

FIFTEENTH AMENDED AND RESTATED BYLAWS
OF
TREASURE COAST COMMUNITY HEALTH, INC.

THIS AMENDED AND RESTATED BYLAWS (the “Bylaws”) dated effective November 21, 2024 is entered into by and among the Members of the Governing Board of Treasure Coast Community Health, Inc., a Florida not-for-profit corporation (the “Corporation”).

RECITALS:

A. The Members of the Governing Board entered into these Bylaws dated as of October 8, 1993 as previously Amended and Restated and as provided for in Exhibit A attached and made part of these Bylaws (collectively, the “Original Bylaws” and Amendments).

B. The Members of the Governing Board further agree that these Bylaws reflect as a modification to and a restatement of the Original Bylaws.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and on the terms and subject to the conditions herein set forth, the Members of the Governing Board hereto agree as follows:

ARTICLE I
Purposes

1.1 The purpose of the Corporation is to provide accessibility to quality primary health care Patient Centered Medical/Dental Home to all, including the Human Resource Services Administration (HRSA) primary service area of Indian River County.

1.2 Corporation shall perform essential ancillary services incidental, and appropriate in achieving its specific and primary purpose as a Health Care Home.

1.3 Corporation shall not engage nor shall it support any activities or exercise any powers, except to an insubstantial degree that are not permitted to be carried out under §501(c) (3) of the Internal Revenue Code, in furtherance of its primary charitable purpose.

1.4 Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation pursuant to Chapter 617, *Florida Statutes*, and as may be necessary or expedient for the administration of the affairs and attainment of the purpose as a Health Care Home.

ARTICLE II Organization

2.1 Governance

2.1.1 Corporation shall be governed by a voluntary Governing Board of Directors (“Governing Board”) as provided for in 42 C.F.R. §51c.304(a), which shall consist of not less than nine (9) or more than twenty-five (25) voting Members.

2.1.2 The Governing Board shall fix the exact number of Member Directors from time to time. Until changes by the Governing Board, the authorized number of Member Directors shall be between 11 and 19 members).

2.2 Composition

2.2.1 Composition of the Governing Board shall consist of two (2) classifications pursuant to 42 C.F.R. §51c.304(b)(1)-(4) as follows: (i) Patient Members, and (ii) Non-Patient Members, plus Representative(s) from or for each of the Special Populations that receive any award/designation under one or more of the special populations section 330 subparts, 330 (g), (h), and/or (i). 5

(i) PATIENT MEMBERS

(a) Patient Members shall consist of no less than a simple majority (fifty-one percent (51%) of the composition of the Governing Board. For purposes of this Subsection 2.2.1, a Patient Member is defined as an individual, who avails him or herself of the medical and or dental services (“Services”) at the Corporation’s Health Center(s) (“Health Center(s)”), and utilizes same as their principal source of primary care.

(b) A legal guardian of a Patient Member who has a dependent child or adult, who has legal authority to make health care decisions on behalf of a patient, or a legal sponsor of an Immigrant Patient Member, may be considered a Patient Member for composition purposes of the Patient Governing Board classification. Students who are health center patients may participate as board members subject to state laws applicable to such non-profit board members.

(c) A Patient Member shall have utilized the Corporation’s Services, generating a health center visit within the past two (2) years, where both the service and the site where the service was received are within the HRSA-approved scope of project, and fulfillment of this requirement shall be reviewed by the Health Center Finance staff annually. All Patient Members shall reside within the Corporation’s service area.

(d) The Health Center Patient Governing Board members must, as a group, represent the individuals who are served by the health center in terms of demographic factors, such as race, ethnicity, and gender.

(ii) NON-PATIENTS

(a) The Non-Patients of the Governing Board shall be representative of the Indian River County service area (“Corporation Service Area”), which reflects the various businesses within the Corporation’s Service Area (the “Community”) and possess the skills and expertise required by the Corporation in community affairs, local, state, and federal government, legal affairs, finance and banking, community affairs, and other commercial and industrial concerns, or social service agencies within the Community.

(b) Non-Patients shall either live and/or work in the community, or have a demonstrable connection to the community.

(c) No more than one half (50%) of Non-Patient Members of the Governing Board may be individuals who derive more than ten percent (10%) of their annual income from the health care industry.

(iii) SPECIAL POPULATIONS

(a) Representation may include advocates for the health center’s section 330 (g), (h) or (i) patient population (e.g. Migrant/Seasonal Farm Worker, Homeless or Residents of Public Housing) such as those who have personally experienced being a member of, have expertise about or work closely with the current special population.

(b) Advocate governing board members only count as “patient” governing board members if they meet the patient definition in 2.2.1 (i) above.

2.2.2 Members shall be elected to either classification of the Governing Board pursuant to Article II of these Bylaws.

2.2.3 Emeritus/Honorary Status The Governing Board may grant Emeritus Status to a current Governing Board Member upon the recommendation of the Chairperson of the Governing Board. A Member who holds Emeritus Status shall be considered an Honorary Member of the Governing Board and as such is encouraged to continue to engage in committee functions and attend meetings of the Governing Board.

However, an Honorary Member of the Governing Board shall neither be considered for quorum purposes, nor shall they have a vote, nor shall they be permitted to hold a position as an Officer. An Honorary Member of the Governing Board shall not be required to attend monthly meetings.

