

BYLAWS
OF
THE LOWER FLORIDA KEYS HOSPITAL DISTRICT

Revised and adopted by the
Board of Commissioners
May 8, 2024

PREAMBLE

Under authority originally granted by the Florida Legislature of 1967, and codified by the Florida Legislature of 2003, Chapter 2003-307, Laws of Florida, creating a Hospital District, certain powers were vested in a Board of Commissioners. Proceeding on this Authority, the Board of Commissioners of the Lower Florida Keys Hospital District adopted these amended bylaws, rules and regulations herein contained. Some of these bylaws, rules and regulations are specifically defined in the Act; others are adopted as a matter of policy. A copy of Chapter 2003-307, Laws of Florida, are found in Appendix A to these bylaws and are incorporated in and made a part of the bylaws.

ARTICLE I

NAME

All District owned hospital facilities and land, including but not limited to the present hospital at Stock Island, and the land upon which the nursing home is situated, shall be held in the name of The Lower Florida Keys Hospital District.

ARTICLE II

DEFINITIONS

The following terms shall have the meanings ascribed to them herein:

The Act means the law designated as Chapter 2003-307, of the Laws of Florida.

Administrator means the individual appointed by the Board to act on its behalf in the overall administrative management of the District.

Board of Commissioners or Board means the governing body of the District, as appointed by the Governor.

Board Committee means a body created by appointment and/or vote of the Board, and/or by Law, whose members are appointed or elected by the Board from its own voting membership and which may be authorized to exercise a designated portion of the authority of the Board when the Board is not in session.

Chairman means the individual elected by the Board to serve as the presiding corporate officer of the District.

Community Representative means the individual(s) appointed by the Board to serve on an Advisory Board of the Hospital and the Nursing Home, as a representative on behalf of the Board, and to report to the Board on the activities of the Advisory Board.

District means that portion of Monroe County, Florida identified in the Act and known as The Lower Florida Keys Hospital District.

Ex Officio means service as a member of a body by virtue of an office or position held and, unless otherwise expressly provided, means without voting rights.

He or His shall be interpreted as applying to persons of either gender.

Hospital means the hospital of The Lower Florida Keys Hospital District, as created under the Act, and historically described as Florida Keys Memorial Hospital, and presently leased to Key West HMA, Inc. pursuant to that certain Lease Agreement dated as of May 1, 1999, as amended, and as currently known as Lower Keys Medical Center.

Key West HMA, Inc. means that Florida corporation which leases the Hospital from the District and operates same, subject to the terms and conditions of the Lease Agreement between the District and Key West HMA dated May 1, 1999, as amended.

Nursing Home means that Florida entity which leases District land and operates a nursing and rehabilitation center thereon, currently leased to Key West Propco, LLC, subject to the terms and conditions of that certain Lease Agreement between the District and Key West Convalescent Center, Inc. dated December 16, 1982, as amended and assigned from time-to-time, and currently known as Palm Vista Health and Rehabilitation and Center.

State means the State of Florida, unless otherwise expressly provided.

ARTICLE III

PURPOSES

The purposes of the District shall be:

A. To establish, conduct, maintain, operate or lease an institution or institutions with permanent facilities that include inpatient beds and medical services to provide diagnosis and treatment for patients (and associated services such as but not limited to extended care, outpatient care, rehabilitative care, and home care) in connection with the care and treatment of the sick and injured.

B. To provide oversight to assure the compliance of the Hospital and Nursing Home with the requirements of their respective Leases and the quality of they each deliver to the patients and residents of the District.

C. To carry on any educational activities related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the Board may be justified by the facilities, personnel, funds, and other requirements that are or can be made available.

D. To participate, so far as circumstances may warrant in the opinion of the Board, in any activity designed and carried on to promote the general health of the community.

E. To fulfill the purposes set forth in the Act.

ARTICLE IV

POWERS

The general powers of the Board shall be considered those powers authorized under the provisions of Chapter 2003-307, Laws of Florida under which the Board was created. Said powers are to be exercised in accordance with the limitations and restrictions set out in said Law and the Laws of Florida.

ARTICLE V

BOARD OF COMMISSIONERS

SECTION 5.1. NUMBER AND QUALIFICATION

The membership of said Board shall consist of no more than nine (9) members, of whom no more than one (1) Commissioner may be a member of the medical profession, and all of whom shall be qualified resident voters of the territory covered by this Act for more than one (1) year prior to appointment. At least three (3) Commissioners shall reside in Key West and at least three (3) Commissioners shall reside within the district outside Key West, as set forth in the Act. The remaining Commissioners shall reside within any area of the District. When the term of office of any member of the Board expires, the then Governor shall appoint a member or members for a term of four (4) years. Board members may continue to serve when their term expires unless/until replaced by the Governor, unless such Board member submits his/her resignation to the Governor. In case of a vacancy on the Board caused by death, resignation, or removal of residence from the territorial limits, the Governor shall fill such vacancy, by appointment, for the duration of the unexpired term.

