

**FIFTH AMENDED AND RESTATED BYLAWS**  
of  
The Florida International University Health Care Network,  
Inc.  
(A Florida Not for Profit Corporation)

**ARTICLE I.**  
**NAME**

The name of the corporation shall be THE FLORIDA INTERNATIONAL UNIVERSITY HEALTH CARE NETWORK, INC. For convenience, the corporation shall be referred to as “FIU-HCN”.

**ARTICLE II.**  
**PURPOSE**

General Purpose. The Florida International University Health Care Network, Inc. (the “FIU-HCN”) is organized: (i) as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes; (ii) as a university health services support organization pursuant to Sections 1004.29 and 1004.30, Florida Statutes; (iii) pursuant to Board of Governors Regulations 9.011 and 9.017; and (iv) pursuant to all other applicable state of Florida laws and Florida International University Board of Trustees regulations. The FIU-HCN shall possess all of the powers and authority as are now or may hereafter be granted to not-for-profit corporations and university health services support organizations in the State of Florida. The FIU-HCN is organized and shall be operated exclusively for charitable, scientific, and educational purposes and not for pecuniary profit, and for the ~~support and~~ benefit of the Florida International University (the “University” or “FIU”) and its Herbert Wertheim College of Medicine (HWCOC), pursuant to Florida Board of Governors Regulation 9.017. In furtherance of its charitable, scientific, and educational mission, the FIU-HCN may endeavor to enter into arrangements with the University’s Academic

Health Center, which includes the Nicole Wertheim College of Nursing and Health Sciences (NWCNHS), the Robert Stempel College of Public Health and Social Work (RSCPHSW) and departments with the College of Arts, Sciences and Education (CASE) with clinical activities. Furthermore, the FIU-HCN may seek to engage in collaboration opportunities with other entities or providers in other integrated health care systems or similar entities and activities in furtherance of the purposes of Sections 1004.29 and 1004.30, Florida Statutes.

### **ARTICLE III. FISCAL YEAR**

The fiscal year of the FIU-HCN shall begin on the first day of July and end on the last day of June in each year.

### **ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. Powers and Duties of the Board of Directors.** In accordance with Article V of the Articles of Incorporation of the FIU-HCN, the direction and management of the affairs of the FIU-HCN and the control and disposition of its assets shall be vested in the Board of Directors (the “Board”), and by various Officers and committees thereof as powers may be delegated to such Officers and committees by these Bylaws or by Resolution of the Directors. Individuals serving on the Board shall be the sole voting members of the FIU-HCN and shall be called “Directors”.

The Board shall have the power to hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the FIU-HCN shall be used to improve and support FIU in accordance with the FIU-HCN purpose, applicable State of Florida and federal laws, and the policies of the

University and its Board of Trustees. In exercising these powers and performing their duties, the Board shall have the powers, duties, and responsibilities vested in Chapter 617, Florida Statutes and those set forth in Florida Board of Governors Regulations 9.011 and 9.017, and all applicable Florida International University Board of Trustees regulations as may be amended from time to time. No part of the net earnings of the Corporation shall inure to the benefit of any director, or officer of the FIU-HCN, or to any other private individual. Without limiting the foregoing, the FIU-HCN shall have the power and authority to:

- a) borrow money by issuing long or short-term notes, bonds, or debentures;
- b) pledge, mortgage, or otherwise encumber its assets within the discretion of the Board and the policies of FIU and its Board of Trustees; and
- c) provide an annual budget, which shall be approved by FIU-HCN Board of Directors, recommended by the President of FIU (the “University President”) and submitted to the Florida International University Board of Trustees for final review and approval. Such proposed budget shall be approved by the Board of Trustees no later than sixty (60) days after the first day of the fiscal year to which the proposed budget pertains.

