

BYLAWS
of
MANAGED ACCESS TO CHILD HEALTH, INC.

dba Partnership for Child Health

ARTICLE I
NAME AND PURPOSES

Section 1.01. Name. The name of the organization is MANAGED ACCESS TO CHILD HEALTH, INC.

Section 1.02. Purpose. The Corporation is organized for the charitable purpose of improving the health and well-being of children and families.

ARTICLE II
AUTHORITY AND DUTIES OF THE BOARD

Section 2.01. Purpose of the Board of Directors. The purpose of the Board of Directors is to support the activities of the Corporation within the context of its mission and advise and support the Executive Committee of the Board.

Section 2.02. Membership, Selection, and Tenure. The Board of Directors shall be Pediatricians or Pediatric Sub-specialists. Exceptions to this requirement are the Director of the Duval County Health Department and the Administrator of Wolfson Children’s Hospital, who will be invited to join the Board whether or not they are Pediatricians. These two directors may serve as ex-officio members of the Board. In addition the Board of Directors may include up to two youth and up to two family members that have received services related to the work of the Partnership for Child Health The Board of Directors shall be comprised of:

- Director of the Duval County Health Department
- Administrator of Wolfson Children’s Hospital
- Chair of the University of Florida, College of Medicine - Jacksonville, Department of Pediatrics
- A Legislative Consultant

and a representative from each of the following organizations or groups:

- Nemours Children’s Clinic
- Wolfson Children’s Hospital
- Northeast Florida Pediatric Society
- Children’s Medical Services

In addition to the above, the Board may also include

- up to four (4) practicing pediatric primary care physicians
- up to three (3) at-large members.
- up to two (2) youth
- up to two (2) family members

Directors shall be appointed by their respective organizations subject to approval by simple majority of the existing Board. Directors who do not represent a specific organization shall be nominated and approved by

simple majority of the Board. Each Director may hold office for a term of six (6) years and may be reappointed by a simple majority of the Board for an additional six (6) years.

Section 2.03 Director Emeritus. The Board shall also include up to two directors emeriti. The status of “director emeritus” shall be bestowed, by a simple majority vote of the Board, on a former board member (of more than five years) in recognition of his/her active participation and contribution. Director emeritus is a non-voting position with limited attendance requirements. A director who becomes a director emeritus shall create a vacancy on the Board of directors.

Section 2.04 Authority of the Board of Directors. The Board will oversee and supervise the general policies and direction of the MATCH Corporation. From its members it will nominate and elect by simple majority three to serve as an Executive Committee. The Board may initiate proposals as well as review, recommend changes or approve by simple majority the actions of the Executive Committee. The Board of Directors will hire or terminate the Medical Director as well as determine his/her compensation.

Section 2.05 Board Member Responsibilities. Membership on the Board requires a commitment to regularly attend and participate in meetings and actively work towards the advancement of the Corporation’s goals. A minimum of three of the six meetings annually must be attended personally for a member to remain in good standing.

Section 2.06 Removal of Board Members. Board membership may be terminated for failure to meet the meeting attendance requirements or conduct in conflict with the purpose of the Corporation. Members of the Board may be removed by a vote of two thirds of the Board of Directors.

Section 2.07 Resignation of Board Members. If a Board Member is unable or unwilling to fulfill his/her duties on the Board, he/she must submit a letter of resignation to the Secretary.

Section 2.08 Board Vacancies. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by requesting that the respective organization recommend a replacement for consideration of the Board. Directors who do not represent a specific organization shall be nominated by the Board. Approval of the recommended/nominated succeeding director shall be decided by a simple majority. In the event of a tie vote, the Chairman of the Board shall make the final decision. A member accepted to fill a vacancy shall hold office for the residual term of the individual being replaced.

Section 2.09 Regular Meetings. The Board will meet at least quarterly. Meetings of the Board shall be held at the principal office of the Corporation, or at any other place in the State of Florida selected by the Chairman, and approved by a majority of the Board.

