

Resolution FY21-19

Resolution Amending the Bylaws of the Board of Commissioners of the North Broward Hospital District Following the Board's Biennial Review

WHEREAS, Fla. Admin. Code. R. 59A-3.272 requires the Board of Commissioners (the "Board") of the North Broward Hospital District (the "District") to review its written bylaws, rules and regulations at least every two (2) years;

WHEREAS, on July 31, 2019, the Board ratified the Amended and Restated Bylaws of the North Broward Hospital District (the "Bylaws") and its accompanying Codified Resolutions of the Board of the North Broward Hospital District ("Codified Resolutions"), both as amended from time to time;

WHEREAS, consistent with Fla. Admin. Code. R. 59A-3.272 and para. 1 of Chapter 1 of the Codified Resolutions, the Board has conducted its biennial review of its Bylaws and Codified Resolutions;

WHEREAS, in accordance with para. 2 of Chapter 1 of the Codified Resolutions, the District's Office of the General Counsel has assisted the Board in its biennial review of the Bylaws and Codified Resolutions by reviewing any recent changes to Florida Law and by proposing amendments to the Board's Bylaws and Codified Resolutions consistent with best practices;

WHEREAS, art. VII.(a) of the Bylaws requires that proposed amendments to the Bylaws be presented in writing and delivered to all the sitting Commissioners at or prior to the regular Board meeting preceding the Board meeting at which the Board adopts any amendments to the Bylaws ("Amendment Notice");

WHEREAS, the Board has been provided the Amendment Notice prior to the Board's May 2021 meeting;

WHEREAS, art. VII.(a) of the Bylaws provides that the Bylaws may only be amended upon an affirmative vote of two-thirds (2/3) of the total number of Commissioners established under the District's enabling legislation in ch. 2006-347, Laws of Florida, as amended; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Bylaws and Codified Resolutions.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Bylaws are hereby amended as provided below. Words ~~stricken~~ are deletions; words underlined are additions.
2. The Board hereby amends art. I of the Bylaws to read as follows:

Article I. - Incorporation and Supersedence

The North Broward Hospital District (the "District") was established in 1951 by authority granted by the Florida Legislature under Ch. 27438, Laws of Florida, which was recodified in Ch. 2006-347, Laws of Florida, and subsequently amended in Ch. 2007-299, Laws of Florida (collectively, the "Charter"). No provision in these Amended and Restated Bylaws (these "Bylaws") shall be construed as conflicting with or exceeding the Charter, applicable provisions of the Florida Constitution, and applicable Florida laws, rules and regulations, as the same may be amended from time to time (collectively, "Florida Law"), nor shall any provision in these Bylaws be construed as conflicting with or exceeding applicable federal laws, rules and regulations. In the event of a conflict between these Bylaws and Florida Law, Florida Law shall govern and control as if fully set forth herein. These Bylaws, adopted effective as of July 31, 2019, supersede and replace (a) any Bylaws and amendments thereto previously adopted by the Board of Commissioners of the North Broward Hospital District (the "Board") and (b) any resolutions adopted by the Board that conflict with these Bylaws. Unless otherwise explicitly stated, any mention of "majority vote," "affirmative vote," or the like in these Bylaws or the Codified Resolutions shall mean a vote of the majority of Commissioners or committee members in attendance following the establishment of a quorum in accordance with Florida Law. Any mention of "present members," "members present," "in attendance" or the like shall mean those Commissioners, committee members, or others in attendance and participating either in person or via communications media technology.

3. The Board hereby amends subsections (b) and (c) of art. III, s. 1 of the Bylaws to read as follows:

1. **Quorum**

(b) **Board Committee Meetings.** A quorum to hold and conduct a Board committee meeting shall consist of a majority of the total number of Board committee members; provided, however, that in the event a Board committee is established with a membership of only two (2) committee members, a quorum ~~for a Board committee meeting shall be no fewer than two (2) both~~ committee members.

(c) **Participation Through Communications Technology.** Any Commissioner and member of a Board committee who is not a Commissioner may attend, participate and vote in any regular or special meeting provided for herein by use of ~~telephone conference or video conference~~ communications media technology; provided, that, a quorum is established in accordance with Florida Law. All communications by the participating Commissioners and Board committee members via communications media technology must be fully audible to the public at the noticed meeting place ~~where the quorum is physically present~~. Nothing herein shall be construed as permitting a Commissioner or a member of a Board committee who is not a Commissioner to vote by proxy.

4. The Board hereby amends subsection (b) of art. III, s. 4 of the Bylaws to read as follows:

4. **Meeting Agendas.** An agenda shall be prepared for each Board and Board committee meeting and, in all such cases, provide a period during which the public may be heard, unless otherwise exempt from such requirements under Florida Law.

(b) **Process for Adding Agenda Items.** The Board, via a resolution, shall adopt ~~a uniform administrative~~ an agenda process for bringing items to the Board or any of its committees.

5. The Board hereby amends art. VI. of the Bylaws to read as follows:

Article VI. – Codified Resolutions of the Board of the North Broward Hospital District

~~Any~~ Except for resolutions containing a sunset and/or contingent-expiration clause, any resolutions resolution adopted by the Board pursuant to these Bylaws which concerns policy, directives, procedure, board governance, administrative matters, or any other matters of significance as determined by the General Counsel shall be codified and organized by the CEO, or his or her designee, in the Codified Resolutions as established by the Board. All resolutions codified in the Codified Resolutions shall be organized in a logical structure established by the Board through resolution. The Codified Resolutions shall be promptly posted online with public access. All such Codified Resolutions shall be promptly updated as needed to reflect any changes to such resolutions. Nothing herein shall be construed as prohibiting a resolution to take immediate effect or effect at a date certain if such resolution is not yet codified in the Codified Resolutions.

6. The Board hereby amends subsection (a) of art. VII. of the Bylaws to read as follows:

(a) **Amendments.** These Bylaws may be amended from time to time by the Board upon an affirmative vote of a two-thirds (2/3) of the total number of Commissioners established under the Charter at any regular or special Board meeting; provided, however, that any proposed amendments shall be presented in writing and delivered to each Commissioner at or prior to the regular meeting of the Board the month preceding the regular or special meeting at which the amendment is adopted (an "Amendment Notice"). Notwithstanding the foregoing, the attendance of a Commissioner at a meeting constitutes a waiver of such Amendment Notice and of any and all objections to the place, time, or manner of calling or convening the meeting, unless the Commissioner states, at the beginning of or promptly upon arrival at the meeting, any objection to the consideration of amendments to these Bylaws on the grounds that the meeting is not called or convened in accordance with these Bylaws. ~~Notwithstanding the foregoing, nothing~~ Nothing herein shall be construed as a prohibition on the Board to modify, amend, or make changes to a proposed amendment to the Bylaws and immediately adopt such an amendment with the modifications or changes; provided, that the Amendment Notice procedure is properly followed and no additional amendments outside the subject

matter of the Amendment Notice are proposed. Any Commissioner and any Direct Board Report may recommend to the Board amendments to these Bylaws.

7. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED via two-thirds (2/3) affirmative vote of the seven (7) sitting Commissioners this ___ day of June, 2021.

Time Adopted _____ PM