



Amended and Restated By-Laws

August 20, 2015

**AMENDED AND RESTATED BY-LAWS OF CENTRAL FLORIDA CARES HEALTH
SYSTEM, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE I

NAME

The name of the Corporation shall be “Central Florida Cares Health System, Inc.” referred to hereafter as CFCHS. It shall operate under the laws of the State of Florida as a non-profit Corporation. The Articles of Incorporation were filed on March 10, 2003 with the Secretary of the State, State of Florida, under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a non-profit Corporation. The Articles of Incorporation were amended and restated on August 20, 2015.

ARTICLE II

HEADQUARTERS

The headquarters of CFCHS shall be located within the State of Florida and may be changed from time to time by the Board of Directors of the Corporation to meet the changing needs of the Corporation.

ARTICLE III

MEMBERS

CFCHS shall not have any members.

ARTICLE IV

BOARD OF DIRECTORS

GENERAL POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of CFCHS shall be managed under the direction of, the Board of Directors.

Provider Board members shall abstain from making funding allocation recommendations where conflict or the potential of conflict may exist. This conflict will be determined by the Board of Directors.

DIRECTORSHIP

The Board shall consist of no less than fifteen (15) and no more than twenty-five (25) directors. The Board of Directors shall be based on a fair representation of each of the four counties (Orange, Osceola, Seminole, and Brevard) by population, representative specialties, and needed stakeholders with each county having no less than two directors on the Board. The address of the organization’s corporate/administrative office within the county will be used when calculating the membership requirements for those directors representing businesses or agencies. However, the county of residence will be used for advocates and community members, as well as resident members from each of the Circuits (9 and 18). The composition will include individuals served and family members, appropriate community stakeholders, at least one (1) resident member from each of the of the Circuits in the service area, behavioral health providers, and an

ex-officio from a private receiving facility. All representatives shall be over the age of 21 years. The Board may extend the number of directors by a passing vote of 2/3 of the directors. The officers of the Corporation, as provided by the By-laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. There are four (4) Founding Organizations which include Aspire (The Center for Drug-Free Living, Seminole Behavioral Healthcare, Lakeside Behavioral Healthcare), Children's Home Society, Circles of Care, and Park Place Behavioral Healthcare. Each of the Founding Organizations shall be permitted to nominate one (1) person to serve on the CFCHS Board of Directors; and when the term of a founding organization director ends (or later resigns or is otherwise removed from office during his or her term), the founding organization shall be permitted to nominate a replacement director to serve on the Board. Neither CFCHS nor its Board shall have the right to terminate any of the Founding Organizations on the Board unless (i) the Founding Organization consented thereto or (ii) the Founding Organization (or successor) is no longer in existence, (iii) the Founding Organization is found to be insolvent. The Founding Organizations would be subject to the same durational and other restrictions, if any, as the other Directors of the Board, but as stated above, the Founding Organizations would have the sole right to nominate a replacement director.

TERMS OF DIRECTORSHIP

Terms of Board members should be staggered at three (3) years per term, beginning with 1/3 of the members serving for a 1-year term, 1/3 serving for a two-year term, and 1/3 serving for a 3-year term. No Board member can serve more than two (2) consecutive three (3) year terms.

SCHEDULED, SPECIAL, AND EMERGENCY MEETINGS

The Florida Statutes and the Contract between CFCHS and Florida Department of Children and Families (DCF) both provide that Florida's Government in the Sunshine Law in section 286.011 of the Florida Statutes (the Sunshine Law) is applicable to the meetings of the CFCHS Board of Directors (the Board of Directors). Additionally, Florida law provides that the Sunshine Law is applicable to any advisory subcommittee or boards created by the Board of Directors or CFCHS.

The Board will hold at a minimum six (6) scheduled meetings annually. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings. Special meetings of the Board may be called by the President, or by the Secretary at the written request of two (2) directors of the Board. The Secretary will give notice of scheduled meetings not less than seven (7) days prior to the meeting, using written notice personally delivered, mail, or electronic communication to each director at his/her business address and notice to the public as outlined by the Sunshine Law. The President or the Chief Executive Officer may call emergency meetings by telephone or via electronic communication upon four (4) hours advance notice while also providing public notice as outlined by the Sunshine Law.