**Section 2. Membership.** The Board shall consist of the following Directors:

- a) a representative appointed by the Chair of the FIU Board of Trustees (who may not be the President of the University);
- b) the University President or his/her designee;
- c) the Dean of the HWC/COM/Senior Vice President for Health Affairs;
- d) the Executive Associate Dean of Clinical Affairs of the HWC/COM or a designee appointed by the Senior Vice President for Health Affairs if the position is vacant;
- e) one (1) HWC/COM Non-Chair clinical faculty member selected by the HWC/COM clinical faculty;
- f) one (1) FIU-HWC/COM Chair faculty member selected by the FIU-HWC/COM clinical chairs; and
- g) no more than five (5) Directors who are selected and recommended by the FIU-HCN President and appointed by the

University President.

The University Board of Trustees shall approve all appointments to the Board, other than the Chair of the Board of Trustees' representatives(s) or the University President or University President's designee.

**Section 3. Terms of Office.**

a) The Dean of the HWCOT / Senior Vice President for Health Affairs and the Executive Associate Dean of Clinical Affairs shall each serve as a Director for such time as he or she continues to serve *ex-officio* in their respective positions.

b) Directors appointed to the Board by the University President, the Chair of the FIU Board of Trustees or elected to the Board by HWCOT clinical chairs/faculty shall serve a term of two (2) years and may be reappointed by the party having made the appointment of such Board member, subject to the terms of Article V, Section 5 below.

**Section 4. Resignation.** A director not serving *ex-officio* may resign at any time upon written notice to the President or Secretary/Treasurer of the FIU-HCN. Unless otherwise specified in the notice, the resignation shall take effect upon receipt. Resignation from the Board will automatically result in resignation from any Board office and committees. The acceptance of a resignation shall not be necessary to make it effective.

**Section 5. Vacancy and Removal.** A vacancy shall exist on the Board upon the death, resignation, or removal of a Director, upon the disability of a Director that renders him or her permanently incapacitated or unable to serve, or when a Director is no longer qualified to serve as a Director. Directors may be removed by the University's President in his/her sole discretion; provided however, that the Director who is the representative of the Chair of the University's Board of Trustees may be removed only by action of such Chair. The person so chosen to fill the vacant

position shall hold office for the duration of the previous director’s term.

Following a vacancy or removal of a director appointed pursuant to Section 2(d), (e) or (f), if such Director is not appointed in accordance with Sections 2(d), (e) or (f) by the next ensuing meeting of the Board, the University President shall make such appointment.

**Section 6. Code of Ethics – Conflict of Interest.** Directors stand in a fiduciary relationship to the University and the FIU-HCN and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Chapter 112, Part III, Florida Statutes. Directors shall comport themselves in accord with the statutory Code of Ethics and the Conflict of Interest Policy attached to these Bylaws as an Appendix. Each Director shall annually complete and sign a disclosure form as required by said policy. The FIU-HCN shall maintain the highest ethical standards in all of its operations in order to protect and preserve the FIU-HCN’s good name, business interests, and relationships with the community at large, and shall adhere to the requirements of the Florida Whistle-blower’s Act, Sections 112.3187 – 112.31895, Florida Statutes.

**ARTICLE V.  
OFFICERS**

**Section 1. Number and Method of Election.** The Officers of the FIU-HCN shall be the FIU-HCN President (“President”), Vice President, and Secretary/Treasurer. The President shall be the Senior Vice President for Health Affairs of FIU and shall serve as President of the FIU-HCN for such time as he or she continues to serve *ex-officio* as Senior Vice President for Health Affairs of FIU. The Vice President and Secretary/Treasurer shall be elected by the Board. Election will require a majority vote of the Board. An elected officer shall serve a term of two (2) years and may be re-elected for up to four (4) consecutive terms.

**Section 2. Duties of Officers.** The duties and powers of the Officers of the

FIU-HCN shall be as follows:

President. The Dean of the HWCOCM / Senior Vice President for Health Affairs of FIU shall serve as FIU-HCN President. The FIU-HCN President shall preside at the meetings of the Board and shall be an *ex officio* member of all committees. He/she shall also, at the annual meeting of the FIU-HCN and such other times as he/she deems proper, communicate to the FIU-HCN or to the Board such matters and make such suggestions as may in his/her opinion promote the prosperity and welfare and increase the usefulness of the FIU-HCN and shall perform such other duties as are necessarily incident to the office of the FIU-HCN President. The FIU-HCN President shall sign all certificates, bonds, deeds, mortgages, leases, and contracts of the FIU-HCN as approved by the Board. The FIU-HCN President shall perform all duties as the Board shall designate. The FIU-HCN President may delegate certain duties with the Board's approval.

