
BYLAWS
OF
LEE HEALTH SYSTEM, INC.

[Date]

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THESE BYLAWS (“Bylaws”) shall regulate the business and affairs of Lee Health System, Inc., a Florida not-for-profit corporation (the “Corporation”), subject to the provisions of the Corporation’s Articles of Incorporation filed with the Florida Secretary of State, as further amended, or amended and restated from time to time (the “Articles”) and any applicable provision of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, as amended, or the corresponding provisions of any future Florida not for profit corporation act (the “Act”).

ARTICLE 1

OFFICES; ADDRESSES

1.1 **Principal Office and Mailing Address.** The principal office and mailing address of the Corporation in the State of Florida shall be located at 4211 Metro Parkway, Fort Myers, Florida 33916, provided that such address may be changed from time to time by the Board of Directors (the “Board”). The Corporation may have such other offices, either within or without the State of Florida, as the Board may determine or as the affairs of the Corporation may from time to time require.

1.2 **Registered Office.** The Corporation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office is located in such registered office. The street address of the registered office is 4211 Metro Parkway, Fort Myers, Florida 33916, and the name of the registered agent of the Corporation at that address is [**Registered Agent Name**]. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board.

ARTICLE 2

PURPOSES; MISSION; MEMBERS

2.1 **Purposes.** The Corporation is organized for the purposes described in the Articles. The property of the Corporation is irrevocably dedicated to charitable purposes. The Corporation is organized and shall be administered and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the “Code”).

2.2 **Mission Statement.** The Board may adopt a mission statement reflecting the mission and purposes of the Corporation. Any such mission statement shall be periodically reviewed by the Board and may be revised without revision to these Bylaws. The Board may also adopt a vision and values for the Corporation consistent with the mission and purposes of the Corporation.

2.3 **Members.** The Corporation has no members.

ARTICLE 3

BOARD OF DIRECTORS

3.1 **Powers.** The Board shall function as the governing body of the Corporation and each of its hospitals and other healthcare facilities and shall have all powers required by applicable law, including but not limited to the powers enumerated in 42 CFR § 482.12. Except as may otherwise be provided by law, the Act, the Articles, or these Bylaws, the policies of the Corporation shall be determined, and its business and affairs shall be supervised, managed, and controlled by its Board, which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, including, without limitation, the power to implement the Corporation's strategic plans and its capital and operating budgets. The Board shall establish policy and provide for institutional management of and planning for the Corporation and its hospitals and other healthcare facilities. The Board shall implement mechanisms, including quality assessment and improvement functions, to promote patient care and safety. The Board shall develop a mechanism to periodically review and evaluate the performance of the Board as a group and of its directors (the "Directors") individually. Except as prohibited by the Articles, these Bylaws, the Act, or applicable law, the Board may delegate any of the powers and duties herein granted, provided no such delegation shall prevent the Board from exercising its authority and powers to conduct the business of the Corporation and the Board shall retain the right to rescind any such delegation. The Directors shall act only as a Board, and individual directors shall have no power as such.

3.2 **Number.** The initial number of Directors of the Corporation shall be three (3), inclusive of ex-officio Directors. The Board shall consist of not less than three (3) and no more than fifteen (15) Directors. The number of Directors may be increased from time to time by a resolution of the Board. The President/Chief Executive Officer of the Corporation as identified herein shall be an ex-officio voting member of the Board.

3.3 **Election of Directors.** The three (3) initial Directors, inclusive of the ex-officio Directors, were appointed to the Board by the incorporator of the Corporation. Following appointment of the initial Directors as set forth herein, Directors other than ex-officio Directors shall be elected from time to time in accordance with these Bylaws by majority vote of the Directors then serving on the Board. Such election normally shall be made at the annual meeting of the Board, or in the case of vacancies, at any other meeting of the Board called for such purposes. Notice of any other meeting for such purpose shall be given in accordance with Section 3.13 hereof; provided, however, that notice of any such meeting shall specify that the purpose of the meeting is the election of one (1) or more Directors. Such newly elected Director's term shall take effect at the time designated by the Board.

3.4 **Composition of Board.** The ultimate goal is for the Corporation to be governed by a Board that is competency based and that utilizes industry best practices. In attainment, maintenance, and furtherance of this goal, Directors other than ex-officio Directors will be selected with the goals of (i) obtaining a broad range of competencies, skills, and experience relevant to the governance of a large healthcare system and (ii) ensuring broad representation from the region, employer, and patient communities served by the Corporation.

