

**AMENDED AND RESTATED BYLAWS  
OF  
MARION COUNTY HOSPITAL DISTRICT**  
*A Florida Dependent District*

**ARTICLE I  
POWERS**

Except as limited by these Bylaws, the District shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by Chapter 2008-273 Laws of Florida 2008 as Amended. Such powers shall include, but not be limited to, the power to sue and be sued; to contract and be contracted with; to acquire, purchase, hold, lease, mortgage and convey such real and personal property as the Board may deem proper or expedient to carry out the purposes of the Corporation; and to fix the compensation of all Employed Staff.

**ARTICLE II  
OFFICES**

The District shall have and continuously maintain in the State a registered office and resident agent. The principal office shall be at 1121 SW 1<sup>st</sup> Avenue, Ocala, FL 34471.

**ARTICLE III  
BOARD OF DIRECTORS**

**SECTION 3.1. GENERAL POWERS.** All of the business and affairs of the District shall be governed by the Board in a manner consistent with these Bylaws and other applicable law. The Board may authorize one or more Board Committees to make recommendations to the Board on specific matters.

**SECTION 3.2. NUMBER, QUALIFICATIONS, ELECTION, AND TENURE.**

3.2. **Number.** The total number constituting the members of the Board shall be seven (7).

**SECTION 3.3. REGULAR MEETINGS.** An annual/monthly meeting of the Board shall be held in January each year for the purpose electing Directors and Officers, and for the transaction of such other business as may come before the meeting. The Board shall provide by resolution for the holding of additional regular meetings so that the Board shall meet at least twelve (12) times annually. The Board may by resolution prescribe the time and place for holding of regular meetings.

**SECTION 3.4. SPECIAL MEETINGS.** Special meetings of the Board may be called by or at the direction of the Board Chairman, the Vice Chairman, or the written request of a majority of the members of the Board, such meetings to be held at such time and place as shall be designated in the notice thereof.

**SECTION 3.5. NOTICE.** Except as otherwise provided herein, notice of the time and place of any meeting of the Board shall be published in writing at least seven days prior thereto. Any member of the Board may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by statute. Any written notice required by these Bylaws may be given via electronic means, including e-mail or facsimile transmission. Notices to all meetings shall be posted on the Hospital District's website and otherwise comply with the requirements of Florida's government in the Sunshine laws.

**SECTION 3.6. OPEN BOARD MEETINGS.** Notwithstanding anything to the contrary in these Bylaws, the District is committed to public involvement in and awareness of its affairs and in connection therewith agrees to conduct all of its Board meetings, both regular and special, in accordance with and subject to public notice and open meeting requirements of Florida Statute Chapter 119.

**SECTION 3.7. QUORUM.** Three (3) of said Board members shall constitute a quorum and a vote of at least three of said Board members shall be necessary for the transaction of any business at any regular or special meeting.

**SECTION 3.8. RESIGNATIONS.** Any member of the Board may resign from the Board at any time by giving written notice to the Board Chairman, Vice Chairman or the Secretary/Treasurer and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**SECTION 3.9. EXPENSE REIMBURSEMENT.** Members of the Board, as such, shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties.

**SECTION 3.10. MANNER OF VOTING.** Voting upon all matters coming before the Board shall be by voice vote, unless a vote by roll call shall be demanded by a Board member, in which case, the Secretary shall call the roll. The manner of voting of each member present shall be noted in the minutes. No less than three Board members shall be required to carry a motion. If, on any vote, a Board member, who is not present at a meeting, wishes to have his position on any question recorded in the minutes, such Board member may, by mail or otherwise, deliver in writing his position on the question and the same shall be noted in the minutes. Such absent Board member may not, however, be counted as being present for purposes of a quorum or determining whether or not a sufficient number of affirmative votes have been cast as required by Chapter 2008-273, Laws of Florida, 2008. Absent Board members may not vote.

**SECTION 3.11. MINUTES.** The Board shall cause true and accurate written minutes to be kept of all business transacted by the Board and its Committees and shall keep full, true and complete books of account. The minutes, records and books of account shall, at all reasonable

times, be open and subject to the inspection by residents of the Marion County Hospital District, as required by Section 5, Chapter 2008-273, Laws of Florida, 2008, and Chapter 119, Florida Statutes.

**SECTION 3.12. PROCEDURE.** The Board may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law.

#### **ARTICLE IV BOARD COMMITTEES**

The Board shall have the authority to establish such committees as may be needed from time to time as determined by the Board, including advisory committees of persons to consult with the Board on matters to be determined by the Board. The Chairman of the Board shall appoint the committee members and designate a Chairman of the committee at the annual monthly meeting in January, or as soon thereafter as may be convenient. Committees shall consist of at least three Board members and require at least three committee members to be present to constitute a quorum. Minutes of the Committee meetings shall be kept and maintained by the Hospital Board as required by law. If needed, the Chairman may create committees prior to the annual meeting. The chairman may also select non-board members to be committee members. Such non-board committee members can fully participate at committee meetings and may vote at said committee meetings.