Vice President. The Vice President shall be responsible for assisting the FIU-HCN President in any way so designated by the FIU-HCN President and shall serve as temporary FIU-HCN President in the FIU-HCN President's absence. The Vice President shall perform such other duties as may from time to time be assigned by the FIU-HCN President, the Board, or the Executive Committee.

Secretary/Treasurer. It shall be the duty of the Secretary/Treasurer to give notice of and attend all meetings of the FIU-HCN and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to notify the officers of the FIU-HCN of their election; to notify members of the FIU-HCN of their appointment on committees; to furnish the chairman of each committee with the results of the vote under which the committee is appointed, and at his/her request give notice of the meetings of the committee; and generally to devote his/her best efforts to forwarding the business and advancing the interests of the FIU-HCN. The Secretary/Treasurer shall keep accurate books of accounts of the FIU-HCN's

transactions, which shall be the property of the FIU-HCN and shall render financial reports and statements of condition of the FIU-HCN when so requested by the Board or President. In case of absence or disability of the Secretary/Treasurer, the Board shall appoint a Secretary/Treasurer *pro tem*. The Secretary/Treasurer shall be the keeper of the corporate seal.

**Section 3. Compensation of Officers.** No officers shall receive a salary or compensation in exchange for performing their duties as officers of the FIU-HCN.

## **ARTICLE VI. POWERS OF THE UNIVERSITY'S PRESIDENT**

In addition to the powers set forth in the Articles of Incorporation and these Bylaws, the University President or his/her designee shall have the following powers and duties: (1) monitor and control the use of university resources by the FIU-HCN; (2) control the use of the university name by the FIU-HCN; (3) monitor compliance of the FIU-HCN with state and federal laws and regulations; and (4) recommend to the University Board of Trustees an annual budget for the FIU-HCN pursuant to these Bylaws.

## **ARTICLE VII. COMMITTEES**

**Section 1. Designation and Appointment of Committees.** Committees of the Board shall either be Standing Committees, as designated by these Bylaws, or Special Committees, as established by the FIU-HCN President. The FIU-HCN President shall appoint the members of all committees and designate their chairpersons, except as otherwise specified by these Bylaws. A majority of the members of Standing Committees or Special Committees must be Directors. All members of the committees shall have voting rights. The actions of any committee

shall be subject to review and approval by the FIU-HCN Board at its next meeting, except when the power to act is specifically granted to a committee by these Bylaws or by action of the Directors. Each committee shall keep approved minutes and submit them to the Directors for review.

**Section 2. Standing Committees.**

There shall be two (2) Standing Committees of the Board: the Finance and Audit Committee and the Executive Committee.

**Section 3. Special Committees.** The FIU-HCN President may, at any time, appoint other committees to deal with specific issues, for which there is no Standing Committee. Special Committees shall be discharged by the FIU-HCN President upon completion of the task for which they are established.

**Section 4. Committee Quorum.** A majority of any committee of the FIU-HCN shall constitute a quorum for the transaction of business of a committee meeting.

**Section 5. Committee Vacancies.** The FIU-HCN President shall have the power to fill any vacancy on the committee.

**Section 6. Committees of the Board**

6.1 **Executive Committee.**

A. **Membership.** The members of the Executive Committee are as follows:

1. Officers of the FIU-HCN (President, Vice President and Secretary/Treasurer);
2. Chair of the Finance and Audit Committee;
3. A Director of the Board appointed by the University President;
4. A Director of the Board appointed by the Chair of the University's Board of Trustees.