3.5 **Qualifications.** Notwithstanding anything to the contrary in these Bylaws and in addition to the requirements set forth in the Act and such other requirements as shall be determined from time to time by the Board, each Director must be an individual of legal age of majority in Florida. No person shall be eligible to serve as a Director who has been convicted of a felony or any crime involving moral turpitude or who has been excluded from participation in Medicare, Medicaid, or any other governmental reimbursement program. No immediate relative of a Director shall serve at the same time on the Board (for purposes of these Bylaws, immediate relatives include a spouse, sibling, parent, and child whether by blood, adoption, or marriage). Directors must exhibit the desire, time, interest, and ability to support the Corporation and shall be selected based upon interest in and loyalty to the objectives, purposes, and mission of the Corporation as set forth in the Article and these Bylaws.

3.6 **Term of Office.** Each initial Director other than ex-officio Directors shall serve until the first annual meeting of the Board following the expiration of their term or until her or his successor has been elected and qualified or until such Director's earlier resignation, removal from office, or death. With the exception of the initial Directors and as otherwise set forth in this Section and subject to the provisions of Section 3.8, each Director other than ex-officio Directors shall serve for a term of three (3) years following the date of election, and may continuously serve for up to three (3) consecutive terms (i.e., up to nine (9) consecutive years). Notwithstanding the foregoing, after one (1) year of not being a Director, a person may be re-elected to serve as a Director, and the preceding term limitation shall begin to apply again. Further, the initial terms of Directors other than ex-officio Directors shall be one (1), two (2), or three (3) years such that the three-year terms of succeeding Directors will be staggered. If the Board is expanded, a Director filling a new position on the Board may be appointed or elected to a term of less than three (3) years to maintain balance of staggered terms within the Board. Each Director other than ex-officio Directors shall hold office until his or her successor is duly elected and duly qualified or until the Director is removed or voluntarily resigns pursuant to these Bylaws or until such Director's death.

3.7 **Vacancies.** Vacancies on the Board shall be deemed to exist in the event of the death, resignation, or removal of a Director other than ex-officio Directors or in the event of an increase in the number of Directors other than ex-officio Directors, and such vacancies shall be filled by a majority vote of the Board. Directors elected to fill a vacancy shall hold office for the remaining portion of the term of the Director whose death, resignation, or removal caused the vacancy or, in the case of an increase in the number of Directors, an elected director shall hold office until the annual meeting of Directors next following such increase or until a successor director is elected and qualified, whichever occurs first.

3.8 **Removal of Directors.** Directors other than ex-officio Directors may be removed from office at any time, with or without cause, upon a two-thirds majority vote of all of the Board excluding the Director subject to the removal action. Any such removal shall take effect at the time designated by the Board in accordance with the provisions of this paragraph.

3.9 **Resignation.** Any Director may resign at any time by notifying the Chair or the Secretary in writing. Such resignation shall take effect at the time therein specified. The acceptance of such resignation shall not be necessary to make it effective. In the event that a Director has tendered his or her resignation that is to become effective at a later date, such Board member shall not be included in the vote to fill the vacancy.

3.10 **Successor Directors.** From time to time, the Board may appoint a slate of proposed directors that shall succeed the Directors in the event that, for any reason, there ceases to be any existing Directors then serving the Corporation. In such event, the slate of proposed directors shall be deemed to be elected to the Board as replacements for those Directors whose seats are vacant and the Board size shall automatically be expanded by the number of proposed directors in excess of the previous size of the Board, and all other provisions of these Bylaws, the Articles, and the Act shall immediately apply to such newly elected Directors.

3.11 **Annual Meeting.** A regular annual meeting of the Board shall be held at such place and time as shall be determined by the Board and designated in the notice or waiver of notice of the meeting. Notwithstanding the preceding sentence, the regular annual meeting of the Board shall be held in the State of Florida unless otherwise agreed by all Directors acting at the time of a notice of such meeting.

3.12 **Regular and Special Meetings.** The Board may provide by resolution the time and place, either within or without the State of Florida, for the holding of regular meetings, other than the annual meeting, of the Board without other notice than such resolution. Any two (2) Directors may call a special meeting of the Board. Such meetings shall be held at such time and place, and for such purposes, as may be designated in the notice of meeting by the person or persons calling the meeting. Notwithstanding the three preceding sentences, any regular or special meeting of the Board shall be held in the State of Florida unless otherwise agreed by all Directors acting at the time of a notice or resolution of such meeting. Any or all Directors may participate in a regular or special meeting (including the annual meeting) by, or the meeting may be conducted through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting for all purposes of these Bylaws.