2.3 Qualifications

2.3.1 Pursuant to Section 2.2 of these Bylaws, Members of the Governing Board shall be deemed to consist of a majority of Patients, representing the residents or group of residents (“Groups”) to be served by the Corporation and its Health Care Home Center(s) pursuant to 330 Grant funding in terms of race, ethnicity, and gender. At least one Patient from each of the Groups who have been deemed to have been awarded a 330 Grant funding (e.g., migrants) shall be a Member of the Governing Board. Such change in the process of selection in these Bylaws or other rules relating to the selection process is subject to approval by the Secretary of Department of Health and Human Services (“DHHS”) (Section 330(k)(3)(H) of the Public Health Service Act and 42 C.F.R Part 51c.304).

2.3.2 No Member of the Governing Board or a Member’s immediate family shall be employed by nor be considered for a position of employment either as an employee or independent contractor of the Corporation. For purposes of this Subsection 2.3.2, an “Immediate Family Member” shall be defined as a parent, spouse, child, grandparent, grandchild, brother, sister, brother or sister-in-law, or parent-in-law of any Member of the Governing Board.

2.4 Term A Member of the Governing Board shall retain his or her Member Director status until resignation and/ or removal as provided for in Section 2.5 of these Bylaws. The Member shall serve for one three-year term, with the option of an additional three- year term (max of 6 years total).

2.5 Election of Members

2.5.1 Members shall be elected in the following manner:

- (i.) The prospective Governing Board candidate will be invited to meet with a contingent of the TCCH Governing Board, and the referring Governing Board Member to discuss the candidate’s interest, expectations and review the TCCH Governing Board member application and background check forms.
- (ii) Once a completed application is received from the candidate, a complete background screening and report results are to be forwarded to the CEO, Board Chair and Board Governance Committee.
- (iii) Board Chair will share the information gathered through the initial recruitment steps with the Governing Board Members and proceed to a Board vote on the candidate. If vote is affirmative;

- (iv) The New TCCH Governing Board member will be invited to attend an Orientation Meeting to include the Board Chair and a Board Governance representative. The new Governing Board member will be assigned an experienced TCCH Governing Board Member as a “Buddy”, to help with the transition of the new Member onto the Governing Board. The Prospective Governing Board Member his/her desire to move forward and confirms which committee he/she will join.
- (v) Board Governance Representative shares the Board Orientation Manual with the new Governing Board member and offers a tour of TCCH facilities.
- (vi) Board Chair welcomes the new Governing Board member to the TCCH Board, by inviting the new GBOD member to the next TCCH GBOD meeting and introduces the new GBOD member to their appropriate Committee Chairman.

2.6 Vacancies and Terminations

2.6.1 A vacancy on the Governing Board shall exist upon the death, resignation, removal of a Member, or when a term limit is reached or the number of authorized Members of the Governing Board are increased. If a vacancy occurs, the vacancy shall be filled pursuant to Section 2.5 of these Bylaws.

2.6.2 A Member of the Governing Board may resign at any time by providing written notice to the CEO and/or Chairperson of the Governing Board. The resignation shall be effective immediately upon receipt of the notice, unless a later time is specified in the notice. Acceptance of the resignation is not required to make it effective, unless the notice provides otherwise. The resignation shall be without prejudice to the rights, if any, of the Corporation. If the Member is an Officer or member of the Executive Committee, and is resigning from the position or office only, his or her resignation shall not affect any rights he or she has as a Member, nor shall it constitute a withdrawal from the Governing Board unless so stated in the notice.

2.6.3 Notwithstanding anything in these Bylaws to the contrary, the term of a Member of the Governing Board shall be automatically terminated in the event he or she fails to attend at least 75% of the Committees and GBOD meetings (combined) within a twelve (12) month period, unless such member’s absence has been excused*, as monitored and documented by meeting minutes by staff. Board members are expected to arrive and depart on time, to have done a review of packet materials in advance, have a willingness to learn, and offer fundraising and public relations support on a regular basis.

Governing Board Member will receive written notification. If the Governing Board Member is unable to return to and maintain a 75% attendance record going forward, the Governing Board may vote to terminate the Governing Board Member. Said Governing Board Member can come forward again as a Governing Board Candidate after a one year absence.

*An Excused absence must be received 48 hours in advance for planned vacations, surgeries, other business or personal conflicts, or a death in the immediate family.

2.6.4 The following actions of a sitting Member of the Governing Board may result in the Member's involuntary termination:

- (i) Conduct which is detrimental to the interest of the Cooperation as determined by the Governing Board;
- (ii) Refusing to act in a manner consistent with the Corporation's purpose, mission and priorities; or
- (iii) Suspension or debarment from participation in any federal program, i.e. "for cause". The term "cause" is defined to include willful misconduct, moral turpitude, gross negligence, the imposition of any sanctions against a Member by a governing regulatory agency; a Member's criminal conviction of a felony or a first degree misdemeanor, other than a driving-related misdemeanor; fraud or theft by a Member in connection with the Corporation's business; a Member taking any actions or making any comments that would bring discredit upon the Corporation; a Member's suspension or termination of any state or federal health care program, including Medicare, Medicaid, or TriCare; a Member's loss of any professional license, whether from the Florida Department of Health ("DOH") or Florida Bureau of Business Regulation ("BPR") or by any Department or Agency (whether with probation or without) by the State of Florida.

