clarity, this includes virtual platforms such as Zoom, provided that all participants may simultaneously hear each other.

(c) The annual meeting shall be held in September of each year or as otherwise determined by the Chair.

5.2 **Regular Meetings**. There shall be at least three regular meetings of the Board per year, in addition to the annual meeting. The Board or the Executive Committee may call for the holding of additional regular meetings of the Board.

5.3 **Special Meetings**. Special meetings of the Board may be called by or at the request of the Chair or any four (4) Directors; provided, however, that the notice of a special meeting must contain the item(s) of business to be transacted, and such special meetings must be limited to the item(s) on the notice. The person or persons calling a special meeting of the Board may set any reasonable time and place for holding that meeting (including the use of virtual meetings in conformity with Section 5.l(b) of these Bylaws and Florida law).

5.4 **Notice**. Notice of any regular meeting of the Board shall be given at least five business days prior to the meeting. Notice of any special meeting of the Board shall be given at least twenty-four (24) hours prior to the meeting, but at least two business days prior if the notice is mailed. Notice may be given by telephone (if reasonable under the circumstances) or by written notice delivered personally or sent by mail or e-mail to each Director at his or her mailing or e-mail address as shown by records of the Foundation. If mailed, such notice shall be deemed to be delivered one business day after it is deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If given by e-mail, such notice shall be deemed to be delivered upon transmission. Any Director may waive notice of any meeting. The attendance of any Director at any 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.

5.5 **Agenda**. A written agenda of the matters to be considered at a Board meeting shall be delivered to the directors at least three (3) days prior to such meeting unless the meeting is a special meeting of which notice of less than three days is given pursuant to Section 5.4, in which case the agenda shall accompany the notice. The Board shall not consider any matter not contained on an agenda if two-thirds of the Directors present at such meeting object to the consideration of the matter.

5.6 **Quorum**. The presence of a majority of the Directors then in office (not including the non-voting Directors), shall constitute a quorum for the transaction of business at any meeting of the Board. Any Director who announces a conflict of interest on a particular matter and a decision to refrain from voting or otherwise participating in the proceedings relating to that matter shall be deemed absent for purposes of constituting a quorum, counting the vote and participating in discussion.

5.7 **Voting; Manner of Acting**. Each Director (other than Ex Officio Directors) shall be entitled to one (1) vote and the affirmative vote of a majority of the Directors present at a meeting with a quorum shall be the act of the Board unless a greater number of affirmative votes is required by statute, the Articles of Incorporation or these Bylaws.

5.8 **Action without a Meeting**. No meeting need be held by the Board of Directors to take any action required or permitted to be taken by these Bylaws or by law if all voting members of the Board of Directors consent in writing to such action, and such written consent or consents are filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting, and that the Florida Not for Profit Corporation Act authorizes the Board to so act. Such a statement shall be prima facie evidence of such authority.

5.9 **Minutes**. Written minutes of the proceedings of the Board and all committees established by the Board shall be maintained. Where reasonably possible, minutes shall be delivered to the members of the Board and committee members in advance of the next succeeding meeting.

ARTICLE VI

COMMITTEES

6.1 **Standing Committees**. The standing committees of the Board are the Executive Committee, the Nominating Committee, the Finance Committee, the Investment Committee, the Audit Committee, and such other committees as may be created as standing committees in accordance with these Bylaws (each a "Standing Committee"). Members of Standing Committees must be Directors and there shall be at least three (3) Directors on each Standing Committee. Such committees shall not take any action prohibited by Florida Statutes§ 617.0825.

6.2 **Executive Committee**.

(a) The Executive Committee shall have the authority, as delegated by these Bylaws, to exercise all of the powers of the Board between meetings of the Board, except such committee shall not have authority to (i) fill vacancies on the Board, the Executive Committee or any other Board committee established pursuant to Section 6.1 or 6.7; (ii) adopt, amend or repeal these Bylaws; or (iii) take any action prohibited by Florida Statute§ 617.0825, as it now exists, or as it may hereafter be amended. The Executive Committee shall transact its affairs in accordance with the same rules that govern the Board, except that a majority of the total voting members of the Executive Committee shall be required for both a quorum and the adoption of any committee resolution.