3.13 **Notice.** Written notice of the date, time, and place of a meeting of the Board shall be given at least three (3) days prior to the date set for such meeting. Such notice shall be given in one of the following manners: personally, by mail, by electronic mail, by private carrier, by facsimile, or by such other manner as permitted by the Act. Such notice shall be given by the Secretary or by the person or one of the persons authorized to call Board meetings. If such written notice is mailed and correctly addressed to the Director's address shown in the Corporation's current records, the notice shall be deemed to have been given to the Director at the time of mailing. If such written notice is sent by private carrier or by United States mail, postage prepaid and by registered or certified mail, return receipt requested, the notice shall be deemed to have been given to the Director on the date shown on the return receipt. If such notice is sent by electronic mail, notice shall be deemed to have been given to the Director on the date the electronic mail was sent. Otherwise, notice is effective when received by the Director. Notice of any Board meeting may be waived by any Director before or after the date and time of the meeting. Such waiver must be in writing, must be signed by the Director, and must be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of a Director at a meeting of the Board shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because 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 specifically required by law or by these Bylaws.

3.14 **Quorum and Participation.** A majority of the Directors in office, present in person or by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board, but a smaller number may adjourn any such meeting to a later date. At least five (5) days' notice of such adjourned meeting shall be given in the manner provided in this Article 3 to each Director who was not present at such meeting unless such Directors shall waive notice thereof. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Board shall be promptly furnished a copy of the minutes of the meetings of the Board. At least five (5) days' notice of such adjourned meeting shall be given in the manner provided in this Article 3 to each Director who was not present at such meeting unless such Directors shall waive notice thereof.

3.15 **Attendance.** The Board, by resolution adopted by the Board, shall establish requirements for attendance of Directors at meetings of the Board and of their respective assigned committees. In the event a Director shall fail without just cause to satisfy these requirements, such Director may be removed by the Board in accordance with the terms and provisions of these Bylaws.

3.16 **Action by Majority Vote.** Except as otherwise expressly required by law or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

3.17 **Action by Directors Without a Meeting.** Any action which may or must be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

3.18 **Affirmative Duty to Disclose.** In discharging Board or committee duties, a Director must disclose, or cause to be disclosed, to the other Board or committee members information not already known by the other Board or committee members but known by the Director to be material to the discharge of the Board's or committee's decision-making or oversight functions; provided, however, that disclosure is not required to the extent that the Director reasonably believes that doing so would violate a duty imposed by law, a legally enforceable obligation or confidentiality, or a professional ethics rule.

3.19 **Advisors to the Corporation.** The Board may elect or appoint any person or persons to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation and to create one or more non-voting advisory committees to provide advice and wisdom to the Board.

3.20 **Compensation.** The Corporation may pay reasonable compensation to the Directors in such amounts as may be fixed from time to time by the Board for services actually rendered as Directors in accordance with these Bylaws, the Code, the Act, or any policy that shall be adopted from time to time by the Board to govern such compensation. In addition, by resolution of the Board, Directors may be reimbursed for reasonable expenses incurred on behalf of the

Corporation and expenses, if any, of attendance at a meeting of the Board or other function at the request of the Board. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director. The Corporation shall make no payment that would constitute “self-dealing” as defined in Section 4941 of the Code, or that would result in an “excess benefit transaction” as defined in Section 4958 of the Code, as applicable pursuant to the exempt status of the Corporation.

3.21 **Conflicts of Interest.** The Directors shall be subject to and follow the rules and procedures set forth in the Corporation’s Conflict of Interest Policy.

3.22 **Directors Not Trustees.** A Director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limitation property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE 4

OFFICERS

4.1 **Officers.** The officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, a Secretary, a President/Chief Executive Officer and other such officers as the Board shall determine from time to time to be necessary, each to have such duties or functions as are provided in these Bylaws or as the Board may from time to time determine. Any two (2) or more offices, except those of President/Chief Executive Officer and Secretary, may be held by the same person, provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers.

4.2 **Term.** The officers of the Corporation shall be elected at the annual meeting of the Board. The term of office of each officer (including any officer who may occupy an additional office created by the Board) shall be one year or until his or her successor is elected and has qualified, except in the event of their earlier death, resignation or removal.

4.3 **Removal.** Any officer elected or appointed by the Board may be removed, either with or without cause, by resolution passed by the Board at any regular or special meeting, but only by a majority vote of all the Directors then in office.

4.4 **Resignations.** Any officer elected or appointed by the Board may resign at any time, orally or in writing, by notifying the Board. Such resignation shall take effect at the time therein specified and the acceptance of such resignation shall not be necessary to make it effective.