2.6.5 A Member may request a waiver from the Governing Board from automatic termination, other than for cause, by the submission of a written statement either to the CEO or Chairperson of the Governing Board within fifteen (15) working days of receipt of notice of impending termination. The written statement is to be reviewed and investigated by the Executive Committee, which shall result in a recommendation of action to be considered by the Governing Board at its next regular scheduled monthly meeting. The Member's written statement shall contain the reasons and circumstances for requesting non-termination. Acceptance of the request for a waiver from termination shall only be approved by a unanimous vote of the Governing Board.

2.7 Compensation and Reimbursement

2.7.1 Compensation Except as provided for below in Section 2.7.2, a Member of the Governing Board shall not receive compensation as a Member nor receive compensation for Member's attendance of Governing Board meetings. However, nothing in this Section shall prohibit reimbursement of a Member pursuant to 42 C.F.R. §56.304 of subpart C and 42 C.F.R. §56.108 of the federal regulations for reasonable expenses actually incurred by a Governing Board Member for attendance at educational meetings and including mileage to attend Governing Board Meetings, which shall not be unreasonably withheld, and previously approved unanimously by the Governing Board.

2.7.2 Special Reimbursement Patient Members of the Governing Board are eligible for reimbursement for lost wages and/ or childcare expenses incurred while attending conferences or training sessions authorized and approved by the Governing Board. Reasonable proof of actual lost wages or actual expenditures for childcare must be provided to the Chief Financial Officer (CFO) of the Corporation, to be reviewed by the Finance Committee.

Its recommendations shall then be submitted in writing to the Governing Board for determination to reimburse. The following are to be considered in making a determination to reimburse Patient Members:

(i) Reimbursement for Lost Wages Wages lost by reason of participation in the activities is possible for such board members if the member is from a family with an annual family income of less than \$10,000 or if the member is a single person with an annual income of less than \$7,000. Reimbursement for lost wages shall be at a dollar-for-dollar rate. If reasonable proof of lost wages cannot be submitted, the Governing Board at its sole discretion, shall reimburse Patient Members based upon the Governing Board's determination of what amount of reasonable wages were lost.

(ii) Childcare Reimbursement After reasonable proof of actual expenditures for childcare is submitted, the Governing Board may, in its sole discretion, reimburse an eligible Member of the Governing Board in an amount not to exceed the actual expense incurred. The Governing Board shall not grant reimbursement for payments made to members of a Governing Board Member's immediate family who reside in the same residence as that of the Member.

(iii) Use of 330 Grant Funds Lost wages and childcare may be reimbursed to Members of the Governing Board through the use of 330 Grant funds; however, qualification for such reimbursement may only be authorized if the Governing Board Member is from a family with an annual family income which is below the limits set by HRSA.

ARTICLE III Governing Board

3.1 Members Member Directors of the Governing Board shall be elected to the Governing Board as provided for under Section 2.5 of these Bylaws. Each Member of the Governing Board shall have one (1) vote. Honorary Member Director(s) of the Governing Board shall have no vote.

3.2 Undue Influence by a Third Party or Parties on Members

3.2.1 A Third Party or Parties shall be prohibited from the ability to identify and select one or more Members or Group of Members, either as Patients or Non-Patients to serve on the Governing Board.

3.2.2 A Member or Group of Members of the Governing Board are prohibited from accepting any form of remuneration from a Third Party, or Parties (collectively either “Vendors” or “Donors”) to gain undue influence or control over the Governing Board to preclude the selection of candidates for Governing Board Member Director positions who are not identified for Member status by a Third Party or Parties.

3.3 Duties and Responsibilities

3.3.1 General The business, property, and affairs of the Corporation shall be managed by or under the direction of the Governing Board, which shall have the sole authority for the establishment of policy to achieve the purposes of the Corporation as described in Article I. The general duties of the Member Directors of the Governing Board are:

- (i) To hold and attend monthly meetings of the Governing Board, and to establish goals and responsibilities;
- (ii) To review and approve the annual budget, including but not limited to the annual project budget submitted with the 330 Grant application and the annual budget procedures as recommended by the Finance Committee to the Governing Board for approval; and approve applications for all HRSA grants submitted on behalf of the Corporation;
- (iii) Review and approve the annual Health Center Program project budget and applications
- (iv) Establish and monitor policy related to the operations of the health center, e.g. facilities and safety, personnel policies and procedures including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices;
- (v) Select, evaluate, and dismiss Corporation’s CEO;

- (vi) Monitor and evaluate the Health Center's performance, including service utilization patterns, quality of care, efficiency and effectiveness of the center and patient satisfaction, including addressing any patient grievances;
- (vii) Represent the Corporation in the community;
- (viii) Monitor and evaluate Governing Board's performance;
- (ix) Review and approve the Annual Health Centers Program(s)
- (x) Meet at such time and place as required by these Bylaws;
- (xi) Assure that Corporation's Health Centers are providing medical and dental services in compliance with federal, state, and local laws and regulations;
- (xii) Measure and evaluate long term goals through strategic planning at least once every 3 years, which at a minimum addresses fiscal management and capital expenditure needs, and a review of Mission and Vision.
- (xiii) Review of Corporation Bylaws as needed, to be reviewed by the Executive committee and designees appointed by the Chair.;
- (xiv) Monitor Corporation's assets and their performance;
- (xv) Monitor organization service utilization patterns and approve health center services and the location and hours of the health center sites; and
- (xvi) Adopts, evaluates at least once every three years, and as needed, approves updates to policies that support the Sliding Fee Scale Discount Program, Billings and Collections, Financial Management and Accounting Systems, Quality Improvement/Assurance, and Personnel.