(b) The Executive Committee shall review and approve the employment agreement of the Foundation's Chief Executive Officer, any base salary adjustments, and any bonuses to be awarded to the Chief Executive Officer.

(c) The Executive Committee shall keep a record of its acts and proceedings and shall report to the Board as to its actions at each regular Board meeting. The Executive Committee shall meet at least four times in each year, including at the call of the Chair as needed, or upon the request of a majority of the voting members;

(d) The Executive Committee shall be composed of the Chair, Vice- Chair, Secretary, Treasurer, Immediate Past Chair, Guardian Angel President, the Foundation's Chief Executive Officer, the Chief Executive Officer of Jackson Health System, and one **(1)** At Large Director, who shall be appointed by the Board and who shall serve a two (2) year term. The Chair shall serve as chair of the Executive Committee. The Foundation's Chief Operating Officer shall be an ex officio member of the Executive Committee.

6.3 **Nominating Committee**.

(a) The Nominating Committee shall submit to the Board at the annual meeting (i) a list of those persons whom it nominates for election as Officers, (ii) a list of those persons whom it nominates for election as Directors; (iii) a list of those At-Large Directors whom it nominates for election as Executive Committee members; and (iv) any Emeritus Trustees in accordance with Article XIII. For any position to be filled by reason of a vacancy, including a vacancy resulting from an increase in the number of Directors, the

Nominating Committee may submit to the Board a list of nominations to fill said vacancy at an annual, regular or special meeting called for that purpose;

(b) The Nominating Committee shall be composed of the Vice-Chair, the Immediate Past Board Chair (provided such individual is currently serving as a Director) and three At Large Directors appointed by the Board Chair with Vice-Chair and Immediate Past Chair input. The Chief Executive Officers shall serve as a non-voting member of the Nominating Committee. The Immediate Past Chair (or in his or her absence, the Vice-Chair) shall serve as chair of the Nominating Committee;

(c) No member of the Nominating Committee may participate in or be present for the nomination, discussion or voting for any office for which such member is a candidate for nomination. No visitors or observers shall be allowed to be present in person or electronically for meetings of the Nominating Committee.

6.4 **Finance Committee**. The Finance Committee shall oversee the financial affairs of the Foundation. The Finance Committee shall advise the Board regarding budget, business opportunities, and financial management. All actions of the Finance Committee shall be recorded and reported to the next meeting of the Board for approval. The committee shall consist of the Treasurer and four (4) Directors appointed by the chair of the Finance Committee, with input from the other Officers. The Treasurer shall serve as chair of the Finance Committee. The Foundation's Chief Executive Officer and Chief Operating Officer shall serve as non-voting members.

6.5 **Investment Committee**. The Investment Committee shall oversee the Foundation's investment transactions, management, policies and guidelines, including implementation of the Foundation's investment policy statement, review of investment manager selection, establishment of investment benchmarks, review of investment performance and oversight of investment risk management exposure policies and guidelines. All actions of the Investment Committee shall be recorded and reported to the next meeting of the Board for approval. The Chair shall serve as the chair of the Investment Committee. The Treasurer shall serve as a voting member of the Investment Committee. The Investment Committee shall consist of additional members appointed by the chair of the Investment Committee, with input from the Officers. The Foundation's Chief Executive Officer and Chief Operating Officer shall serve as non-voting members.

6.6 **Audit Committee**. The Audit Committee, in addition to overseeing the Foundation's annual audit, shall have authority to investigate any matter involving the financial affairs of the Foundation and shall report to the Board. The Audit Committee shall maintain, with Board approval, a statement setting forth its mission. The committee shall consist of the Vice-Chair and two (2) Directors appointed by the chair of the committee. Its chair shall be the Vice-Chair of the Foundation or if the Vice-Chair is unable to serve, the Secretary of the Foundation, or if the Secretary is unable to serve, such other Director appointed by the Chair of the Foundation. No Director shall serve on the Audit Committee for more than three years unless waived for one (1) additional term by the Board. The Foundation's Chief Executive Officer andChief Operating Officer shall serve as non-voting members.

6.7 **Other Committees**.

