

PART I
SOUTH BROWARD HOSPITAL DISTRICT
BYLAWS

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|----------|------|------|------|
| Amended: | 1969 | 1993 | 2005 |
| | 1971 | 1994 | 2006 |
| | 1975 | 1995 | 2007 |
| | 1977 | 1996 | 2008 |
| | 1979 | 1997 | 2009 |
| | 1980 | 1998 | |
| | 1982 | 1999 | |
| | 1988 | 2000 | |
| | 1989 | 2001 | |
| | 1990 | 2002 | |
| | 1991 | 2003 | |
| | 1992 | 2004 | |

P R E A M B L E

PART I

Under authority granted by the Florida Legislature of 1947, Special Acts, Laws of Florida, Chapter 24415, as amended and codified by Ch. 2004-397, Laws of Fla. (hereinafter referred to as "the Charter"), creating a Hospital District, certain powers were vested in a Board of Commissioners. Section 31 of the Charter specifically provides for power to set up rules, regulations and bylaws for the operation of the Hospital District. Proceeding on this Authority, the Board of Commissioners of the South Broward Hospital District in a meeting held in Hollywood, Florida, adopted the Bylaws, rules and regulations herein contained. Some of these Bylaws, rules and regulations are specifically defined in the Charter, others are adopted as a matter of policy.

PART II

Recognizing that high level of patient care is the responsibility of the Medical Staffs of each of the District's hospitals, the Members of said Medical Staffs are organized in conformity with the following Board Bylaws, and in conformity with Medical Staff Bylaws, rules and regulations approved by the Board of Commissioners of South Broward Hospital District, applicable to each Hospital, to provide a concerted effort in this direction.

PART I

SOUTH BROWARD HOSPITAL DISTRICT

BYLAWS

ARTICLE I

GOVERNING BOARD

Section 1. Name

The Governing Board shall be known as the Board of Commissioners of the South Broward Hospital District.

Section 2. Membership

The Governing Board shall be composed of seven (7) members, elected or appointed according to the provisions as set forth in the Charter and amendments thereto. No member shall be disqualified by reason of being a member of the Medical Staff of any District hospital.

Section 3. General Powers

The general and specific powers of the Board shall be those authorized under the provisions of the Charter. No portion of these Bylaws may be construed as superseding or exceeding such authorized powers. The Board of Commissioners is responsible for attaining the objectives specified in the Charter. These objectives include, without limitation, selecting and appointing a competent and experienced

Chief Executive Officer, and Medical Staff Members; employing personnel; formulating or approving such Bylaws as may be desirable for the proper operation of the Hospital District's facilities; securing and controlling the use of all materials and supplies and maintaining and repairing of the property.

ARTICLE II

OFFICERS

Section 1.

The Officers

The Officers of the Board shall be a Chairperson, Vice Chairperson, and Secretary-Treasurer. All members of the Board serve without pay and all Officers shall be appointed or elected by the Board of Commissioners at the annual meeting and shall hold office for a period of one year or until their successor shall have been elected. Vacancies may be filled by the Board at any regular meeting or special meeting called for that purpose.

The Chairperson, who shall be a member of the Board of Commissioners, shall call and preside at all meetings of the Board of Commissioners, shall be interested in all affairs of the Hospital District and shall be, ex-officio, a member of all committees.

The Vice Chairperson, who shall be a member of the Board of Commissioners, shall act as Chairperson in the absence of the Chairperson and when so acting shall have all the power and authority of the Chairperson.

The Secretary-Treasurer shall be responsible for assuring that the Chief Executive Officer or his designee issues notices of all regular and special meetings on orders from the Chairperson. The Treasurer shall have custody of all operating funds of the Hospital District, and shall be responsible for all duties specifically imposed on that office by the Charter or other applicable law. The implementation of receipt, disbursement and safeguarding of Hospital District funds may be assigned to qualified employees on the Hospital District staff under the general supervision of the Treasurer. All disbursement of Hospital District funds shall be in strict accordance with the specific requirements of the Charter or other applicable law.

ARTICLE III

COMMITTEES

Section 1.

Committees

Committees of the Board of Commissioners shall be standing and special.

All Committees of the Board of Commissioners shall be appointed by the Chairperson, except the Joint Conference Committee, which shall be comprised as specified elsewhere in these Bylaws. Standing Committees shall have power to act only as stated in these Bylaws or as conferred by the Board of Commissioners in specific matters. All Committees shall be chaired by the Board representative. A secretary, who need not be a member of the Committee, shall be appointed by the Chairperson.

Committee assignments may be revised when necessary or desirable. Members of the Medical Staffs, employees of the Hospital District or members of the community may serve on these Committees when desirable.

Standing Committees shall investigate and report on matters within their jurisdiction either at the request of the Board, the Chairperson, or on their own initiative, except for those matters which are referred to another Committee by the Chairperson of the Board.

Section 2. Quorum. At Committee meetings, a quorum shall be one-half the number of members of the Committee, which shall include a Board member.

Section 3. Standing Committees. The Standing Committees of the Board are listed below:

Sub- Finance Committee. The Finance Committee reviews short, intermediate, and long
Section 3.1 range financial plans of the Hospital District. It reviews requests for financing for acquisitions, major new programs, or projects and other arrangements requiring large capital commitments. It reviews financial and accounting services provided through formal arrangements for banking services, investment banking services, collection services, and monitoring of investment management services for the Employee Pension Fund and other employee retirement plans, including, without limitation, those under Sections 403 (B) and 457 (B) of the Internal Revenue Code.