#### **ARTICLE V OFFICERS AND EXECUTIVE DIRECTORS**

**SECTION 5.1. ELECTION.** The Officers of the Board shall include a Board Chairman, a Vice-Chairman and Secretary/Treasurer. All officers of the Board shall be elected each year by the Board at its annual monthly January meeting. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as may be convenient. Each officer of the Board shall be limited to two (2) one (1) year terms for each office. Each officer shall hold office from the date of such officer's election until the next annual monthly January meeting of the Board and until such officer's successor shall have been duly elected and qualified, unless such officer shall sooner resign or be removed.

**SECTION 5.2 VACANCIES.** Should any officer of the Board resign from office, the vacancy created in the office shall be filled pursuant to an election by the Board of another of its members to said office to serve until the next succeeding annual meeting of the Board. Should a vacancy in any office occur and the Board member discontinue Board membership, the vacancy of the Board shall first be filled by appointment in accordance with Section 3 (1), Chapter 2008-273, Laws of Florida, 2008, as Amended. Pending the appointment to fill the Board vacancy, the remaining Board members shall elect a member to serve temporarily in carrying out the duties of the vacated office. At the Board meeting following the appointment to fill the Board vacancy, the Board shall then elect one of its members to serve in said office until the next regular annual meeting, or as soon thereafter as may be convenient.

**SECTION 5.3. DUTIES.**

(a) The Chairman of the Board shall preside at all meetings of the Board and shall perform such other duties as may be set forth in the By-Laws and as are incident to the Chairman's office.

(b) The Vice-Chairman shall serve in the capacity of Chairman during the absence or disability of the Chairman and with equal power.

(c) The Treasurer shall ensure that complete books of account of financial affairs of the Board are kept as required by these By-Laws and that complete and detailed statements of these financial affairs are published and made available in accordance with Section 5 and Section 32, Chapter 2008-273, Laws of Florida, 2008. The office of Treasurer may be held by a person holding the office of Secretary.

(d) The Secretary shall be responsible for the proper issuance of notices of meetings of the Board as such notices are required by these By-Laws, shall maintain complete and accurate minutes of all proceedings of the Board, as required by Section 5, Chapter 2008, 273, Laws of Florida, 2008, shall attend to all correspondence of the Board and shall perform such other duties, functions and obligations as may be directed by the Board.

(e) Chair Pro Tem. In the absence of the Chairman or Vice Chairman or in the event of their inability to act at any meeting, the members of the Board present may select a Chair Pro Tem to issue warrants or checks and temporarily chair the meeting for which he is selected to chair.

**SECTION 5.4. EXECUTIVE DIRECTOR.** The Executive Director shall be the Chief Executive Officer of the District and have overall supervision of the business and affairs of the District. The Executive Director may sign, with the Secretary/Treasurer or any other Officer authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or, by these Bylaws or by statute, to the Chairman or other agent of the Board or District; and shall perform such other duties as may be prescribed by the Board from time to time. The Executive Director shall receive a salary as determined by the Board and may also serve as Executive Director of Munroe Regional Health System, Inc. at the direction of the Board.

**SECTION 5.5. BONDS OF OFFICERS.** The fidelity bonds for the Trustees shall also serve as fidelity bonds for any or all Board members, Officers and Committee members in such terms and with such surety or sureties, conditions, penalties or securities required by the Hospital District.

**ARTICLE VI  
MISCELLANEOUS**

**SECTION 6.1. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the District shall be signed by the Executive Director, Chairman of the Board, Treasurer or Chair Pro Tem.

**SECTION 6.2. DEPOSITORIES AND DISBURSEMENTS.** The funds of the Board shall be paid out only upon electronic transfers, warrants or checks signed by the Chairman, Vice Chairman, or by the Treasurer. The Chairman of the Board is authorized to sign checks for the District provided the checks are counter signed by the Treasurer. No warrants or checks shall be drawn or

issued against the funds of the Board except for a purpose authorized by Chapter 2008-273, Laws of Florida, 2008, as Amended, and no such warrant, check or electronic transfer against Board funds shall be drawn or issued until after the account or expenditure for which the warrant, check or electronic transfer to be given in payment has been ordered and approved by the Board; however, the Board may, by resolution, create special accounts for payroll, refunds, petty cash, and other such items as the Board may determine. Said resolutions shall designate some person to draw on such special accounts in advance of the approval of the Board.

**SECTION 6.3. GIFTS.** The Board may accept on behalf of the District any contribution, gift, bequest or devise for and consistent with the general purposes or for and consistent with any specific purpose of the District.

**SECTION 6.4. BOOKS AND RECORDS.** District shall keep correct and complete books and records of account and shall also keep records of the actions of the District, which records shall be open to inspection by the members of the Board and general public and kept in accordance with Section 5 and Section 32, Chapter 2008-273, Laws of Florida 2008.