Special meetings should have no less than 24 and preferably at least 72 hours reasonable notice to the Board of Directors and the public as outlined by the Sunshine Law.

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

QUORUM

A quorum shall consist of a fifty-one percent (51%) of the total Board of Directors' membership. The Board may act after obtaining a quorum, which may be obtained by personal contact, by telephone, electronic communication, or other available means. Any such action must be recorded in the minutes of the next regularly scheduled meeting of the full Board. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and the public as outlined by the Sunshine Law, unless the time and place of the adjourned meeting are announced at the time of the adjournment and to the other directors while still notifying the public as outlined by the Sunshine Law.

VOTING

When a quorum is present, a majority of votes cast is sufficient, by eligible voters, for the adoption of any motion that is in order, except those requiring 2/3 vote of the Board.

PRESUMPTION OF ASSENT

A director of CFCHS who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

CONSTRUCTIVE PRESENCE AT A MEETING

A Board of Director may participate in a meeting by means of a conference telephone or similar communications equipment twice a year, by means of which all persons participating in the meeting can hear each other at the same time. Otherwise, Board of Directors are to be in attendance in person. Participating by such means shall constitute presence in person at a meeting.

Members who have unexcused absences from the regularly scheduled meetings will be referred to the Executive Committee for review and recommendation for action by the Board of Directors.

ACTION WITH A MEETING

Any action required by law to be taken at any meeting of the directors of CFCHS or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the directors or all of the directors of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee, and such consent shall have the same effect as a unanimous vote.

LIABILITY OF DIRECTORS

The directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss, or judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director,

officer, employee or agent of the Corporation or any other Corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

Any indemnification under the above paragraph shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful.

Such determination shall be made by the Board of Directors a vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding.

The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of the above paragraph upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in the above paragraph, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to the indemnified by the Corporation as authorized in the By-laws. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation and representation by counsel retained by the Corporation is objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized within these By-laws.

The forgoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE V

OFFICERS

TERM OF OFFICE

Officers shall be elected from the directors-at-large. Each year during the annual meeting, nominations of officers for the upcoming fiscal year (July 1st through June 30th) shall be presented, and at this meeting, the actual election of officers shall take place. Elected officer terms shall not exceed one year unless extended by the majority of the Board vote. Each officer shall hold office until his/her successor shall have been elected and qualified or until his/her resignation, removal from office or death.

VACANCIES

In the event of a vacancy in any office, the Board, at the next regularly scheduled meeting, shall elect a director to fill the office for the remainder of the term.

DUTIES

President:

The President shall in general monitor and control all of the business affairs of CFCHS. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of CFCHS thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of CFCHS, or shall be required by law to be otherwise signed or executed. The President shall in general perform all duties as from time to time may be assigned to him/her by the Board of Directors.

Immediate Past President: The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Corporation. The Immediate Past President supports the President and the Vice President on an as-needed basis.

Vice President: The Vice President shall preside at meetings in the absence of the President, act for the President in case of absence or disability, and perform such other duties as are requested by the President.

Treasurer: The Treasurer shall render, or cause to be rendered, a financial accounting to the board, in accordance to the level, duration, and intensity of current issues and workload. The Treasurer shall be one of the officers who may sign checks on behalf of the Corporation, and no account may be established unless the Treasurer has signatory authority. This does not preclude the Board from authorizing computer checks, pre-printed signatures, or other such technological advancements as may be developed in the future, so long as the Treasurer has access to and authority of said accounts.

Secretary: The Secretary shall keep, or cause to be kept, written summaries/minutes as well as audio recordings of all meetings of the full Board, and an accurate list of the names and terms of office of the members of the Board. The Secretary shall assist with such work as is requested or delegated by the President or Executive Committee, shall keep or cause to be kept files of all

correspondence and committee reports, and shall send or cause to be sent notices of all meetings to members, and to notify directors of their election.

The Secretary shall keep the CFCHS seal which will be used to confirm original minutes, resolutions, or any other documents requiring certification of the organization.