3.3.2 Duty of Loyalty Members of the Governing Board shall pledge his/her loyalty to the Corporation and acknowledge that personal interests cannot be furthered at the expense of the Corporation. Conflicts of interest shall be prohibited by Members of the Governing Board by:

- (i) Declaring a personal interest in any matter or proposed transaction prior to consideration by the Governing Board;

- (ii) Describing the nature of the interest and any significant reason as to why the transaction may not be in the Governing Board's best interests; and/or
- (iii) Refraining from voting or influencing the Governing Board's deliberations in the matter.

3.3.3 Liability for Performance of Duty of Care

3.3.3.1 Members of the Governing Board shall perform their policy and oversight duties in good faith, in a manner that they reasonably believe to be in the best interests of the Corporation and its Members, utilizing such care, including reasonable inquiry, as an ordinary prudent person in the same position would exercise in a similar circumstance. A Member of the Governing Board who so performs the duties as a Member or officer of the Governing Board shall not incur any liability to the Corporation by reason of being or having been a Member or Officer of the Corporation.

3.3.3.2 In performing their duties, Members of the Governing Board shall be entitled to rely upon information, reports, opinions, or statements made by or received from the following persons or groups, unless the Members of the Governing Board are in possession of information regarding the matter in question sufficient to render such reliance unwarranted and provided that the Members of the governing Board act in good faith and after a reasonable inquiry when the need therefore is indicated by the circumstances:

- (i) Any Officer, employee, or other agent of the Company whom the Members of the Governing Board reasonably believe to be trustworthy and competent regarding the matters presented;
- (ii) Any attorney, independent accountant, or other professional with regard to matters which the Members of the Governing Board reasonably believe to be within such Person's area of professional or expert competence; or
- (ii) Any Committee upon which the Member of the Governing Board does not serve, duly created in accordance with the provisions of these Bylaws, or Articles of Incorporation, as to matters within its designated authority, if the Member reasonably believes the Committee merits confidence.

3.3.4 Members Are Not Agents Except as otherwise stated herein, each Member of the Governing Board has agreed to delegate the management of the Corporation to the CEO and, accordingly, expressly relinquishes any rights he or she, individually might otherwise have to act on behalf of the Corporation and the Governing Board, to incur liability on behalf of the Corporation or to bind the Corporation in any way. Members of the Governing Board shall not act as agents of the Corporation, except as otherwise provided herein.

3.4 Officers

3.4.1 Officers of the Corporation shall be elected at an annual Governing Board Meeting by the Member Directors of the Governing Board. Officers of the Governing Board shall consist of the following: Chairperson, Vice-Chairperson, Secretary, and Treasurer. A Member Director is prohibited from holding more than one of the offices at the same time. The outgoing Chairperson is prohibited from serving as the succeeding Vice-Chairperson.

3.4.2 Officers of the Corporation shall serve for a term of two years with an option of one additional two-year subsequent term. Officer vacancies due to death, resignation, or termination pursuant to this Subsection may be filled by the Governing Board and shall constitute authorized membership as an Officer to fill that seat.

3.4.3 Chairperson The Chairperson shall be the principal Officer of the Corporation. The Chairperson shall perform all such duties as may be required by law, Articles of Incorporation, or these Bylaws, or as prescribed from time to time by the Governing Board. The Chairperson shall perform the following duties:

- (i) Preside at all meetings of the Governing Board at which she/he is present;
- (ii) Make and execute contracts in the ordinary course of business of the Corporation when required to do so, and execute other legal instruments when authorized by the Governing Board, except as otherwise expressly provided for by law, by the Articles of Incorporation, or these Bylaws;
- (iii) Appoint all committees and committee chairpersons subject to the approval of the Governing Board, except as otherwise provided in the Articles of Incorporation or in these Bylaws;
- (iv) Serve as ex-officio Member of all standing committees.
- (v) Have such other powers and perform such other duties as may be assigned from time-to-time by the Governing Board.

3.4.4 Vice Chairperson The Vice Chairperson, in the absence of the Chairperson or in the event of his/her death, inability, or refusal to act, shall perform the duties of the Chairperson, and when so acting, shall have the vested powers of, and be subject to, the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties that may be assigned to him/her, from time-to-time, either by the Chairperson or the Governing Board.

3.4.5 Secretary The Secretary shall:

- (i) Certify and keep at the principal office of the Corporation the original of these Bylaws as amended or otherwise altered to date;
- (ii) Keep or cause to be kept at the principal office of the Corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and Executive Committee, recording therein the time and place of the meeting, whether special or regular, and if special, how authorized, notice thereof given, names of those attending, and the proceeding thereof;
- (iii) Ensure that all notices are given in accordance with the provisions of these Bylaws or as required by law;
- (iv) Be custodian of the records.