B. **Authority of the Executive Committee.** The Executive Committee of the Board shall have and may exercise all powers and authority of the Board when the Directors are not in session, subject only to such restrictions or



limitations as the Directors may from time to time specify, except that the Executive Committee shall have no authority to alter, amend, or repeal the Articles of Incorporation or Bylaws of the FIU-HCN, to remove Directors or Officers or to elect Directors, Officers, or committee members or to take any action requiring a super-majority vote of the Board. The Executive Committee shall meet at the call of the FIU-HCN President. A majority of the voting members of the Executive Committee shall constitute a quorum and a majority vote of the voting members of the Committee present, after a quorum has been declared, shall be required to enact business of the Executive Committee. When urgency precludes a formal meeting, matters may be handled by telephone in accordance with provisions of these Bylaws and the requirements of Florida law regarding meetings of the Directors.

All actions of the Executive Committee shall be reported to the Directors at the next ensuing meeting of the Board, or earlier if deemed sufficiently important by the FIU-HCN President or the University President. Such actions shall be reported to the Board within thirty (30) days after such action is taken, or at a meeting of the Board if a meeting is held within that period of time. All actions of the Executive Committee shall be included in the minutes of the Board.

## 6.2 *The Finance and Audit Committee.*

A. *Membership.* The Finance and Audit Committee shall have the following members ~~which shall be appointed by the FIU-HCN President:~~

1. the Chief Financial Officer of FIU or his or her designee who shall serve as the chair of the Finance and Audit Committee;
2. the Senior Associate Dean for Finance and Administration at HWCOM;
3. the Secretary-Treasurer of the Board; and

4. up to two (2) additional members appointed by the FIU-HCN President, one of which must be a Director of the Board other than the Secretary-Treasurer.

*B. Term.*

Members who are appointed by the FIU-HCN President shall serve for a two (2) year term and may be re-appointed for up to four (4) consecutive terms. The Chief Financial Officer of FIU (or his/her designee) and the Senior Associate Dean for Finance and Administration at HWCOM shall serve on the committee for such time as each continues to serve *ex-officio* in their respective positions. Board members may serve on the Finance and Audit Committee so long as they are Board members.

*C. Authority of the Finance and Audit Committee.*

The Finance and Audit Committee shall address and oversee financial matters, and matters related to audit policies and system of internal controls for the FIU-HCN. The Finance and Audit Committee shall cause a financial audit of its accounts and records to be conducted by an independent certified public accountant after the close of each fiscal year. The audit report shall be presented to the Finance and Audit Committee, which shall in turn present the audit report, including the scope of the examination, to the FIU-HCN President immediately, and to the Board at its next meeting. Thereafter, the annual audit report shall be submitted by the University President to the Board of Trustees and the Board of Governors for review no later than the end of the fourth month following the close of the organization's fiscal year. Audits shall be conducted pursuant to the requirements of the Florida Statutes and in accordance with rules adopted by the Auditor General of the State of Florida.

The Finance and Audit Committee shall approve the FIU-HCN's

annual budget and thereafter periodically review actual performance against the budget. The annual budget shall be reviewed and recommended to the Board before the beginning of the FIU-HCN's fiscal year. Each year the annual budget shall be approved by the Board and recommended by the University President to the University Board of Trustees no later than sixty (60) days following the beginning of the FIU-HCN's fiscal year to which the proposed budget pertains. Each proposed budget shall include therein:

1. expenditures for the construction of physical facilities; and
2. salary supplements, compensation and benefits provided to the President of the University, University faculty, University staff and FIU-HCN employees to be paid with assets of the FIU-HCN, which shall be specifically identified.

The Finance and Audit Committee shall prepare and submit to the FIU-HCN President and the University President, no later than the first day of each quarter of the organization's fiscal year, a quarterly expenditure plan that separately delineates planned actions which could cause a commitment of University resources or which represent a significant commitment of the resources of the FIU-HCN, including: (A) major fundraising events and campaigns and their purpose; (B) compensation and benefits to University employees and employees of the FIU-HCN; (C) capital projects, including land acquisition, construction, renovation or repair; and (D) other major commitments of the resources of the FIU-HCN.

Notwithstanding anything contained herein to the contrary, the University shall have the right to audit the books, records, and operations of the FIU-HCN, as the University determines appropriate in the exercise of its oversight over the FIU-HCN.