4.5 **Vacancies.** A vacancy in any office caused by death, resignation, removal, disqualification or other cause may be filled for the unexpired portion of the term by the Board at any regular or special meeting.

4.6 **Chair.** The Chair shall preside over all meetings of the Board. Unless otherwise specified in these Bylaws, the Chair shall be a non-voting, ex-officio member of all committees of the Corporation. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed in these Bylaws or by the Board from time to time.

4.7 **Vice Chair.** The Vice Chair shall perform such duties incident to the office of Vice Chair and such other duties as may be prescribed by the Chair and/or the Board from time to time. In the absence of the Chair or in the event of the Chair's disability, inability, or refusal to act, the Vice Chair shall perform the duties of the Chair with the full powers of, and subject to the reservations upon, the Chair.

4.8 **Treasurer.** The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the members of the Board, and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the Board.

4.9 **Secretary.** The Secretary shall provide for the keeping of the minutes of the proceedings of the Board and committees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation; see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the Corporation under its seal; keep a register of the post office address of each member of the Board, which address shall be furnished to the Secretary by each Director; and in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Chair or by the Board. The Secretary may delegate these duties to the President/Chief Executive Officer or to any of the Corporation's employees when, in the Secretary's discretion, he or she deems it advisable that the same be done and does so in writing and with Board approval.

4.10 **President/Chief Executive Officer.** The President/Chief Executive Officer shall be the chief executive officer of the Corporation and shall have the necessary authority and be held responsible for the general supervision of the affairs and administration of the Corporation in all its activities and departments, subject to the provisions of these Bylaws and such policies as may be adopted or issued by the Board or by any of its committees to which the Board has delegated power for such action. The President may sign and execute all authorized bonds, contracts, and other obligations in the name of the Corporation. The President/Chief Executive Officer shall perform such other duties as may, from time to time, be assigned to him or her by the Board. In addition, the authority and duties of the Chief Executive Officer shall include, without limitation:

(a) Carrying out all policies established by the Board and formulating and enforcing all rules and regulations necessary and desirable for the proper conduct of the Corporation;

(b) Selecting, employing, controlling, and discharging all employees except those employed officers of the Corporation which are appointed by the Board as set forth herein, and developing and maintaining personnel policies and practices for the Corporation;

(c) Making and executing all contracts pertaining to the ordinary affairs and operations of the Corporation, except as to the execution of those contracts specifically reserved to the Board;

(d) Supervising all business affairs, and ensuring that all funds are collected and expended to the best possible advantage of the Corporation;

(e) Working with the Medical Staff and with all those concerned with the rendering of professional services so the best possible care may be rendered to all the patients of the Corporation;

(f) Serving as the liaison officer and channel of communications between the Board or any employees and other organizations working on behalf of the Corporation;

(g) Attending all meetings of the Board in his or her role as an ex-officio, voting member of the Board; and

(h) Performing any other duty that may be necessary in the best interest of the Corporation or that the Board shall require.

4.11 **Qualifications.** Notwithstanding anything to the contrary in these Bylaws and in addition to the requirements set forth in the Act and such other requirements as shall be determined from time to time by the Board, each officer must be of legal age of majority in Florida.

4.12 **Compensation of Officers.** Officers of the Corporation may receive reasonable compensation for their service as officers and employees of the Corporation and shall be reimbursed for reasonable expenditures incurred in discharge of their duties. Compensation shall be approved by the Board, or any committee thereof to which such authority has been delegated, in accordance with these Bylaws, the Code, the Act, or any policy that shall be adopted from time to time by the Board to govern such compensation.

4.13 **Affirmative Duty to Disclose.** Officers must inform superiors or the Board about information concerning the Corporation that is material to such superiors or the Board. Officers must also inform superiors or the Board about material violations of the law that have occurred or are likely to occur.

4.14 **Conflicts of Interest.** The Officers shall be subject to and follow the rules and procedures set forth in the Corporation's Conflict of Interest Policy.

ARTICLE 5

COMMITTEES

5.1 **Establishment of Committees.** From time to time, the Board, by resolution adopted by a majority of the Directors, may establish or dissolve any number of committees to assist and advise the Board in the management of the Corporation, except that the Standing Committees set forth herein shall be established and appointed by the Board subject only to dissolution through amendment of these Bylaws in accordance with the procedures herein for amendment of the same. A committee shall limit its activities to the task or tasks for which the committee is organized and will have only such authority and responsibility as specifically conferred upon it by the Board. Each committee shall report any action taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. Any member of a committee with board-delegated powers shall be subject to and follow the Corporation's Conflict of Interest Policy. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. The rules

promulgated by these Bylaws with respect to meetings of the Board, notice, quorums, voting, and other procedures at such meetings shall be applicable to meetings of committees of the Board.