3.4.6 Treasurer The Treasurer shall:

- (i) With assistance of the CFO, keep or cause to be kept and maintained, accounts of the Corporation's properties and ongoing business transactions, including but not limited to, assets, liabilities, receipts, disbursements, surpluses and deficits;
- (ii) Exhibit to any Member of the Governing Board upon request and at mutually agreed to time, to his /her agent or attorney, the books of account and financial records, of the Corporation;
- (iii) Render to the Chairperson and/or Members of the Governing Board who may request an accounting of any or all of the transactions of the Corporation and of the Corporation's financial condition;

- (iv) Prepare or cause to be prepared an annual audit and certification of the financial statements to be included in the annual report to the Members of the Governing Board. Additionally, he/ she or its representative shall present at the annual meeting of the Governing Board, a report of the financial status of the Corporation with a written report and a copy of such is to be attached to the minutes of such annual meeting;
- (v) Serve as Chairperson of the Finance Committee; and
- (vi) In general, perform all duties incident to the Office of Treasurer and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Chairperson and/or Governing Board.

3.4.7 Election of Officers by Member Directors At an annual meeting, there shall be an election held for Officers of the Governing Board by the Member Directors, which shall be conducted in the following manner:

3.4.7.1 At least 5 business days days prior to any special or annual meeting at which Officers are to be elected by the Member Directors of the Governing Board, the existing Chairperson shall nominate a committee (“Nominating Committee”), which shall consist of a minimum of three (3) Member Directors of the Governing Board, to nominate one (1) person for each Office, as provided for in Section 3.4, to be elected by the Member Directors of the Governing Board. Additional alternative nominations may be placed from the floor by Member Directors of the Governing Board.

3.4.7.2 The election of Officers by the Member Directors of the Governing Board shall be by written ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast. Each Member Director voting shall be entitled to cast a vote for as many nominees as there are vacancies to be filled.

3.4.8 Removal from Office

3.4.8.1 Any elected Officer of the Governing Board, may be removed from office with or without cause by a two-thirds (2/3rds) vote of those Member Directors present at any official Governing Board meeting. For purposes of this Subsection 3.4.8.1, "Cause" shall be defined as any action contrary to or detrimental to normal commercial business practices and may include a multitude of infractions, e.g. dishonesty, behavior in conflict with set rules, these Bylaws, federal or state laws and regulations, unable to perform duties of the office due to health reasons, and any other action deemed by the Governing Board as not being in the interest of the Corporation.

3.4.8.2 When a Member Director of the Governing Board is removed for any reason and/or voluntarily resigns from the Governing Board, and should that Member hold an Office on the Governing Board, the departing Member Director shall be automatically removed as an Officer of the Corporation.

3.4.9 Vacancies of Officers of the Governing Board. All vacancies of Officers of the Governing Board shall be filled either pursuant to Subsection 3.4.2 or 3.4.7 of these Bylaws.

ARTICLE IV

Committees

4.1 Executive Committee The Executive Committee shall consist of the current Officers of the Corporation, the immediate Past-Chairperson and Foundation Chair. The Immediate Past Chair shall serve as a voting member of the Executive Committee and the Governing Board of Directors and perform other duties as assigned by the Chair, the Executive Committee of the Governing Board of Directors and shall serve a two-year term, with the exception of the immediate Past-Chairperson, who will serve a one-year term .

4.1.1 Meetings Meetings of the Executive Committee may be called at any time by the Chairperson of the Governing Board or by any two (2) Officers of the Corporation.

4.1.2 Place of Meeting The person or persons authorized to call meetings of the Executive Committee may arrange the location for holding such Executive Committee meeting of the Member Directors called by them.

Officers and Member Directors of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or similar communications equipment of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.1.3 Notice of Meeting Electronic notices stating the place, day and hour of any Meeting of the Executive Committee shall be sent to each Member Director of the Executive Committee by email , at least two (2) working days prior to the meeting. The business to be transacted or the purpose of any meeting of the Member Directors of the Executive Committee shall be specified in writing via email in the notice.

4.1.4 Waiver of Notice A written waiver of notice signed by any Member Director of the Executive Committee, whether prior to or following any meeting, shall be equivalent to the giving of timely notice of said Member Director. Attendance of a Member Director of the Executive Committee at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, and any objection to the transaction of business because the meeting is not lawfully called or convened, except when a Member Director attends a meeting for the express purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. The business to be transacted or the purpose of any meeting of the Member Directors of the Executive Committee shall be specified in writing in the written waiver of notice.

4.1.5 Action by Executive Committee without a Meeting Any action required or any action which may be taken with the approval of the Governing Board at a meeting of the Executive Committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the Member Directors of the Executive Committee, as the case may be, and filed in the minutes of the proceedings of the Committee and subsequently approved by the Governing Board. Such consent shall have the same effects as a unanimous vote.

4.1.6 Presumption of Assent A Member Director of the Executive Committee of the Governing Board who is present at a meeting of the Executive Committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he or she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

4.1.7 Content of the Meeting The Executive Committee may act on behalf of the Governing Board of the Corporation only during such periods between regular monthly Governing Board meetings (i.e., in emergencies or time limited situations) and must act consistent with established Governing Board policies and direction.

All actions taken by the Executive Committee must be ratified by a unanimous vote at the next regular monthly meeting of the Governing Board.

4.2 Standing Committees.

4.2.1 Finance Committee The Treasurer of the Governing Board shall be the Chairperson of the Finance Committee. The Finance Committee is responsible for monitoring the Corporation's assets and financial performance and shall make recommendations to the Governing Board on matters affecting the status and growth of the Corporation.