Section 2.10 Quorum. A majority of members of the Board, represented in person or by proxy, shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

Section 2.11 Voting. Each member of the Board shall be entitled to one vote on each matter submitted. All decisions will be by majority vote of those members present in person or by proxy at a meeting at which there is a quorum. If there is no quorum, a staff member may be assigned to collect the votes of those present and call for a vote from those absent by submitting by mail or e-mail the motion at hand.

Section 2.12 Proxies and Designated Proxies. A Board member may vote either in person or through a proxy. A proxy shall be valid for one meeting only. A Board member may assign a Designated Proxy to vote on his/her behalf at each meeting the Board member cannot attend. A Designated Proxy shall be an individual familiar with the activities of the Corporation who demonstrates endorsement of the Corporation’s mission. The name of a potential Designated Proxy must be submitted by a Board member to be approved by a majority vote of the Board prior to him/her exercising voting privileges. A change in status (employment, organization affiliation or other condition deemed relevant to the advancement of the goals of the Corporation) may require the proxy to be re-

submitted for Board approval. Undirected proxies will be held by the Chairman (or the person chairing the meeting if the Chairman is not present). An undirected proxy is one that is either unassigned, or one for which the Designated Proxy is not in attendance and no alternative assignment had been made.

Section 2.13 Action by E-mail. Members of the Board of Directors may take action via e-mail. When a motion is submitted for vote via e-mail, members shall respond within 10 days. Responses not received within 10 days will be deemed a vote in approval of the action of those who have voted. All decisions made via e-mail shall be an act of the Board unless the law, the Articles of Incorporation or these bylaws otherwise expressly prohibit.

Section 2.14 Participation in Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone, or similar communications equipment.

Section 2.15 Compensation. No member shall for reason of position on the Board be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director from receiving any compensation for services rendered to or for the Corporation.

ARTICLE III AUTHORITY AND DUTIES OF THE EXECUTIVE COMMITTEE

Section 3.01. Purpose of the Executive Committee. The Executive Committee of the Board of Directors will follow the policy established by the Board and may exercise all the powers and authority granted to it by the Board

Section 3.02. Number, Selection, and Tenure. The Executive Committee members shall consist of the three (3) officers of the Board of Directors. The Chairman of the Board shall be the Chairman of the Executive Committee.

Section 3.03. Authority and Duties of the Executive Committee. The Executive Committee will follow the recommendations of the Board. The Executive Committee will meet regularly with the Medical Director and will participate in policy and personnel decisions.

Section 3.07. Regular Meetings. The Executive Committee will meet at least every other month and more often as needed by the Corporation. The Chairman of the Executive Committee is authorized to call meetings of the Committee. The Medical Director will be present at all meetings of the Executive Committee unless otherwise instructed.

ARTICLE IV OFFICERS OF THE BOARD

Section 4.01. Officers of the Board. The officers of the Board shall be a Chairman, a Vice Chairman, a Secretary/Treasurer, and one or more other officers, if so chosen by the Board.

Section 4.02. Appointment of Officers; Terms of Office. The Board will elect, by a simple majority vote, a Secretary/Treasurer at the Spring Board meeting or, in the case of vacancy, as soon thereafter as convenient. At the end of his/her term, the Secretary /Treasurer shall advance to the office of Vice-Chairman. The Vice-Chairman shall advance, at the end of his/her term, to the office of Chairman. Terms of office shall be two (2) years served at each office position. If, due to resignation or removal, an officer is not available to advance to the next office, the office will be treated as a vacancy and filled as specified in section 4.05 of these bylaws. Officers having advanced through each office shall be eligible for re-election to the Secretary/Treasurer position to begin the office rotation again. No member shall serve more than twelve (12) consecutive years.

Section 4.03. Resignation. Resignations are effective upon receipt of a written notification by the Secretary (or other Officer in the case of resignation of the Secretary).

Section 4.04. Removal. Any Officer may be removed for cause by a two-thirds majority vote of the Board.