5.2 **Standing Committees.** The Standing Committees shall be those named in this section. The Board shall approve the establishment and appointment of the Standing Committees as set forth herein. The Standing Committees shall have and may exercise all of the powers provided by these Bylaws and shall prepare a Charter outlining the Standing Committee's purpose, Membership, Duties, and Meetings, which Charter shall be consistent with these Bylaws and approved by the Board and shall be reviewed annually (as needed) by the Executive Committee or other responsible committee, unless otherwise expressly stated in the Committee Charter. Standing Committees shall become thoroughly informed of their duties, shall give careful consideration to matter of policy and are expected and empowered to make recommendations to the Executive Committee and directly to the Board. All Standing Committees shall report directly to the Board unless otherwise indicated in their respective Charters. Amendments to Committee Charters may be initiated by the respective Committee, the Executive Committee, or the Board of Directors. All Charter amendments, except those initiated by the Board, shall require the approval of the Board or the Executive Committee to be effective. The Charters are given the full force and effect of these Bylaws and are expressly incorporated herein. However, in the case of any conflict between a Standing Committee's Charter and language otherwise contained in these Bylaws, the language otherwise contained in these Bylaws shall control.

(a) **Executive Committee.** The purpose of the Executive Committee is to transact all business of the Board during the period between meetings of the Board, subject to any limitations imposed by the Board or these Bylaws. The Executive Committee shall be comprised of (a) the Corporation's (i) Chair, (ii) Vice Chair, (iii) Secretary, (iv) Treasurer, and (v) President/Chief Executive Officer and (b) such other persons as may be determined by the Board from time to time. The chairperson of the Executive Committee shall be the Chair. The Executive Committee shall have and may exercise the authority of the Board in the management, supervision and affairs of the Corporation when the Board is not in session, except the Executive Committee shall have no authority or power to (i) amend these Bylaws or the Charter; (ii) adopt a plan of merger or consolidation; (iii) sell, lease, exchange or otherwise dispose of all or substantially all of the assets of the Corporation; (iv) voluntarily dissolve or revoke a voluntary dissolution of the Corporation; or (v) to formulate Corporation policy, which shall be the province of the Board. The Executive Committee shall meet as often as necessary and shall make a report of its actions to the Board in person or by mail, fax or electronic mail.

(b) **Governance Committee.** The purpose of the Governance Committee is to assist the Board with ensuring the Board is fulfilling its responsibilities under the Articles and Mission Agreement through a structure, practices, and documents that support a well-functioning, efficient, and effective Board.

(c) **Audit and Compliance Committee.** The purpose of the Audit and Compliance Committee is to assist the Board in its responsibility for oversight of the Corporation's accounting and financial reporting processes, audits of financial statements and internal controls, audit functions and the Corporation's compliance with legal and regulatory requirements.

(d) **Quality, Safety and Patient Experience Committee.** The purpose of the Quality, Safety and Patient Experience Committee is to assist the Board in its responsibility for oversight of the Corporation's clinical quality and patient safety and experience strategy and performance to support achievement of the Corporation's mission, vision, and strategic goals.

(e) **Finance and Investment Committee.** The purpose of the Finance and Investment Committee is to assist the Board in its responsibility for the oversight of the Corporation's financial strategy and performance to support achievement of the Corporation's mission, vision, and strategic goals.

(f) **Community Health Improvement Committee.** The purpose of the Community Health Improvement Committee is to assist the Board in carrying out its Corporate purpose to improve the physical, spiritual, emotional, and mental health of the populations the Corporation serves.

(g) **Compensation and Performance Review Committee.** The purpose of the Compensation and Performance Review Committee is to assist the Board in its responsibilities relating to: compensation, benefits and performance review of the employees of the Corporation; oversight of the Corporation's compensation philosophy and practices and benefit programs; and oversight of the Company leadership development and succession plans for the President/Chief Executive Officer and members of the senior leadership team.

5.3 **Appointment to Committees.** The Chair shall annually appoint the Members and the Chairs of such Standing Committees of the Board of Directors as are provided for in these Bylaws and such other committees of the Board as are created, and the Chair of the Board shall fill vacancies on such Standing and other Board committees. The Chair of the Board may remove Members or Chairs of Committees at any time. The Chair of the Board shall name replacement Members or Chairs of Committees as soon as practical after a vacancy occurs.