The Finance Committee's duties are as follows: (i) review the monthly finances of the Corporation and ensure delivery of appropriate financial reports to the Governing Board for their review and approval; (ii) develop policies for financial management and a system to ensure accountability for center resources., including periodically reviewing the financial status of the health center; (iii) guide development of an annual budget and its financial priorities for the Corporation, for review and approval of the Governing Board particularly with recommendations from the CFO in consultation with the CEO, particularly regarding Sliding Fee Discounts (Section 30(k)(3)(C) of the Public Health Service Act, 42 C.F.R Part 51c.303(f), and 42 C.F.R. Part 51c.303(u)); (iv) review the Corporation's annual required audit and present same for approval to the Governing Board, with pertinent recommendations, if any, and ensure follow up actions are taken; (vi)) consider and evaluate the financial viability of new service sites in consultation of the CEO and CFO.

4.2.2 Professional Advisory Committee – Corporate/Clinical The Professional Advisory Committee – Corporate/Clinical (PAC) shall have the following duties: (i) Review policies and make recommendations to the Governing Board on matters concerning its facilities and clinical programs to assure safety and compliance with various regulatory laws and requirements; (ii) Monitor a quality assurance program to guide improvements and monitor quality performance measures pursuant to a Quality Improvement /Assurance Plan (iii) Ensure in-depth provider privileging and credentialing in order to recommend providers and provider extenders to the Governing Board to grant clinical privileges and/or medical staff membership; and (iv) evaluate all patient satisfaction surveys, quality of care audits and make recommendations related to patient care to senior leadership.(iii) fulfill the corporate compliance requirements, including deemed status;(iv) risk management and human resource management;(v) oversight and review of all non-clinical services provided by the Corporation, and shall make recommendations to the Governing Board of Directors regarding changes to such services; (vi) oversight of operational hours for services to be provided at the Corporation's service sites and shall present same in consultation with the CEO to the Governing Board of Directors regarding changes to the current approved operational hours for review and approval.

4.2.3 Governance Committee The Board Governance Committee (BGC) shall review the functions of Governing Board member recruitment, orientation, education and policies pertinent to Governing Board Development and other responsibilities as determined by the Chairperson of the Governing Board in consultation with the CEO.

4.2. Appointment of Committee Members and Chairperson Except as provided for in these Bylaws, the Governing Board may alter the number of Members which may be appointed to Committees.

(i) Appointment Committee Members shall be appointed by the Chairperson of the Governing Board with the approval of the Governing Board. Any Member of the Governing Board may be appointed to any committee unless its membership is restricted by these Bylaws. Governing Board Members will comprise a majority of each Standing Committee and will be subject to the provisions of these Bylaws.

(ii) Term of Appointment Committee Chairperson's and Committee Member's shall be reviewed on an annual basis and subject to Governing Board's approval, which may remove any Committee Chairperson or any Committee Member from a Committee for cause as defined in Subsection 2.6.4., (iii) of these Bylaws.

4.2.5 Ex-officio Committee Members The Chairperson, and the CEO, except in the case of the Nominating and Executive Committees, shall be Ex-Officio Members of the Standing Committees, and shall have no vote in any decisions of all Committees established pursuant to this Article. No paid employee of the Corporation shall be permitted to serve on any Committee as a voting Member.

4.2.6 Powers and Duties of Committees The Standing Committees created by this Article shall have such powers and duties as are specifically provided by these Bylaws and such as may be given to them from time-to-time by the Governing Board.

Each Standing Committee may conduct hearings, perform studies, and make reports as deemed necessary by the Committee to perform its duties; provided however, all such Standing Committee work shall be in accordance with the purposes and work programs of the Corporation as defined in the Articles of Incorporation, and by the Governing Board. Except for the Executive Committee, all reports of Committees shall be advisory only and shall not be binding on the Corporation or its Governing Board.

All Committees shall submit such reports and on such dates as may be specified by the Governing Board and these Bylaws, and where action by the Governing Board is requested or required. Such reports shall be submitted to each Member no later than three (3) working days prior to the Governing Board's monthly meeting where such report is to be acted upon.

4.2.7 Vacancies Vacancies on any Committee shall be filled by interested parties of related expertise, pursuant to Section .2.6 above.

4.2.8 Quorum Any action at a meeting requires a quorum of Members present either in person or telephonically. A quorum of Members shall consist of a majority of the Members then sitting on the Committee. Once a quorum has been established at a duly held Committee meeting, business may be regularly transacted at that meeting without adjournment, notwithstanding that the quorum is no longer present, so long as Members entitled to vote remain in attendance, or such higher percentage as may be required by this Agreement or the Act, approve any action taken. In determining the existence of a quorum, only Members entitled to a vote shall be counted.

4.2.9 Rules of Procedure Each Committee may adopt rules for its own policy and procedure not inconsistent with law, with these Bylaws, or with the rules and regulations adopted by the Governing Board, or by Robert's Rules of Order.

4.2.10 Meetings The Standing Committees shall meet at least once every other month as required by these Bylaws and from time-to-time on call of the Chairperson of the Governing Board or of the Committee Chairperson.

4.3 Ad-Hoc Committees

Ad-Hoc committees may be implemented for a limited period of time to address a specific need.

