

Resolution FY 23-06

Resolution Amending the Bylaws and Modifying the Composition of the Board of Directors of Broward Health ACO Services, Inc.

WHEREAS, the North Broward Hospital District (the “District”) is a special taxing district of the State of Florida established for the health care needs of the residents of the District and is authorized and empowered to maintain hospitals and supportive facilities for the care and treatment of the people of said District, as well as establish subsidiary and affiliate organizations which foster the administration of such services;

WHEREAS, the District is governed by the seven-member Board of Commissioners of North Broward Hospital District (the “Board”) who are all appointed by the Governor of the State of Florida;

WHEREAS, the District established Broward Health ACO Services, Inc. (“ACO”) as a Florida not-for-profit corporation duly organized pursuant to the Florida Not For Profit Corporation Act, § 617.01011, *et seq.*, Florida Statutes;

WHEREAS, the Amended and Restated Articles of Incorporation of Broward Health ACO Services, Inc. (“Articles of Incorporation”), establishes the ACO and provides that the District is the sole member of the ACO;

WHEREAS, Art. VII of the Articles of Incorporation and Art. IX of the Amended and Restated Bylaws of Broward Health ACO Services, Inc., effective as of September 25, 2019, (the “Bylaws”), as subsequently amended, reserve to the District the sole power to make any alterations or amendments to the Bylaws;

WHEREAS, the District wishes to amend certain provisions of the Bylaws as set forth herein;

WHEREAS, the ACO is governed by a Board of Directors, the appointment and removal of whose Directors is reserved to the District pursuant to Art. V of the Articles of Incorporation and Section 3(a) and Section 5 of Art. III of the Bylaws;

WHEREAS, the District wishes to remove a Director from and appoint two new Directors to the ACO’s Board of Directors; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

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

1. The Bylaws are hereby amended as provided below. Except with respect to section titles and certain officer titles, words ~~stricken~~ are deletions and words underlined are additions.
2. Art. III, s. 3. of the Bylaws is hereby amended to read as follows:

Section 3. Number, Appointment & Resignation.

- (a) The Board of Directors shall consist of not less than five (5) but not more than nine (9) Directors. The number of Directors of the Corporation shall be fixed from time to time, within any limits set forth in the Articles of Incorporation, by ~~resolution of the Member.~~ ~~Any decrease in the number of Directors shall not shorten the term of an incumbent Director.~~ Directors shall be appointed by the Member from time to time as the needs of the Corporation may require. Each Director appointed shall hold office until his or her successor is duly appointed and qualified or until his or her resignation or removal. In the absence of an express determination by the Member, the number of Directors, until changed by the Member, shall be the total number of Directors appointed last fixed by the Member ~~during the preceding annual period.~~ The President/CEO of the North Broward Hospital District, or his or her designee, is authorized to act on behalf of the Member to appoint Directors and to fix the number of Directors within any limits set forth in the Articles of Incorporation.
- (b) A Director may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Member may fill the pending vacancy, pursuant to Article III, Section 4 below, effective at the effective time of the resignation.

3. Art. III, s. 4. of the Bylaws is hereby amended to read as follows:

Section 4. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled by appointment by the Member. ~~A Director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office. Any Director position to be filled by reason of an increase in the number of Directors may be filled by appointment by the Member, but only for a term of office continuing until the next appointment of Directors.~~ The President/CEO of the North Broward Hospital District, or his or her designee, is authorized to act on behalf of the Member to fill by appointment a vacancy occurring in the Board of Directors.

4. Art. III, s. 5. of the Bylaws is hereby amended to read as follows:

Section 5. Removal of Directors. A Director may be removed by the Member with or without cause. The President/CEO of the North Broward Hospital District, or his or her designee, is authorized to act on behalf of the Member to remove a Director with or without cause.

5. In accordance with Art. V of the Articles of Incorporation and Art. III, s. 5 of the Bylaws, the Board hereby removes Keith Foster, M.D. from his role as a Director of the Board of Directors of the ACO.
6. In accordance with Art. V of the Articles of Incorporation and Art. III, s. 3(a) of the Bylaws, the Board hereby appoints James Roach, D.O. and Maxine Hamilton, M.D. to hold office and serve as Directors of the Board of Directors of the ACO.

7. The number of Directors on the ACO Board of Directors is hereby fixed at eight (8).
8. As a result of the foregoing removal and appointment, the Board of Directors of the ACO therefore now consists of the following eight (8) individuals:

Jon Albee
Aldo Calvo, D.O.
Jerry Capote, M.D.
Husman Khan, M.D.
Joshua Lenchus, D.O.
Avinash Persad, M.D.
James Roach, D.O.
Maxine Hamilton, M.D.

9. This resolution is effective immediately upon its ratification by the Board.
10. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this [REDACTED] day of February, 2023.

Time Adopted [REDACTED] PM