ARTICLE VI

EXECUTIVE COMMITTEE

DIRECTORSHIP

The Executive Committee shall be composed of the officers plus two (2) members at large; will include Behavioral Health and Community Stakeholder representation; and providers will not make up the majority of this committee. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board, and shall perform other duties, as the Board deems expedient. The Executive Committee shall be subject to the order of the Board and shall report its actions to the Board. Formal meetings are not necessary, and the Executive Committee may act after obtaining a majority vote, which may be obtained by telephone, personal contact, e-mail, or other available means and made available to the public as outlined in the Florida Sunshine Law. Any such action must be recorded in the minutes of the next regularly scheduled meeting of the full Board.

QUORUM

A quorum for a meeting of the executive committee shall be a majority of the directorship of the Executive Committee.

ARTICLE VII

STANDING COMMITTEES

STANDING COMMITTEES

1. Finance
2. Quality Improvement
3. Innovations
4. Program
5. Executive
6. Ad hoc (nominating, contracts, etc., as needed)

Additional standing committees shall be implemented as deemed advisable by a majority vote of the Board of Directors.

APPOINTMENT AND TERMS OF OFFICE

The chairperson and directors of all committees shall be appointed by the President after consultation with the Executive Committee, and as soon after the official election as possible. The term for each appointee shall be two (2) years unless agreed upon by the Board of Directors.

DUTIES

Standing Committees shall be according to the Board's directives. Formal meetings of Standing Committees are not necessary; however, written minutes and recordings of meetings are required along with proper notice to the public according to the Sunshine Law. Committees may conduct appropriate business meetings by telephone and without meeting in person; however, written

recordings of such proceedings are required and electronic media technology so as to allow all members of the public to hear and participate. Standing Committees shall summarize and report findings and recommendations for approval and vote at regularly scheduled meetings of the full Board. Recommendations from Standing Committees must be included in the minutes of the meeting in which they were presented.

ARTICLE VIII

SPECIAL COMMITTEES

As special committees are deemed advisable by the President and/or a majority of the Board, the President shall appoint committee chairpersons who will recruit members from the general directorship. The committee chairpersons shall report the status of committee activities during regularly scheduled meetings of the full Board.

ARTICLE IX

CHIEF EXECUTIVE OFFICER

At any time the Board of Directors may choose to employ a Chief Executive Officer (CEO) at such compensation as shall be determined by the Board of Directors. The CEO shall be responsible for the general direction of the affairs and operations of the Corporation in accordance with the policies and programs adopted by the Board. The CEO is authorized to sign any and all agreements, assurances, reimbursement invoices, warranties, and any other documents that may be required to carry out the general operations of the Corporation.

The CEO is further authorized to negotiate, renegotiate, enter into, amend, or terminate any and all contracts, rate agreements, and/or letters of agreement with any funding source for the purpose of selling units of service and/or service availability. The CEO has signatory authority for all aforementioned devices.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall be from 1st of July through the 30th of June, in conformance with the Grant-In-Aid fiscal year.

ARTICLE XI

BY-LAWS

The By-laws, Articles of Incorporation, and Policies and Procedures of CFCHS may be amended, altered, changed, repealed or rescinded with a 30-day written notice to the Board of Directors and by a passing vote of 2/3 of the Board.

ARTICLE XII

PROTECTIVE PROVISIONS

In the event that CFCHS no longer manages funding from the Department of Children and Families, Substance Abuse and Mental Health, the Corporation shall revert to the four (4) founding organizations.

PRESIDENT’S CERTIFICATION

I hereby certify that I am the President of the Board of Directors of **CENTRAL FLORIDA CARES HEALTH SYSTEM, INC.**, a Florida non-profit Corporation. I HEREBY CERTIFY that the foregoing Amended and Restated By-Laws is a true and correct copy of the By-Laws of **CENTRAL FLORIDA CARES HEALTH SYSTEM, INC.**, adopted by the Directors of the Corporation at a meeting of said Directors held on this date:

Print Name

Date Signed

Signature: _____
Central Florida Cares Health System, Inc., President