ARTICLE V

Governing Board Meetings

5.1 Regular The regular meeting of the Governing Board shall be scheduled monthly pursuant to Section 330 of the Public Health Service Act (42 U.S.C. §254b)(42 C.F.R. §51c.304[August, 2014]) at any place within the Community Service Area designated by the Chairperson. Regular meetings shall be held at appointed time and location, unless the meeting date is changed by the Chairperson for good cause. Written notice of the time and place of the regular meeting shall be electronically transmitted to each Member of the Governing Board at least five (5) working days prior to the meeting.

5.2 Special Meetings Special meetings shall be held when called by the Chairperson or by seven (7) or more members of the Governing Board. Members shall be notified by electronic correspondence, of such special meetings at least forty-eight (48) hours prior to the Meeting. Such notice shall specify the nature of any and all business to be conducted at the meeting. No other business is to be entertained unless included in such notice.

5.3 Annual The annual meeting of the Corporation shall be held at the June meeting, at a date, time and place to be designated by the Governing Board.

5.4 Actions without a Meeting Any action that may be taken at a meeting of the Members of the Governing Board may be taken without a meeting and without prior notice, if written consents to the action are submitted to the Corporation within ten (10) working days of the record date for the taking of the action, executed unanimously by Members of the Governing Board to authorize the taking of the action at a meeting at which all Members entitled to vote thereon are present and vote. All such consents shall be submitted to the secretary (or designee) and shall be maintained as a part of the Company's records. Any Member of the Governing Board who signs such a written consent, may revoke the consent by submitting a written revocation to the secretary (or designee), which is received prior to the filing with the Corporation of a sufficient number of written consents to authorize the taking of the action.

Notice of any action taken pursuant to submission of written consents shall be given to any Member who did not submit a written consent within five (5) working days after receipt by the Company of the number of written consents necessary to authorize the action taken.

5.5 Quorum The presence of a majority of the Members of the Governing Board electronically or in person, shall constitute a quorum for the transaction of business. Except as otherwise expressly provided for in these Bylaws, or by law, no business shall be considered by the Governing Board at any meeting at which a quorum, as herein defined, is not present, and only the motion which the Chairperson shall entertain at such meetings is a motion to adjourn.

However, a majority of the Members present at such meetings may adjourn to a certain time or until the frame fixed for the next regular meeting of the Governing Board.

5.6 Presiding Officer Meetings shall be presided over by the Chairperson or, in his/her absence, the Vice Chairperson or, in his/her absence, an Acting Chairperson chosen in advance by the Chairperson or a majority of the Members of the Governing Board present.

5.7 Voting Each Member of the Governing Board shall have one (1) vote, excluding Emeritus and Honorary Member(s). Each act or resolution acted upon at a meeting duly held at which a quorum is present, either in person or electronically, shall be the act of the Governing Board, unless the law, Articles of Incorporation of this Corporation, or these Bylaws requires a greater number.

5.8 Minutes Written minutes of all meetings of the Governing Board shall be recorded and kept on file at the Corporation's administrative office.

5.9 Executive Session The Chairperson shall have authority to call an Executive session of the Governing Board pursuant to Section 5.2 above.

ARTICLE VI

Elections

6.1 Elections shall be held as needed by the majority of the Governing Board at an annual meeting. Voting may take place via electronic format.

ARTICLE VII

Nondiscrimination

7.1 All activities of the Corporation shall be conducted in accordance with Article VI and Article VII of the Civil Rights Act, Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1866, the Americans with Disabilities Act, the Rehabilitation Act of 1973, the Fair Labor Standards Act, the Age Discrimination in Employment Act, and any alleged violation of the Social Security Act, Sections 1128A through 1128B (42 U.S.C. §1320a-7a and 42 U.S.C. §1320a-7b) and Section 1877 (42 U.S.C. §1395nn) of Title 42 of the United States Code, the Medicare and Medicaid Regulations (42 C.F.R §1001.951 and §1001.952), the Public Health Regulations of Department of Health and Human Services (42 C.F.R. §50.601 *et seq.*), all federal and state laws, whether now existing or hereafter arising, and whether known or unknown on, prior to or after the effective date.

ARTICLE VIII

Amendments

8.1 Articles of Incorporation The Articles of Incorporation may be amended, altered or rescinded by either written consent of a majority of Members of the Governing Board or the vote of a majority of those Members of the Governing Board who are present at a regular, special, or annual meeting, providing written notice was provided pursuant to Article V to the Members at their address of record.

8.2 Bylaws These Bylaws may be amended by action of the Members of the Governing Board at any annual, special, or regular meeting providing written notice shall be provided to each Member of the Governing Board pursuant to Article V of these Bylaws.

ARTICLE IX

Liability

9.1 Limited Liability Except as otherwise provided by Chapter 617, *Florida Statutes*, (the "Act"), the debts, obligations and liabilities of the Corporation, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Corporation. The Members of the Governing Board shall not be obligated personally for any such debt, obligation or liability of the Corporation solely by reason of being a Member of the Governing Board of the Corporation, as the case may be. The failure of the Corporation to observe any formalities or requirements relating to the exercise of its powers or the management of its business or affairs under these Bylaws or the Act shall not be grounds for imposing personal liability on the Members of the Governing Board for any debts, liabilities or obligations of the Corporation.