The Committee shall keep a record of its proceedings and may appoint

the Secretary/Treasurer for that purpose.

**Section 7. Composition of Committees.** Individuals other than Directors shall be eligible to serve on committees, subject to the provisions of these Bylaws. However, the Chairperson of any committee shall be a Director.

## **ARTICLE VIII. MEETINGS OF THE FIU-HCN BOARD OF DIRECTORS**

**Section 1. Annual Meeting of the FIU-HCN.** One of the regular meetings of the FIU-HCN Board of Directors shall be an annual meeting for receiving the annual reports of officers, directors and committees, and the transaction of other business. Notice of the meeting, signed by the Secretary/Treasurer, shall be mailed by U.S. Mail or delivered electronically, except as herein or by statute otherwise provided, to the last recorded physical or electronic address of each member at least ten (10) days prior to such meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

**Section 2. Regular Meetings.** Regular meetings of the Board shall be held no less often than two (2) times per year. Notice of the meeting, signed by the Secretary/Treasurer, shall be mailed by U.S. Mail or delivered electronically, except as herein or by statute otherwise provided, to the last recorded physical or electronic address of each member at least ten (10) days. The purpose of regular meetings shall be for the transaction of such business as may lawfully come before each meeting. The Secretary/Treasurer of the FIU-HCN shall provide Directors with a schedule of the regular meetings.

**Section 3. Special Meetings.** The FIU-HCN President, the University President or any two (2) Directors may call special meetings of the Board. Notice of a special meeting, signed by the Secretary/Treasurer, shall be mailed by U.S. Mail or delivered electronically, except as herein or by statute otherwise provided, to the last

recorded physical or electronic address of each member at least ten (10) days. Notice of any special meeting may also be posted on the FIU-HCN's website at least ten (10) days prior to such special meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Board.

**Section 4. Telephone Meetings.** The Board and Committee meetings may be conducted by telephone conference or similar communications facilities if the FIU-HCN President or the Chairperson of the Committee determines it is appropriate and if all persons participating in such meetings can hear each other as if the meeting were held in person.

**Section 5. Executive Session.** The Legislature has provided limited exemptions from the Sunshine law for certain meetings because of the confidential material that must be discussed. When the Board decides to avail itself of any such exemption, it will do so by convening an executive session of the Board in accordance with Florida law.

A. Pending Litigation:

Meetings to discuss pending litigation in which the Board is presently a party before a court or administrative agency may be held in executive session outside the Sunshine in accordance with Florida law. Without limiting the foregoing, applicable, procedures and conditions include:

1. Counsel for the Board must advise the Board at a public meeting that he or she desires an executive session and must state the basis therefore.
2. Only Board members, the Board's attorney(s) and the University President may attend a closed executive session to discuss pending litigation. Staff members or consultants are not permitted to attend. The Board must give advance public notice, pursuant to its procedures, of the time and date of the executive session, and must identify the names of the persons who will be attending the closed session.

The session must commence with an open meeting at which the FIU-HCN President or his/her designee shall announce the commencement of the meeting, the estimated length of the closed executive session, and the names of the persons attending. At that point, the meeting is closed to all except those whose names have been announced. The executive session may then commence. At the conclusion of the executive session, the meeting must be reopened to the public and the person chairing the meeting shall announce the termination of the closed executive session.

3. A certified court reporter must record the entire executive session. The reporter must record the times of commencement and termination of the executive session; all discussions and proceedings; the names of all persons present at any time; and the names of all persons speaking. No portion of any executive session may be held off the record. The Board must have the court reporter's notes fully transcribed, and the transcript filed with its records custodian. The transcript is exempt from Florida's public records law and is not to be disclosed until the litigation concludes. Upon the conclusion of the litigation, the transcript becomes part of the public record.

4. The subject matter of the closed session must be confined to settlement negotiations or strategy sessions related to litigation expenditures. The Board may not go beyond these strict parameters. No final action, no vote, and no decisive action may be taken during the closed session. Any final decision to settle a lawsuit, for a certain amount of money, or under certain conditions, is a decision that must be voted upon in a public meeting.

