

SECOND AMENDED & RESTATED BYLAWS OF UCF ACADEMIC HEALTH, INC.

ARTICLE I. MEMBERS, PURPOSE, MISSION AND OFFICE

The corporation will have no members and will be managed by the Board of Directors.

The corporation is organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the University.

The corporation is organized and will be operated for the promotion and support of medical education, research, and patient care through the planning and development of clinical initiatives and affiliated partnerships that will serve the education, research and clinical mission and objectives of the University of Central Florida College of Medicine.

The principal office of UCF Academic Health, Inc. will be located at 6850 Lake Nona Boulevard, 3rd Floor, Orlando, Orange County, Florida.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Directors. The UCF Academic Health, Inc. Board of Directors will consist of:

- A. The President of the University of Central Florida, or designee,
- B. At least one University of Central Florida Board of Trustees (BOT) representative appointed by the Chair of the BOT,
- C. A designee of the Vice President for Health Affairs of the University of Central Florida, and
- D. Additional representatives that may be appointed by the UCF President.

The BOT will approve all appointments to the Board of Directors other than the BOT Chair's representative(s) and the University President or designee.

Section 2. Term of Office. Members of the Board will serve as directors of the corporation for three-year terms. Terms will begin on the date of appointment and end June 30 (or July 1 through June 30, whichever applies). Any designated or appointed director may be designated or appointed to successive terms.

Section 3. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it will be filled without undue delay. Any person appointed or designated to fill a vacancy in the Board of Directors will hold office for the unexpired term of his or her predecessor in office.

Section 4. Removal. The University President may remove any director at any time upon written notice, with or without cause, except for directors appointed by the BOT Chair. The Board of Directors may remove any director at any time upon a two-thirds vote of the directors, whenever the best interests of the corporation would be served.

Section 5. Resignation. A director may resign at any time by submitting a written resignation to the Chair.

Section 6. Powers and Duties. So long as certified by the Board of Trustees, the property, affairs, activities, and concerns of the corporation are vested in the Board of Directors subject to the Articles of Incorporation, Bylaws, applicable laws, guidelines, policies and regulations. All management functions will be exercised by the Board of Directors subject to its delegation. The powers and duties of the Board of Directors are as follows:

- A. To discharge faithfully all the duties imposed upon it by the Articles of Incorporation and by law.
- B. To meet upon the call of the Board Chair, the Board Vice Chair, the CEO of the corporation or any two directors.
- C. To select a bank or banks or other depositories for the deposit of the funds and securities of the corporation; and to cause the corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board of Directors.
- D. To cause an audit of the books and records of this corporation to be made at least once each fiscal year together with a management letter, including the response from management, if required, conducted by a firm of independent Certified Public Accountants selected in accordance with university policy, whose engagement letter will provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to and accepted by the Board of Directors.
- E. 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 corporation, will be used to further the specific purposes of the corporation.
- F. To authorize the CEO, other officers, and the corporation's senior management to take action(s) as directed by the Board.
- G. To borrow money by issuing long or short-term notes, bonds, or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board, subject to the policies of the University of Central Florida, its Board of Trustees and the Florida Board of Governors and requirements of law.

Section 7. Meetings of the Board. The Board Chair will preside at meetings of the Board of Directors. In the absence of the Board Chair, the Vice Chair will preside.

- A. Regular meetings of the Board of Directors will be held as determined by the Board of Directors. Written notice of the time and place of the annual meeting and regular meetings will be provided to each director, by personal delivery, first class mail, electronic mail or board portal notice, at least three (3) business days before the meeting.
- B. Special meetings of the Board of Directors may be called by the Board Chair, Vice Chair, CEO, or upon the written request of two (2) members of the Board of Directors. At least three (3) business days prior written notice of any special meeting will be provided to all members of the Board of Directors by personal delivery, first class mail, electronic mail or board portal notice.
- C. Proxies, general or special, will not be accepted for any purpose in the meetings of the Board of Directors.
- D. Any director may waive notice of any meeting. The attendance of a director at any meeting will 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.

Section 8. Public Notice. Public notice of any meeting of the Board or any Committee will be made as required by Florida law. Opportunity for public comment may be permitted.

Section 9. Public Comment. To the extent required by law or permitted by the Chair, individuals who desire to appear before the Board or any Committee regarding an item being considered must submit their requests in writing to the address or email address noted in the posted notice for the meeting in advance, specifying the agenda item about which they wish to speak. Public comment will be limited to three minutes per person.

Section 10. Quorum and Voting. A majority of the Board of Directors will constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by these bylaws or by law.