Section 4.05. Vacancies. If any office becomes vacant for any reason, the vacancy may be filled either by the officer next in line to advance, or by simple majority vote of the Board. If the Board chooses to fill the vacancy by advancing the next officer in line, any office left vacant shall be filled by simple majority vote of the Board. Any officer so advanced or elected shall serve the unexpired term of his predecessor and then serve the following full term before advancing as specified in section 4.02. In this case, the other officers shall also serve corresponding terms, and then advance as specified in section 4.02. Failure to fill an officer position shall not affect the existence of the Board or the Corporation.

Section 4.06. Chairman. The Chairman of the Board will arrange the agenda and conduct the meetings of the Board of Directors. The Board meetings will follow Robert's Rules of Order. The Chairman shall perform all duties attendant to that office, subject, however, to the control of the Board, and shall perform such other duties as on occasion shall be assigned by the Board.

Section 4.07. Vice-Chairman. The Vice-Chairman will, in addition to the duties hereinafter set forth, perform general administrative functions under the direction of the Chairman. In the case of the absence or disability of the Chairman, the Vice-Chairman shall conduct the meetings of the Board and perform the Chairman's duties unless otherwise specified elsewhere in these bylaws.

Section 4.08. Secretary/Treasurer. The Secretary/Treasurer in addition to the duties hereinafter set forth, shall perform general administrative functions under the direction of the Chairman. He/she shall review all financial reports and bring them to the Board for approval, maintain communications between the Board and outside entities, and perform all such other duties as are incident to this office, or as may be prescribed by the Board of Directors or Chairman, under whose supervision he/she shall act. The Secretary / Treasurer has the authority to attest with signature all written contracts of the Corporation. In the absence of the Secretary/Treasurer, signing authority is granted to the Medical Director or any of the other officers of the Board. In cases of the Medical Director signing for grant proposals, a brief summary of the grant will be presented to the Board before signing.

ARTICLE V OTHER COMMITTEES

Section 5.01. Committees. The Chairman of the Board of Directors with the approval of the Board will establish a Finance Committee and may designate from among the members one or more other committees, each consisting of two (2) or more members which shall have the full power and authority of the Board to fulfill their assignment, except as limited in these bylaws. Committee members shall work to further advance the discussion and implementation of initiatives that support the Corporation. The size, duration, and responsibilities of such committees shall be established by a majority vote of the Board. No such committee shall have authority as to any of the following matters:

- a. An amendment of the Articles of Incorporation;
- b. The designation of any such committee or the filling of vacancies on the Board, Executive Committee or any Committee;
- c. An amendment to or repeal of the present bylaws or the adoption of new bylaws;
- d. An amendment to or repeal of any resolution of the Board which by its terms should not be amended or repealed;

- e. The election of officers of the Corporation; or
- f. Obligating the distribution of funds

ARTICLE VI FINANCIAL ADMINISTRATION

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be July 1 - June 30 but may be changed by resolution of the Board.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 6.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Chairman or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation at the Board's discretion.

Section 6.04. Financial Information. Each year, the Corporation shall have prepared an external audit of financial statements. Upon the written request of any member of the Corporation, the Corporation shall mail to such members a copy of the most recent audit.

A copy of the audit shall be filed in the registered office of the Corporation in this state, shall be kept for at least seven years, and shall be subject to inspection during business hours by any member, in person or by agent with appropriate advance notice of at least five (5) business days.

ARTICLE VII BOOKS AND RECORDS

Section 7.01. Books and Records. The Corporation shall have available accurate and complete books and records of an account and minutes of the proceedings of its members, Board, Executive Committee and other Committees.

The Corporation shall keep at its registered office or principal place of business a record of its members, giving the name and addresses of all members. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.02. Members' Inspection Rights. Any person who is a member of the Corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, during regular office hours, for any proper purposes, its relevant books and record of account, minutes, and records of members and to make extracts there from with appropriate advance notice of at least five (5) business days.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

These bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting, by meeting via conference telephone or action by e-mail pursuant to Sections 2.12 and 2.13.

CERTIFICATE OF ADOPTION

I HEREBY CERTIFY that the foregoing bylaws were duly adopted by an Organization Action taken by the Directors of Managed Access To Child Health, Inc., on the 16th September, 2015.

By: _____
Chairman of the Board