5.4 **Number and Term of Office of Members.** Unless otherwise specified in these Bylaws, Members of any such committee shall be comprised of at least two (2) Directors but, in addition, may include individuals who are not Directors; provided, however, that a majority of any such committee shall be comprised of individuals who are also currently serving as Directors. Each member of a committee shall continue to serve until the next annual meeting of the Board or until his or her successor is appointed, whichever occurs later; unless the committee shall be sooner terminated, or such member is removed from such committee, or such member shall cease to qualify as a member thereof.

ARTICLE 6

MEDICAL STAFF

6.1 **Medical Staff.** The Board shall cause to be created a Medical Staff organization, to be known as the "Medical Staff", for the Corporation, whose membership shall be comprised of those physicians, dentists, podiatrists, and other licensed health care providers who are permitted such membership and/or ability to exercise clinical privileges pursuant to the Medical Staff Bylaws (each a "Practitioner" and collectively "Practitioners").

6.2 **Purpose.** The Medical Staff is responsible for the quality of medical care provided to patients by the Corporation's hospitals (each a "Hospital" and collectively "Hospitals"). In undertaking this fundamental purpose, the Medical Staff examines and makes recommendations regarding the credentials of all eligible applicants and reapplicants for Medical Staff membership and/or clinical privileges (as applicable) at each Hospital, engages in ongoing and focused performance review of Practitioners, and when appropriate recommends or takes (as applicable) corrective action in relation to Practitioners. In undertaking these responsibilities, the Medical Staff is at all times accountable to the Board.

6.3 **Medical Staff Bylaws/Processes.** The Medical Staff shall be constituted, organized and governed as set forth in Medical Staff Bylaws, as well as any related Rules and Regulations (collectively "Medical Staff Bylaws"). The Medical Staff is responsible for the development, adoption and (minimally) triennial review of the Medical Staff Bylaws. The Medical Staff Bylaws and any amendments thereto are at all times subject to, and shall only be effective upon, Board review and approval. The Medical Staff Bylaws shall state the purposes, functions, and organization of the Medical Staff, those Medical Staff categories that are approved by the Board, and shall set forth the procedures by which the Medical Staff exercises and accounts for its delegated authority and responsibilities. These processes shall include, but not be limited to, the process for Practitioner credentialing and recredentialing, the process for Medical Staff investigation and corrective action, and the process for Medical Staff hearings and appeals. The Medical Staff Bylaws shall additionally ensure compliance with those laws, regulations, and accreditation standards applicable to the Medical Staff and its requisite functions. In the event of a conflict among the Board Bylaws and the Medical Staff Bylaws, the Board Bylaws shall take priority and control. Neither the Board nor the Medical Staff may unilaterally amend the Medical Staff Bylaws. However, and notwithstanding the foregoing, the Board may provisionally amend the Medical Staff Bylaws, subject to subsequent Medical Staff review and approval, if such amendment is strictly required for legal compliance and/or government payor compliance, time will not reasonably permit the traditional amendment process set forth in the Medical Staff Bylaws, and the failure to promptly incorporate such amendment will be detrimental to a Hospital or Hospitals.

6.4 **Delegation to the Medical Staff.** Consistent with the foregoing, the Board shall delegate to the Medical Staff the responsibility and authority to investigate and evaluate all matters relating to applications and reapplications for Medical Staff membership and/or clinical privileges (as applicable) and corrective action, and shall require that the Medical Staff adopt and forward to the Board its specific written recommendations with appropriate supporting documentation that will allow the Board to take informed action; provided, however, the Board shall retain sole responsibility for evaluating and acting on economic conflicts of interest or potential conflicts of interest between the Corporation's hospitals and other healthcare facilities and the members or potential members of the Medical Staff. Final action on all matters relating to Medical Staff membership status, clinical privileges, and corrective action shall be taken by the Board after considering the Medical Staff's recommendations, provided that the Board may act in its discretion if the Medical Staff fails to adopt and submit any such recommendation within the time periods set forth in the Medical Staff Bylaws. Such action by the Board without a Medical Staff recommendation shall be based on the same kind of documented investigation and evaluation of current ability, judgment and character as is required for Medical Staff recommendations.

6.5 **Consultation with Medical Staff.** The Board shall consult directly with an individual assigned the responsibility for the organization and conduct of each Hospital's organized Medical staff, or his or her designee. At a minimum, this direct consultation will occur periodically throughout the fiscal or calendar year and include discussion of matters related to the quality of medical care provided to patients of the Hospital.