(a) The Board, by a resolution adopted by a majority vote, may establish and designate the members of one or more committees other than the Standing Committees. The authority of each committee shall be as provided in the Board resolution constituting such committee or otherwise dealing with the scope if its powers, except that a committee may not (a) amend the Articles of Incorporation, (b) adopt, amend or repeal bylaws, (c) approve a plan of merger, (d) approve a proposal to dissolve the Foundation, (e) approve a sale, lease, exchange, or other disposition of all, or substantially all, of the property of the Foundation other than in the usual and regular course of affairs of the Foundation, (f) remove a Director, or (g) fill vacancies on the Board or on any committee, except as it is authorized to appoint another Director to act in place of an absent or disqualified committee member. Except to the extent authorized by the Board and permitted by the Act and these Bylaws, no committee shall have any authority to make any distributions or expenditures or to bind or otherwise obligate the Foundation, and the Board shall have no obligation to adopt any committee's recommendation. Such committees shall not take any action prohibited by Florida Statutes §617.0825.

(b) Members of committees other than Standing Committees need not be Directors provided that a majority of the members of each non-Standing Committee shall be a Director. The Chair, consistent with these Bylaws, may appoint a Director as the chair of each non-Standing Committee. The chair of such non-Standing Committee may appoint the additional members of such non-Standing Committee from among the Directors, Officers, employees, professional advisors and friends of the Foundation, taking into consideration input from the Officers of the Foundation. The designation of one (1) or more such non-Standing Committees and the delegation of authority shall not operate to relieve the Board or any Director of any of their responsibilities.

(c) Committees which are not Standing Committees, may be created and disbanded by the Chair or by a resolution adopted by a majority vote of the Directors present at a meeting of the Board at which a quorum is present, except to the extent that this authority of the Chair may be specifically limited by a resolution of the Board. Such additional committees shall discharge such responsibilities as may be assigned to them.

6.8 **Committee Meetings, Quorum and Voting**. Meetings of any committee may be called by the respective chair thereof or by any member of the committee on at least two (2) days' notice. For a Standing Committee, the presence of a majority of the voting members of a committee shall be necessary and sufficient to constitute a quorum for the transaction of business at all committee meetings. For a committee other than a Standing Committee, the presence of a majority of the voting members of a committee, including at least one (1) member who is a Director, shall constitute a quorum. Non-voting members of a committee shall not be counted for the purpose of determining a quorum for committee meetings. Unless the Board, by resolution or as otherwise provided in these Bylaws, requires the vote of a greater number, the vote of a majority of the committee members present at a meeting in which a quorum is present is the act of the committee.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 **Contracts and Other Documents**. The Foundation's Chief Executive Officer, and in his or her absence, the Foundation's Chief Operating Officer, and in the absence of both of them, the Chair or Vice-Chair shall execute contracts which are within the Foundation's budget or have been otherwise authorized by the Board or the Executive Committee, as well as instruments and documents on behalf of the Foundation. The Secretary shall attest to such execution, if necessary, provided that any contract involving consideration of $100,000 or more must be executed by the Chair or Vice-Chair and only after such contract has been approved by the Executive Committee. The Board, except as required by law, the Articles of Incorporation, or these Bylaws, may authorize any other Officers or agents of the Foundation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

7.2 **Checks, Drafts, Loans. Etc**. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation shall be signed by both the Chief Executive Officer and the Chief Operating Officer. In the absence of one of them, such instruments shall be signed by the Treasurer and countersigned by the Foundation's Chief Executive Officer or Chief Operating Officer, or, in the absence of both or the Foundation's Chief Executive Officer and Chief Operating Officer, by the Treasurer and the Secretary after obtaining prior written confirmation from either the Foundation's Chief Executive Officer or Chief Operating Officer that the instrument is approved..

7.3 **Deposits**. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, savings and loan associations, trust companies or other depositories as the Board may from time to time select.

7.4 **Gifts**. The Board may approve on behalf of the Foundation any contribution, gift, bequest or asset for the general purposes or for any special purpose of the Foundation and may accept in-kind and personal services in its discretion.

ARTICLE VIII

ADVISORS TO THE FOUNDATION

The Board may elect or appoint any person or persons to act in an advisory capacity to the Foundation; however, advisors shall not participate in any vote of the Board.