**Section 6. Waiver.** A Member, Officer or Director may not waive any notice required to be given by law or under these Bylaws.

**Section 7. Quorum.** The presence in person, telephonically, or comparable communication technology if the FIU-HCN President has permitted participation by said options, of a majority of the Directors entitled to vote shall be necessary

to constitute a quorum for the transaction of business.

**Section 8. Voting.** If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast at a meeting at which a quorum is present.

**Section 9. Action by Written Consent.** All actions required or permitted to be taken by the Board must be taken at a meeting of the Board or of any committee

designated by the Board.

**Section 10. Order of Business.** Where not addressed by these Bylaws, the Articles of Incorporation or Florida law, all matters of procedure may be governed by Roberts Rules of Order (latest edition).

The FIU-HCN President without debate shall decide any question as to priority of business.

**Section 11. Agenda and Minutes.** A written agenda of the matters to be considered at a Board or committee meeting shall be delivered to members thereof prior to such meeting.

Written minutes of the proceedings of the Board and committees shall be maintained, and all actions taken at Board and committee meetings shall be properly recorded in the minutes.

## **ARTICLE IX. ADMINISTRATION POLICIES**

**Section 1. Chief Executive Officer.** The Chief Executive Officer (“CEO”) of the FIU-HCN shall be appointed by and shall serve at the pleasure of the FIU-HCN President. The CEO shall oversee all day-to-day affairs of the FIU-HCN and shall report to the FIU-HCN President.

**Section 2. Affairs and Operations.** Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the FIU-HCN shall be conducted in strict compliance with the policy and regulations of the Florida Board of Governors and the University, as it may hereafter be amended.

**Section 3. Financial Audits and Reports.** All financial records of the FIU-HCN shall be available to the appropriate personnel of the University from time to time as determined by the University President.

**Section 4. Distribution of Net Receipts.** The accumulation, expenditure and distribution of all funds of FIU-HCN shall be exclusively for the improvement and



support of FIU Herbert Wertheim College of Medicine and shall be made only after approval by the FIU-HCN President or his/her designee.

**ARTICLE X.  
SEAL**

The seal of the FIU-HCN shall be as more particularly shown in the following impression.

**ARTICLE XI.  
COMMITMENT TO COMPLIANCE**

The FIU-HCN is a Federal income tax-exempt organization dedicated to providing support to FIU and to the South Florida community. The FIU-HCN is committed to meeting the highest ethical standards in all operations. It is committed to compliance with the laws, rules and regulations that govern its operations and committed to establishing a compliance program that will provide the FIU-HCN employees with tools to understand and comply with such laws.

**ARTICLE XII.  
AMENDMENTS**

The Bylaws of the FIU-HCN shall be made, altered or rescinded by a two-thirds vote of the members of the Board at any regular or at any special meeting called for that purpose; provided, however, that no Bylaw may be adopted, amended or rescinded without the prior written approval of the University President. All amendments to the Bylaws of the FIU-HCN must be approved by the Board of Trustees of FIU and the Florida Board of Governors, upon recommendation of the University President prior to their effective date. All amendments to the Bylaws and Articles of Incorporation of the FIU-HCN shall comply with and be subject to Florida law and applicable state and University rules, regulations, and policies.

**ARTICLE XIII.  
INDEMNIFICATION**

The indemnification of any director, officer, or employee of the FIU-HCN shall be governed pursuant to the FIU-HCN’s Articles of Incorporation and as provided by law.

**ARTICLE XIV.  
DISSOLUTION**

In the event that the FIU-HCN shall dissolve or otherwise terminate its corporate existence, or be decertified as a support organization in accordance with its Articles of Incorporation, and subject to the provisions of Chapter 617, Florida Statutes, the FIU-HCN shall distribute all its existing assets as provided in the Articles of Incorporation in compliance with applicable State of Florida and federal law.

Fifth Amended Bylaws Proposed            January 13, 2023

University Presidential Approval            January 23, 2023

Board of Directors Approval                April 12, 2023

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University Presidential Approval            January 23, 2023

Board of Directors Approval                April 12, 2023

FIU Board of Trustees Approval            April 27, 2023