6.6 **Patient Care.** The Board shall require, as part of the Medical Staff Bylaws, that each Hospital patient is under the care of an appropriate Practitioner (or Practitioners as applicable), and that a doctor of medicine or osteopathy is on duty at all times at each Hospital. Further, the Board shall require that all patients are admitted to the Hospital only on the recommendation of a Practitioner permitted by the State to admit patients to a hospital. If a Medicare patient is admitted to a Hospital by a Practitioner other than a doctor of medicine or osteopathy, then that patient must also be under the care of a doctor of medicine or osteopathy.

6.7 **Non-Discrimination.** No aspect of membership or clinical privileges shall be limited or denied to a Practitioner on the basis of sex, religion, race, creed, color or national origin, disability, or other unlawful purpose. Rather, all such determinations shall be made based upon: (i) individual character, competence, training, experience, and judgment; (ii) other relevant professional qualifications, (iii) the Hospital's lawful purposes, needs and capabilities, or (iv) community needs.

6.8 **Unified Medical Staff.** The Board may elect to approve a single unified and integrated Medical Staff among one or more Hospitals of the Corporations. However, such election shall be in accordance with, and subject to, applicable laws, regulations, and accreditation standards, including but not limited to the Medicare Conditions of Participation, 42 C.F.R. § 482.12.

6.9 **Reservation of Rights.** The Board specifically reserves the authority to take any action that is appropriate with respect to any individual appointed to the Medical Staff or granted clinical privileges or the right to practice at the Corporation's hospitals or any of its other healthcare facilities, based on clinical competence, professional conduct, inappropriate behavior, or violations of the Medical Staff Bylaws or other policies or procedures that have been adopted by the Board.

ARTICLE 7

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board and committees having any authority of the Board, resolutions of the Board, policies adopted by the Board, and shall keep at the registered office a record giving the names and addresses of the Board. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 8

ANNUAL AUDIT

The Corporation shall provide for an annual audit or other review of its accounts by a certified public accountant to be chosen by the Board as more particularly set forth in the audit policy of the Corporation, if any. The President/Chief Executive Officer may recommend to the Board the certified public accountant to conduct an annual audit or other review of the Corporation's accounts.

ARTICLE 9

SEAL

The Board shall provide a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

ARTICLE 10

FISCAL YEAR

The fiscal year of the Corporation shall be determined by resolution of the Board. The fiscal year of the Corporation shall begin on the first day of October (except for the initial fiscal year of the Corporation which began on the Corporation's date of formation) and end on the last day of September in each calendar year (except for the final year of the Corporation, which shall end on the date of the Corporation's termination of existence) unless otherwise determined by the Board.

ARTICLE 11

CONFLICT OF INTEREST POLICY

The Corporation shall adopt, by action of the Board, and maintain a Conflict of Interest Policy (the "Conflict of Interest Policy") applicable to Directors and officers and, as the Board deems appropriate, to committees of the Board and to employees and agents of the Corporation, which shall establish procedures for disclosure and resolutions of conflicts of interest, material financial interests, interlocking directorships, business and familial relationships and similar matters of significance to the integrity of decision making on behalf of the Corporation. Upon adoption, such policy is intended to supplement, but not replace, any applicable Florida state laws governing conflicts of interest applicable to nonprofit and charitable organizations.

ARTICLE 12

LIABILITY AND INDEMNIFICATION

12.1 **Liability.** In the absence of fraud or bad faith, the Directors and officers of the Corporation shall not be personally liable for its debts, obligations or liabilities.

12.2 **Indemnification.** Every Director and officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a Director or officer may be a party or may become involved by reason of being or having been a Director or officer of the Corporation, whether or not a Director or officer at the time such expenses are incurred, but only if (i) the Director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a Director or officer may be entitled by law. Nothing in these Bylaws shall be deemed to provide indemnity to any person in connection with patient care services rendered by such person.

12.3 **Insurance.** The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her.

12.4 **Repeal or Modification Not Retroactive.** Except as required by the Code to maintain tax-exempt status as an organization described in Section 501(c)(3) of the Code and not be subject to excise taxes, including intermediate sanctions under Section 4958 or penalties under Section 4965 or any similar section of the Code, any repeal or modification of the provisions of this Article 12, either directly or by the adoption of an inconsistent provision of the Articles or these Bylaws, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification. In addition, if an amendment to the Act limits or restricts in any way the indemnification rights permitted by law as of the effective date of the Articles or these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification which occur subsequent to the effective date of such amendment.