Section 11. Participation by Electronic Means. Members of the Board of Directors may participate in a meeting by conference, telephone, or similar communications means provided all persons participating in the meeting are able to communicate with each other.

Section 12. Chair and Vice Chair of the Board. The Board of Directors will have a Chair and Vice Chair serve as officers of the Board.

- A. Chair of the Board. The Chair of the Board will be selected by the President of UCF and must be a member of the Board. The Board Chair will:
 - 1. Preside at the meetings of the Board of Directors. The Board Chair or designee will prepare the agenda for all meetings of the Board of Directors.
 - 2. Sign all certificates, bonds, deeds, mortgages, leases, and contracts of the corporation except as otherwise approved by the Board of Directors.
 - 3. Perform all duties as the Board of Directors will designate and may delegate certain duties with the Board of Directors' approval.
 - 4. Perform other duties as are necessarily incident to the office of the Board Chair.
- B. Vice Chair. The Vice Chair will be elected by the Board of Directors to serve as its Vice Chair and must be a member of the Board. The Vice Chair will assume the Chair's duties in the Chair's absence or incapacity and perform such duties as are assigned by the Chair.
- C. Term of Board Officers. Officers of the Board will serve for three-year terms or until their successor is duly selected or elected. Any such selected or elected Board officer may serve successive terms.
- D. Removal. The Board of Directors may remove any Board officer at any time upon a two-thirds vote of the directors, whenever the best interests of the corporation would be served.
- E. Vacancies. In the event of absence, inability, or refusal to act of the Chair, the President of UCF will select another member of the Board to serve as Chair. In the event of absence, inability or refusal to act of the Vice Chair, the Board will elect a new Vice Chair no later than its next regular meeting.

**ARTICLE III.
OFFICERS OF THE CORPORATION**

Section 1. Officers. The officers of the corporation will be non-members of the Board and will be as follows:

- A. Chief Executive Officer (CEO), who is the Vice President of the University of Central Florida with responsibility for health affairs;
- B. Secretary, who will be appointed by the CEO;
- C. Treasurer, who will be appointed by the CEO, in consultation with the Chief Financial Officer of the University; and
- D. other officers, listed below, as may be appointed by the CEO.

Section 2. Terms of Corporate Officers. *Ex officio* corporate officers who are employees of the University of Central Florida will serve as long as they continue to be employed with the University of Central Florida in that position. The term of office for appointed corporate officers will commence when appointed and continue for three years or until their successor is duly appointed. Any such appointed officer may be appointed to serve successive terms.

Section 3. Duties of Officers. The duties and powers of the officers of the corporation will be as follows:

- A. CEO. The CEO will be the chief executive officer of the corporation, will have general and active management of the business and affairs of the corporation, subject to the directions of the Board of Directors, and, in the absence of a Chair or Vice Chair of the Board of Directors, will preside at all meetings of the Board of Directors.
- B. Secretary. The Secretary will be responsible for maintaining the following records:
 - 1. Accurate minutes of the proceedings of all meetings of the Board of Directors and a record of the actions of the Board of Directors and committees.
 - 2. A copy of the Articles of Incorporation and Bylaws of the corporation and all amendments.
- C. Treasurer. The Treasurer will oversee the fiscal affairs of the corporation. The duties of the Treasurer include assuring that adequate provision is made for the care and custody of all the assets of this corporation.

Section 4. Removal. The CEO may remove any corporate officer at any time whenever the best interests of the corporation would be served.

Section 5. Vacancies. In the event of absence, inability, or refusal to act of any of the *ex officio*, appointed or designated officers of the corporation, the CEO, except as otherwise provided for in these Bylaws and subject to university regulation, will appoint a successor or successors to perform the duties of their respective offices.

**ARTICLE IV.
COMMITTEES**

The Board Chair may, at any time, appoint and charge such committees necessary and advisable to assist in the conduct of the corporation's affairs. Unless otherwise provided, committees may include members who are not directors, provided that committees will include a majority of directors and will be chaired by a director appointed by the Board Chair. Committee member appointments will be for defined terms, and committee members may be removed at any time, with or without cause, by the Board Chair. A majority of any committee of the corporation will constitute a quorum for the transaction of business.

**ARTICLE V.
DIRECT SUPPORT ORGANIZATIONS**

Section 1. Governing Authority. The corporation operates as a Direct Support Organization (DSO) for the University of Central Florida as defined by Florida statute. DSOs are certified by the University of Central Florida Board of Trustees and follow Florida law, the policies and procedures established by the State University System of Florida, the University of Central Florida and the Board of Trustees.

Section 2. Operating Budgets. Operating budgets for DSOs are prepared annually, approved by the Board of Directors and then submitted to the President of the University of Central Florida and the University of Central Florida Board of Trustees for approval.