SECTION 5.2. RESPONSIBILITIES

- 5.2.1 The Board shall have the authority to control and manage the affairs and funds of the District and shall have the power and authority to do and perform all acts and functions consistent with the aforesaid Laws of Florida and these Bylaws.
- 5.2.2 The Board shall, by publication in a local newspaper, publish notices of any regular or special meeting of the Board, and the date, time and location of such meetings.
- 5.2.3 The Board shall appoint Community Representatives to serve on the Advisory Boards of the Hospital and Nursing Home.

SECTION 5.3. ORIENTATION

The members of the Board have a continuing responsibility to provide perpetuation of the goals of the Board. Orientation of new Commissioners shall include but not be limited to:

- 5.3.1 Organization chart showing relationship of the Board to Key West HMA and the community.
- 5.3.2 History of the District.
- 5.3.3 The relationship of the Board to the Nursing Home.
- 5.3.4 Current duties and responsibilities of a Board member.

SECTION 5.4 ADVISORS

The Board or the Chairman of the Board may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such advisors shall not vote or be counted in determining the existence of a quorum.

ARTICLE VI

MEETINGS

SECTION 6.1 ORGANIZATIONAL MEETING

At the regular quarterly meeting in November of each year, the Board shall meet for the purposes of organizing itself, electing officers and members of the Board committees when appropriate for the coming year, and conducting such other business as may come before the meeting.

SECTION 6.2 REGULAR MEETINGS

The Board shall hold a regular meeting on no less than a quarterly basis, proximate to the months of February, May, August and November, at such date, time and place as shall be designated by the Board. At such regular meetings, the Board shall consider all such matters that may properly be brought before it. To the extent practicable, any documents to be presented in conjunction with any pending Agenda item shall be submitted to the Administrator not less than fifteen (15) days prior to a scheduled Board meeting, for dissemination to the Board in advance of the meeting. Said regular meeting may be adjourned and any business may be transacted at an adjourned session or sessions of such regular meeting as it would have been lawful to transact at the first session of the said meeting. All such meetings shall be open to the public.

SECTION 6.3 SPECIAL MEETINGS

The Chairman of the Board may, when he deems it to be necessary, and shall upon written request of three (3) members of the said Board, call a special meeting of the Board for the purpose of transacting any business designated in the call for said special meeting. The call or notice of a special meeting may be made verbally or in writing to each member of the Board, or a written notice may be mailed to the business or residence address of each member, and notice of such special meeting shall be given to each member at least three (3) days prior to the time set for such special meeting. No business shall be transacted at a special meeting other than such as is designated in the call or notice of the meeting.

SECTION 6.4 LOCATION

All meetings of the Board shall be held in the Boardroom of the Hospital, or at such other place as the Board may designate.

SECTION 6.5 QUORUM

A quorum for the transaction of business at any regular or special meeting shall consist of at least one-half (1/2) of the membership of the Board then appointed, qualified and serving, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Board upon a vote of the majority of the members present. Once a quorum has been met under this subsection, the subsequent lack of a quorum at the meeting shall not restrict the conduct of the business of the meeting, nor invalidate action taken at such meeting.

SECTION 6.6. VOTING

Voting on all matters before the Board shall be by voice vote, unless a roll call vote shall be requested by the Chairman, in which case the Secretary shall call the roll, and the vote of each member present shall be noted in the minutes. Approval of any action by a majority of the members present shall constitute adoption. Abstention is prohibited by law and voting by proxy shall not be permitted.

SECTION 6.7 AGENDA

The agenda of meetings shall be as follows:

6.7.1 Regular Meetings

- 1) Call to order
- 2) Presentation and approval of minutes of last meeting or any special meeting held since the last regular meeting
- 3) Committee reports
- 4) Presentation of reports
- 5) Old Business
- 6) New Business

7) Adjournment

6.7.2 Special Meetings

- 1) Call to order
- 2) Reading of the official call for meeting
- 3) Transaction of the business for which the meeting was called
- 4) Adjournment

The agenda shall be made available prior to the meeting.

SECTION 6.8 ATTENDANCE

If any Board member misses three (3) or more meetings, regular or special, in any given fiscal year, without a prior excuse from the Board, then such member agrees to offer his/her resignation to Board, which if the Board accepts, will then be submitted to the Governor.