ARTICLE 13

AMENDMENTS TO BYLAWS

These Bylaws or any one or more of the provisions thereof may be amended by changing, altering, suspending, supplementing or repealing the same: (i) by unanimous written consent of the Directors; or (ii) at any duly constituted annual, regular, or special meeting of the Board, by a vote of a majority of the Directors then serving, if at least ten (10) days' written notice is given to all Directors of the intention to alter, amend, repeal, or to adopt new Bylaws at such meeting. In no event shall the provisions of these Bylaws be changed, modified, repealed or expanded in such a manner as to be inconsistent with the purposes for which the Corporation is formed or to jeopardize the Corporation's federal tax-exempt status under Section 501(a) of the Code as more particularly described in Section 501(c)(3) of the Code (or any amendments or successor provision thereto). Any bylaws resulting from an alteration, amendment, or repeal may contain any provision for the regulation and management of business of the Corporation not inconsistent with law and/or the Articles. Any amendment of the Articles inconsistent with these Bylaws shall operate to amend these Bylaws pro tanto, and these Bylaws or parts of these Bylaws which merely summarize or restate the provisions of the Articles or the provisions of the Act or other law applicable to the

Corporation shall be operative with respect to the Corporation only so far as they are descriptive of existing law and/or of the Articles as amended. With the exception of the indemnification and exculpation provisions (except (i) as limited by the Code for maintenance of tax-exempt status under Section 501(a) of the Code as more particularly described in Section 501(c)(3) of the Code or (ii) for the avoidance of intermediate sanctions under Section 4958 or penalties under Section 4965 or any similar section of the Code), no Director, officer or third party shall have a vested interest in any provision of the Articles or these Bylaws.

ARTICLE 14

AMENDMENTS TO ARTICLES OF INCORPORATION

Any provision of the Articles may be amended by the Board either: (i) by unanimous written consent of the Directors; or (ii) at any duly constituted annual, regular or special meeting of the Board, by a vote of the majority of the Directors then serving, if at least ten (10) days' written notice is given to all Directors of the intention to alter or amend the Articles at such meeting. Moreover, notwithstanding any other provision of these Bylaws or anything else to the contrary, the provisions of the Articles shall not be changed, modified, repealed or expanded in such a manner as to be inconsistent with the purposes for which the Corporation is formed, or to jeopardize the Corporation's federal tax-exempt status under Section 501(a) of the Code as more particularly described in Section 501(c)(3) of the Code (or any amendments or successor provisions thereto).

ARTICLE 15

MISCELLANEOUS PROVISIONS

15.1 **Contracts and Employment of Agents.** The Board may authorize any officer or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Corporation. The Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, consultants and other counsel, legal, investment or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

15.2 **Loans.** No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. Further, no loans or guarantees shall be made by the Corporation to or for the benefit of its Directors or officers. Notwithstanding the foregoing, any Director who assents to or participates in the making of any such loan or guarantee to or for the benefit of the Corporation's Directors or officers shall be liable to the Corporation for the amount of such loan until the repayment thereof.

15.3 **Checks, Drafts, Etc.** All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall

from time to time be determined by the Board. In the absence of such determination, such instrument shall be signed by the President/Chief Executive Officer

15.4 **Voting of Securities Held by the Corporation.** Stocks and other securities owned by the Corporation shall be voted, in person or by proxy, as the Board or the Executive Committee may specify. In the absence of any direction by the Board, such stocks and securities shall be voted as the President/Chief Executive Officer may determine.

15.5 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, brokerage accounts, investment managers, or other depositories as the Board may from time to time select.

15.6 **Gifts.** The Board, or a committee of the Board if delegated such authority, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation. No gift of an interest in real property shall be effective and deemed to have been received until it shall have been accepted by the action of the Board or, if applicable, a committee of the Board to which such authority has been delegated.

15.7 **Waiver of Notice.** Whenever any notice is required to be given under the provisions of these Bylaws, under the provisions of the Articles, or under the Act, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

15.8 **Anti-Discrimination.** Participation in any activity of the Corporation shall not be denied to any individual, or abridged, on account of age, color, disability, national origin, race, religion, sex, or sexual orientation.

15.9 **Influencing Legislation; No Political Activity.** No substantial or material part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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**CERTIFICATION PAGE TO BYLAWS
OF
LEE HEALTH SYSTEM, INC.**

I certify that the foregoing Bylaws of **Lee Health System, Inc.**, were approved and adopted by its Board, that these Bylaws are currently in effect, and that they contain all amendments thereto which have been duly approved and adopted by its Board.

Effective this the ___ day of _____, 2024

[Name]
Secretary

DRAFT