Section 3. Fiscal Year. The fiscal year of the corporation will begin on July 1 and end on June 30 of the following year.

**ARTICLE VI.
NONDISCRIMINATION**

The corporation is committed to non-discrimination with respect to race, color, religion, age, disability, sex, marital status, national origin, veteran status or any other basis protected by law.

**ARTICLE VII.
AMENDMENTS**

These Bylaws may be made, altered, or rescinded by a two-thirds (2/3) vote of members of the Board of Directors present at any regular or special meeting at which a quorum is present. All amendments must be submitted to the University of Central Florida Board of Trustees in accordance with University Regulation prior to becoming effective.

**ARTICLE VIII.
MISCELLANEOUS PROVISIONS**

Section 1. Contracts. Contracts for the activities of this corporation will be signed in the name of the corporation by the Board Chair except as otherwise delegated.

Section 2. Financial Audits and Reports. The corporation will annually have a financial audit of its accounts and records conducted by an independent certified public accountant selected in accordance with university policy. The audit will be performed in accordance with the applicable rules adopted by the Auditor General and by the BOT, which will be forwarded to the BOT for review and to the Board of Governors and Auditor General.

Section 3. Compensation and Employment. The directors and officers of this corporation, except those otherwise employed by the corporation or UCF, will not receive any compensation from this corporation for their services as director or officer.

- A. Directors, officers and employees of this corporation may be reimbursed from funds of the corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties, provided the reimbursements or expenditures comply with Florida Statutes Sections 1004.28 and 1012.976.
- B. Personnel employed by this corporation will not be considered employees of the State of Florida by virtue of employment by this corporation.
- C. The corporation will provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, or national origin. Personal services provided to the organization must comply with Section 1012.976, Florida Statutes.

Section 4. Travel Expenses. The corporation will not use state funds for travel expenses.

Section 5. Indemnification. Pursuant to Sections 607.0850 and 617.0831, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation, by reason of the fact that he or she is or was a director or officer of the corporation) will be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, but only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The corporation will have the authority to purchase insurance for this purpose.

Authorization of Indemnification. Any indemnification hereunder will be made by the corporation only upon a determination that indemnification of the director or officer is proper in a specific case because he or she has met the standard of conduct set forth in the previous paragraph of this Section 5. Such determination will be made by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board (in which directors who are parties may participate) consisting solely of two (2) or more directors not at the time parties to the action, suit or proceeding or by a committee comprised of individuals who were not parties to such action, suit or proceeding where such committee is selected by a majority vote of the full Board (in which directors who are parties may participate).

Section 6. Ethics and Financial Disclosure. It is the duty of each director and officer to fully comply with the Government-in-the-Sunshine Law set forth in Section 286, et seq., Florida Statutes, the Public Records Law set forth in Section 119, et seq., Florida Statutes, and to the extent it applies, the Code of Ethics for Public Officers and Employees set forth in Chapter 112, Part III, Florida Statutes.

Section 7. Seal. The seal of this corporation will be in the form of a circle and will bear, among other things, the name of the corporation and the year of its incorporation.

Section 8. Rules. These Bylaws govern the transaction of business for this Board of Directors. To the extent that the Bylaws do not cover specific procedures, the most recent version of *Robert's Rules of Order* will be applied.

Section 9. Confidential and Exempt Public Records. Under Florida Statutes 1004.28(5)(b), other than the auditor's report, management letter, any records related to the expenditure of state funds, and any financial records related to the expenditure of private funds for travel, all records of the organization and any supplemental data requested by the Board of Governors, the Board of Trustees, the Auditor General, and the Office of Program Policy Analysis and Government Accountability will be confidential and exempt from s. 119.07(1).

ARTICLE IX. CONFLICT OF INTEREST

All actual or potential conflicts of interest involving directors and officers of the corporation will be disclosed and addressed in accordance with the corporation's Conflict of Interest Policy.

I HEREBY CERTIFY these Second Amended and Restated Bylaws were approved by the Board of Directors on April 22, 2022, by the UCF Governance Committee on May 25, 2022, and by the University of Central Florida Board of Trustees on May 26, 2022.

Jeanette C. Schreiber, JD, MSW
Secretary

Amendment History

Original: June 23, 2016

Amended and Restated: March 1, 2019, Approved by Board of Directors
May 16, 2019, Approved by UCF Board of Trustees

Second Amended and Restated: April 22, 2022, Approved by Board of Directors
May 25, 2022, Approved by BOT Governance Committee
May 26, 2022, Approved by UCF Board of Trustees