ARTICLE VII

OFFICERS OF THE BOARD

SECTION 7.1 OFFICERS

The officers of the Board of Commissioners shall be a chairman, a vice-chairman, a secretary, and a treasurer, and such other officers as the Board may elect or appoint. The office of secretary and treasurer may be held by one person. The Board officers shall be members of the Board.

SECTION 7.2 ELECTION

The chairman shall be elected annually by the Board and shall hold office for a one (1) year term, or until his successor is elected. The other Board officers may be either elected or appointed by the Board members, as the Board shall determine, and shall hold such office for a term of one (1) year. There shall be no prohibition of re-election to the same position.

SECTION 7.3 RESIGNATION AND REMOVAL

Any officer may resign at any time by giving written notice to the chairman or to the secretary. Such resignation shall take effect on the date of receipt or at any later time specified in said notice. An elected officer may be removed at any time by majority vote of the Board.

SECTION 7.4 VACANCIES

A vacancy in any office shall be filled by the Board for the unexpired portion of the term, except in the event of the vacancy in the chairmanship, the vice-chairman shall accede to the chairman.

SECTION 7.5 DUTIES OF OFFICERS

7.5.1 CHAIRMAN

The chairman of the Board of Commissioners shall be the chief executive officer of the Board and shall enforce and carry out the orders of the Board adopted and entered upon the minute book of the meeting of the Board. He/she shall preside at all meetings, and may countersign warrants and checks as provided by law. The chairman shall also be an ex officio member of all committees of the Board and shall perform all duties incident to the office of chairman as prescribed by the Enabling Act and such other duties as may be prescribed by the Board from time to time.

7.5.2 VICE CHAIRMAN

The vice chairman shall perform such duties as may be assigned by the Board chairman. In the absence of the chairman or in the event of his/her disability, inability, or refusal to act, the vice-chairman shall perform the duties of the chairman with the full powers of and subject to the restrictions on the chairman.

7.5.3 SECRETARY

The secretary shall keep or cause to be kept true and accurate minutes and records of all business transacted by the Board, and shall provide for the keeping of minutes of all meetings of the Board, Board committees, and shall assure that such minutes are filed with the records of the District. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law, and shall act as custodian of all corporate records and reports and of the corporate seal, assuring that it is affixed, when required by law, to documents executed on behalf of the District. The secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the chairman of the Board.

7.5.4 TREASURER

The treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the District and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the chairman or the Board. The treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety as the Board shall determine. The Board may authorize payment by the District of the treasurer's bond.

ARTICLE VIII

COMMITTEES

SECTION 8.1. GENERAL

Committees of the Board shall be standing or special, and shall be composed of members of the Board. The chairman of all standing and special committees shall be appointed by the Chairman of the Board. Committee assignments may be revised when necessary. All such committees shall be recommending committees to the Board. Written minutes will be kept of all committee meetings.

SECTION 8.2 STANDING COMMITTEES

8.2.1 EXECUTIVE COMMITTEE

This committee shall be composed of the chairman, vice chairman, secretary, and treasurer of the Board of Commissioners. The administrator shall be an ex officio member. The committee shall have the power to transact all regular business of the District during the period between meetings of the full Board, subject to subsequent ratification by the full Board. The committee shall meet as necessary and minutes of its meetings shall be recorded.

8.2.2 FINANCE COMMITTEE

This committee shall be composed of the treasurer of the Board, who shall be the chairman, and two (2) additional Board members. The administrator shall act as an ex officio member. The finance committee shall have such duties as are delegated it by the Board, which duties shall include the responsibility for supervising the financial affairs of the District, including general policy with respect to financing and allocation of operating and capital funds, bank accounts and insurance. Such committee shall make recommendations to the Board regarding actions to be taken by the Board in conjunction with such matters. This committee shall meet not less than quarterly, prior to a regular Board meeting, and minutes of its meetings shall be recorded.

SECTION 8.3 SPECIAL COMMITTEES

Special committees may be appointed by the chairman for such special functions as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which it was appointed, the special committee shall be discharged.

SECTION 8.4 ADDITIONAL COMMITTEES

The Board, by resolution adopted by a majority of the Commissioners present at a duly called meeting at which a quorum is present, may create from among its own membership one or more additional Board committees. The resolution creating any such additional Board committee shall designate: the members of the Board who are to serve as its members; the chairman of the committee; the authority of the Board which the committee shall have when the Board is not in session and any limitations thereon; and the functions the committee shall discharge.