ARTICLE IX

FISCAL YEAR

9.1 **Fiscal Year**. The fiscal year of the Foundation shall begin on the first day of October and end on the last date of September. Not later than two (2) months after the close of each fiscal year, the Foundation shall prepare for audit a balance sheet showing in reasonable detail the financial condition of the Foundation as of the close of its fiscal year and a statement reflecting the receipts and disbursements of the Foundation during its fiscal year, and arrange to have the books and records of the Foundation audited by an independent firm of certified public accountants selected by the Board. A copy of the Foundation's financial statements, as audited, shall be submitted to the Board for review not later than fifteen (15) days after their receipt from the certified public accountants.

9.2 **Annual Budget**. At least one hundred and fifty (150) days prior to the end of the Foundation's fiscal year, the Board shall cause to be prepared the operating budget for the Foundation's next fiscal year, for review and approval by the Board. The Board shall review and either approve or modify and approve the budget prior to the beginning of the Foundation's next fiscal year.

ARTICLE X

SEAL

The Board shall maintain a Corporate Seal, which shall contain the name of the Foundation and the words "Corporate Seal" and "Florida".

ARTICLE XI

PARLIAMENTARY AUTHORITY

The provisions of Robert's Rules of Order, New Revised, shall determine procedure if the Articles, Bylaws, and the Florida Not For Profit Corporation Act are silent as to the issue.

ARTICLE XII

AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Directors present at any regular or special meeting at which a quorum is present, provided that written notice of the proposed alterations, amendments, repeal or new enactment shall have been given to all Directors not less than five days in advance of such meeting.

ARTICLE XIII

EMERITUS TRUSTEES

The Board of Directors may, from time to time, bestow the designation of Emeritus Trustee on a retiring or retired Director (including posthumously). This designation should be reserved for exceptional leadership and distinguished service over many years, significant philanthropic support, and continued interest in and support of the Foundation and Jackson Health System.

(a) The Nominating Committee may submit the name of one possible Emeritus Trustee from among retiring or retired Directors to the Board of Directors for consideration. Only one nominee may be put forward for consideration by the Board in a fiscal year.

(b) As the designation of Emeritus Trustee should be rare and exceptional, the Nominating Committee shall have no obligation to submit a name for consideration in any given fiscal year.

(c) The designation of Emeritus Trustee will require a two-thirds vote of Directors that are present at a regular board meeting at which a quorum 1s present. The designation will be conferred at the next annual meeting.

(d) Emeritus Trustees are encouraged to attend meetings of the Board of Directors, the annual meeting, and any other Foundation meetings, including meetings of non-Standing Committees, and events and fundraising programs of the Foundation.

(e) Emeritus Trustees should be kept informed of issues addressed by the Board and encouraged to provide advice to the Board Chair and the Foundation's Chief Executive Officer; however, Emeritus Trustees will not participate in any vote of the Board.

ARTICLE XIV

GENERAL INTERPRETATIONS

Whenever the context requires, the gender of all words used in these By- Laws shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural. All references to “days” in these Bylaws shall be calendar days (unless specified otherwise). The reference to “business” days means Monday through Friday, excluding federal holidays.

ARTICLE XV

INDEMNIFICATION

Every person who is or shall be or shall have been a Director or Officer of the Foundation and his or her personal representatives shall be indemnified by the Foundation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Foundation or any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as a Director or Officer. Costs and expenses of actions for which this article provides indemnification shall include, among other things, attorney’s fees, damages and reasonable amounts paid in settlement.

As adopted by the Jackson Health Foundation, Inc. Board of Directors on June 20, 2000, and as amended on December 8, 2000, December 14, 2001, December 16, 2002, February 28, 2003, May 30, 2003 and September 30, 2003, March 10, 2006, June 1, 2007, December 10, 2009, March 18, 2010, June 24, 2010, November 24, 2010, September 14, 2012, September 9, 2016, September 22, 2022 and September 10, 2024.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the JACKSON HEALTH FOUNDATION, INC. a Florida corporation; and

2. That the foregoing new Bylaws comprising thirty (30) pages constitute the Bylaws of JACKSON HEALTH FOUNDATION, INC., duly amended at the Board of Directors meeting held on September 10, 2024.

In WITNESS WHEREOF, I have hereunto subscribed my name

____

Matthew Grosack, Secretary

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Date