Except as otherwise expressly required by law, each Member of the Governing Board in such Member's capacity as such, shall have no liability regarding any distribution of assets under a Plan of Distribution of Assets which assets are not held by the Corporation subject to limitations permitting their use only for charitable, benevolent, educational or similar purposes, but not held upon a condition of return, transfer, or conveyance by reason of a dissolution, shall be transferred or conveyed to one or more domestic corporations or organizations engaged in substantially similar to those of the Corporation under Section 617.1406, *Florida Statutes*.

9.2 The Corporation shall provide and maintain Directors' and Officers' Insurance in an amount not less than \$1M (one million dollars) at all times.

ARTICLE X

Indemnification

10.1 Every Member of the Governing Board, Officer of the Corporation, including the CEO, shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been a Member of the Governing Board, Officer of the Corporation, or CEO, at the time such expenses are incurred. Indemnification shall not apply in such cases wherein the Member of the Governing Board, Officer, or CEO, is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of a settlement the indemnification herein shall apply only when the Members of the Governing Board approve such a settlement and reimbursement as being in the best interests of the Corporation. The foregoing Right of Indemnification shall be in addition to and not exclusive of all other rights to which such Member of the Governing Board, Officer, or CEO may be entitled.

ARTICLE XI

Chief Executive Officer

11.1 Employment The CEO of the Corporation shall be elected and employed by the Members of the Governing Board, which shall determine the terms of employment. The performance of the CEO shall be evaluated annually by the Governing Board.

11.2 Duties and Functions. The CEO shall carry out the purposes of the Corporation within the framework of the Articles of Incorporation, these Bylaws, and the general and specific assignments given to him/her by the Governing Board. The functions of the CEO shall include, but not be limited to:

- (i) Selection, employment, termination, and supervision of other employees as authorized by the Members of the Governing Board and the right to determine whether applicants for employment meet the personnel standards for the allocated position. All staff employed by the Corporation must meet required personnel standards as set forth in the Corporation's personnel policies;
- (ii) Coordination and carrying out of the comprehensive health planning activities according to the approved work program;
- (iii) Attendance to all meetings of the Members of the Governing Board and Executive Committee, except when otherwise determined by the Chairperson;
- (iv) Representing the Members of the Governing Board with the public and other governmental agencies;
- (v) Present a report at the annual meeting of the activities of the Corporation during the preceding year and a statement of the status of the strategic plan for the coming year. A copy of such annual report shall be attached to the minutes of the annual meeting; and
- (vi) Such other duties and responsibilities as from time-to-time may be delegated to him/her by the Chairperson or Members of the Governing Board;
- (vii) Carrying out the day-to-day operations of the Corporation; and
- (viii) In the absence of the CEO or in the event of his/her death, inability or refusal to act, the Governing Board will appoint an interim acting CEO. The interim CEO shall have all the powers of, and be subject to, all the restrictions upon the CEO.

ARTICLE XII

Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

On motion duly made, seconded, and carried, it was

RESOLVED, that the signing of these Bylaws by the Chairperson and Secretary of the Governing Board shall constitute full ratification thereof.

TREASURE COAST COMMUNITY HEALTH, INC.

By: Judi Miller
Name: Judi Miller
Its: Chairperson

By: Vera Smith
Name: Vera Smith
Its: Secretary

Date: 11-21-2024

AMENDMENTS ARE NOW INCLUDED IN THE BODY OF THE BYLAWS

EXHIBIT A

HISTORY OF BYLAWS

The initial Bylaws of TREASURE COAST COMMUNITY HEALTH, INC. were first adopted on the 4th day of October 2005. Amendments made subsequent to said date should be listed below.

AMENDMENTS

| CHANGE NUMBER | DATE OF ADOPTION | BY WHOM ADOPTED | SECTIONS AMENDED |
|---------------|------------------|-----------------|--|
| 1 | 09/27/2006 | Governing Board | 2.2.1, 3.2.1(i) a, 5.6 |
| 2 | 06/25/2008 | Governing Board | 3.31, 3.33, 3.34, 3.36(iii) |
| 3 | 07/29/2009 | Governing Board | 4.1, 4.23, 4.24, 4.29, 5.1, 5.2, 5.5, 5.8, 11.2(v) |
| 4 | 09/30/2009 | Governing Board | 11.2(vii) |
| 5 | 11/28/2009 | Governing Board | 5.1 |
| 6 | 03/31/2010 | Governing Board | 2.2.3, 3.1.1, 4.2.1, 4.2.2, 4.2.3, 4.2.4, 5.6, 4.2.4, 5.6 |
| 7 | 08/25/2010 | Governing Board | 2.4.1, 2.4.2, 2.4.3, 2.4.4, 2.5.3, 2.5.4, 3.2.1, 3.2.2, 3.3.7, 4.1, 4.2.5, 4.2.6 |
| 8 | 11/25/2010 | Governing Board | Revision and Updated Bylaws |
| 9 | 09 /15/2014 | Governing Board | Revision and Updated Bylaws |
| 10. | 09/26/2018 | Governing Board | Revision and Updated Bylaws |
| 11. | 07/30/2020 | Governing Board | Revision and Updated Bylaws |
| 12. | 04/26/2023 | Governing Board | Revision and Updated Bylaws |
| 13. | 02/28/2024 | Governing Board | Revision and Updated Bylaws |