**SECTION 6.5. FISCAL YEAR; ACCOUNTING ELECTION.** The fiscal year of and method of accounting for the District shall be as the Board shall at any time determine.

**SECTION 6.6. ANNUAL OPERATION REPORT.** The Executive Director shall cause an Annual Report to be submitted to the Board no later than 150 days after the close of each fiscal year of the District. Such Annual Report shall include, without limitation, the following identified elements:

6.6.1 The Organization Chart for the District's current fiscal year and a listing of those persons serving as: (i) members of the Board and Board Committees, and (ii) Officers of the Board and Administrative Officers; and

6.6.2 Such summary financial information as will present an accurate representation of the financial results of the District during the previous fiscal year.

**SECTION 6.7 ANNUAL FISCAL REPORT.** The Executive Director and Secretary/Treasurer shall verify and cause an annual report to be submitted to the Board after the close of each fiscal year of the District. Such annual fiscal report must conform to accounting principles generally accepted in the United States of America as promulgated by the American Institute of Certified Public Accountants and shall include, without limitation, the following identified elements concerning the District:

6.7.1 The assets and liabilities, including the trust funds, of the District as of the end of the fiscal year immediately preceding the date of the report.

6.7.2 The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

6.7.3 The revenue or receipts of the District, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the District.

6.7.4 The expenses or disbursements of the District, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the District.

**SECTION 6.8. LOANS.** No loans shall be made by the District to members of the Board, any Officer, employee or the Executive Director. The members of the Board who vote for or assent to the making of a loan or Officer participating in the making of such loan, shall be jointly and severally liable to the District for immediate repayment of the amount of such loan.

**SECTION 6.9. INDEMNIFICATION OF MEMBERS OF THE BOARD, OFFICERS AND OTHERS.** The District shall indemnify any member or the Board or Officer or former member of the Board or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred thereby in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such member of the Board or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought, and to the extent permitted by the provisions of the Dependent District Laws of the State. By order of the Board, the District may, under comparable terms and limitations, indemnify employees and agents of the District with respect to activities within the scope of their services as members of Board Committees, Officers or other officials of the District.

**SECTION 6.10. INSURANCE.** Nothing herein provided shall limit or otherwise affect the power of the District to purchase and maintain insurance on behalf of any person who is or was an Officer, member of the Board, employee or agent of the District or is or was serving at the request of the District, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the District would have the power or would be required to indemnify him against such liability under the provisions of these Bylaws or any applicable law. To the extent such insurance operates to protect any person against liability, the District's obligation to indemnify shall be deemed satisfied.


**SECTION 6.11. CONFLICTS OF INTEREST AND STANDARDS OF CONDUCT.** The Board, Committee members or Officers shall have a duty to disclose any personal conflicts to the Board. The Board shall review and investigate the conflict of interest. A conflict of interest may be grounds for removal from the Board or Committee in accordance with the Bylaws and/or the provisions of the governing documents of the District as is appropriate. The provisions of Section 112.313, *Florida Statutes* (2017), as the same may hereafter be amended are hereby adopted and where not inconsistent with Section 112.313, Fla. Stat. (2017), the District's policy on conflict of interest and disclosure of certain interests, for the purpose of dealing with conflicts of interest and standards of conduct shall be applicable to the Board and Officers of the District. The provisions of this section shall not prevent a physician Board member from rendering medical care to that Board member's patients within the premises of any hospital or health care facilities owned by the District in the regular course of practice of medicine.

**ARTICLE VII  
BYLAWS**

**SECTION 7.1. BYLAWS.** The Bylaws of the District may be altered, amended or repealed only by the vote of at least five (5) of the members of the Board; provided, however, that no section of these Bylaws may be added, amended, altered or repealed to affect the removal (as opposed to the resignation) of any Board member.

These Amended and Restated Bylaws Adopted this 27<sup>th</sup> day of March, 2017 to be effective March 27<sup>th</sup>, 2017.

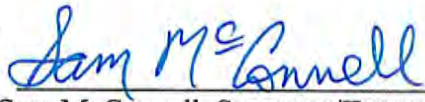
Dated this 27<sup>th</sup> day of March, 2017.

  
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Munroe Regional Health System, Inc.  
David Cope, Chairman

**SECRETARY/TREASURER'S CERTIFICATE**

*THIS IS TO CERTIFY* that the foregoing Amended and Restated Bylaws of MUNROE REGIONAL HEALTH SYSTEM, INC. have been duly adopted by the Board at the meeting held on March 27<sup>th</sup>, 2017.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of Corporation has signed this Certificate and affixed the seal of the Corporation hereon this 27<sup>th</sup> day of March, 2017.

  
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Sam McConnell, Secretary/Treasurer  
Munroe Regional Health System, Inc.