SECTION 8.5 CREATION AND COMBINATION

The creation of the Board committees named in these bylaws is discretionary with the Board. If the Board determines that any one or more of such committees should not exist, it shall assign the functions of such committee to a new or existing committee of the District or to the Board acting as a committee of the whole.

SECTION 8.6 MEETINGS AND NOTICE

Meetings of a Board committee may be called by the chairman of the Board, the chairman of the committee, or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of the time and place of any meeting of a Board committee shall be given at least seven (7) days prior to the meeting.

SECTION 8.7 QUORUM

A majority of the members of a Board committee shall constitute a quorum for the transaction of business at any meeting of such committee.

SECTION 8.8 VOTING

The act of a majority of the members of a Board committee present at a meeting at which a quorum is present at the time of the vote shall be the act of the committee so meeting.

SECTION 8.9 COMPOSITION AND TERM

No committee shall consist of more than five (5) Board members including the chairman, and no such person shall serve beyond the next annual meeting of the Board after his/her appointment, unless reappointed at said annual meeting. The committee may invite such advisors and consultants to attend its meetings as it deems proper. District staff, as necessary shall also serve as staff to the Committees.

ARTICLE IX

ADMINISTRATOR

The Board shall select and appoint an Administrator of the District, who shall be delegated the responsibility for overall administrative management of the District. He/she shall have the necessary authority to effect this responsibility, subject to such policies as may be adopted by the Board. Specifically, the authority of the Administrator shall include:

- 1) Coordinating any legal actions instituted against the District and assisting defense counsel.
- 2) Carrying out the District's TRIM calendar obligations in regard to ad valorem taxes.
- 3) Noticing all District Board meetings.

- 4) Preparing agenda and information packets and distributing same for all Board members prior to Board meetings.
- 5) Recording, drafting, and cataloging all minutes and other permanent records of the District.
- 6) Responding to all correspondence regarding District business.
- 7) Supervising the performance and completion of duties of the District's accountant.
- 8) Be the liaison for communication between the Board and the District Auditor and General Counsel.
- 9) Carrying out all policies established by the Board and advising on the formation of these policies.
- 10) Performing any other duty within the express or implicit terms of his/her duties hereunder that may be necessary for the best interest of the District.
- 11) Communicating with the media, including press releases, as approved by the Board.

ARTICLE X

CONFLICT OF INTEREST

Any Board member or key employee having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval or ratification shall make a prompt, full, and frank disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the District's interest.

The body to which such disclosure is made shall thereupon determine by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. The Board may adopt quality of interest policies requiring.

- 1) Regular annual statements from Commissioners, officers, and key employees that disclose existing and potential dualities of interest.

- 2) Corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of this Section, a person shall be deemed to have an “interest” in a contract or other transaction if he is a party (or one of the parties) contracting or dealing with the District, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the District.

ARTICLE XI

COMPENSATION OF BOARD

The members of the Board shall serve without compensation for their services as Board members, except as otherwise provided by law. Board members may be reimbursed for all expenses reasonably incurred on behalf of the District as provided by law.

ARTICLE XII

FISCAL YEAR

The Fiscal Year of the District shall commence on October 1st and end on September 30th of the following year.

ARTICLE XIII

CORPORATE SEAL

The Board may provide for a corporate seal in such form and with such inscription as it shall determine.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, a waiver thereof, in writing, signed by the person entitled to such notice, whether before or after the meeting time stated therein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by State law. All such waivers shall be filed with the Board’s records, or be made a part of the minutes of the relevant meeting.

ARTICLE XV

AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws adopted by a majority vote of a quorum of members of the Board of Commissioners present at any regular or special meeting of

the Board, provided that the proposed amendment(s) shall have been presented for consideration to each Board member not less than ten (10) days prior to the meeting.

ARTICLE XVI

EFFECTIVE DATE

These Bylaws shall become effective upon approval thereof by the Board of Commissioners and shall substitute for and supersede all other Bylaws adopted prior hereto.

These Bylaws shall be reviewed by the Board of Commissioners as needed and such action shall be noted in the minutes of the meeting at which the review was effected.

ARTICLE XVII

PARLIAMENTARY AUTHORITY

The rules contained in the then current edition of Robert's Rules of Order shall govern the conduct of all meetings and all other business which the Board shall conduct which is not inconsistent with these Bylaws and any special rules of order the Board may adopt.

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APPROVED at the regular meeting of the Board of Commissioners held on
5/8/2024.


Kathy Ovide, Chairman

APPENDIX A

Chapter 2003-307, Laws of Florida

(See attached)