Sub- Planning Committee. The Planning Committee reviews short range programs,
Section 3.2 facilities planning matters, and serves as the long range planning vehicle of the Hospital District. It reviews Certificate of Need matters and all programs, plans for major new construction and plans for major renovations which will ultimately require Board approval. Recommendations are brought to the full Board for a decision.

Sub- Community Relations Committee. The Community Relations Committee
Section 3.3 assists the Board in identifying the health care needs of the community and developing long term cooperative relationships with key organizations, groups, and leaders to collaboratively implement programs and services to address these needs with the overall goal of improving the health status of the community. The Community Relations Committee additionally oversees the District=s community health initiatives, including, without limitation, the operation of the District=s Community Health Services.

The Committee will also approve policies and will review appropriate Community Health Services operational statistics and practices as necessary to keep the Board informed regarding its operations.

Sub- Home Health Agency Committee. The Home Health Agency

Section 3.4 Committee oversees the operation of Memorial Home Health Agency. The Committee will also approve policies and will review appropriate Home Health Agency financial and operational statistics and practices as necessary to keep the Board informed regarding the Home Health Agency operations.

Sub- Senior Services Committee. The Senior Services Committee oversees the
Section 3.5 operation of Memorial Manor Nursing Home and other senior services. The Committee will also approve policies and will review appropriate nursing home and senior services operational statistics and practices as necessary to keep the Board informed regarding their operations.

Sub- Joint Conference Committee of District Hospitals. The Joint Conference
Section 3.6 Committee shall consist of the Chairperson of the Board of Commissioners, the officers of the Medical Staff of each District Hospital, the Chief Executive Officer, and the Administrator of each District Hospital. They shall meet as needed, when appropriate notice is given, to provide ongoing and regular dialogue between the Board, Administration, and the officers of the Medical Staffs. The physician executives responsible for the medical affairs function of Hospital District=s facilities shall be ex-officio members of the Committee.

Sub- Personnel Committee.

Section 3.7

3.7-1 The Personnel Committee primarily meets regarding major personnel policy issues for the Hospital District such as proposed modifications in the pension plan, proposed major revisions in the benefits programs and strategic decisions with respect to wage and salary administration.

3.7-2 Retirement Plan (the "Plan") for Employees of the Hospital District will be administered by the Personnel Committee (the "Committee"), consisting of a Chairperson and at least three additional members, each of whom shall be appointed by the Chairperson of the Committee. Each additional member may, but need not, be a Commissioner, member of the administration, or employee of the Hospital District, and each such member shall be appointed in like manner. Any member of the Committee may resign by delivering a written resignation to the Chairperson of the Committee. The Board of Commissioners of the Hospital District may remove any member of the Committee by so notifying the member and other Committee members in writing. The members of the Personnel Committee shall serve without compensation and without bond unless the Board of Commissioners of the Hospital District shall require otherwise, in which event the Hospital District shall pay the premium thereon.

3.7-2 A. Officers and Employees of Committee - The Committee may appoint a secretary who may, but need not, be a member of the Committee, and may employ

such agents, clerical and other services, legal counsel, accountants and actuaries as may be required for the purpose of administering the Plan.

3.7-2 B. Action by Committee - A majority of the members of the Committee shall constitute a quorum for the transaction of business, and shall have full power to act hereunder. Any written memorandum signed by the secretary or any member of such Committee who has been authorized to act on behalf of the Committee shall have the same force and effect as a formal resolution adopted in open meeting. Minutes of all meetings of an action by the Committee shall be kept in written form by the secretary. The Committee shall give to the trustee any order, direction, consent or advice required under the terms of the trust agreement, and the trustee shall be entitled to rely on any instrument delivered to it and signed by the secretary or any authorized member of the Committee as evidencing the action of the Committee.

A member of the Committee may not vote or decide upon any matter relating solely to said member or vote in any case in which said member's individual right or claim to any benefit under the plan is particularly involved. If, in any case, in which a Committee member is so disqualified to act, the remaining members cannot agree, the Board of Commissioners of the Hospital District will appoint a temporary substitute member to exercise all of the powers of the disqualified member concerning the matter in which he is disqualified.

3.7-2 C. Rules and Regulations of Committee - The Committee shall have the authority to make such rules and regulations, and to take such actions as may be necessary to carry out the provisions of the Plan, and will, subject to the provisions of the Plan, decide any questions arising in the administration, interpretation, and application of the Plan - which decisions shall be conclusive and binding on all parties. The Committee may delegate any part of its authority and duties as it deems expedient.

3.7-2 D. Powers of Committee - In order to effectuate the purpose of the Plan, the Committee shall have the power to construe the Plan, to supply any omissions therein; to reconcile and correct any errors or inconsistencies, and to make equitable adjustments for any mistakes or errors made in the administration of the Plan, and all such action or determinations made in good faith shall not be subject to review by anyone.

Sub- Board Governance Committee. Its purpose is to review and recommend
Section 3.8 changes to the Bylaws when appropriate, and to reduce to formal written policies major decisions made by the Board that have a significant and on-going impact on the operations of the South Broward Hospital District; and to review those policies and Bylaws at least annually and bring proposed changes to the full Board for consideration.

Sub- Contracts Committee. Its purpose is to review contracts for physician services,
Section 3.9 major employment contracts, and other major contractual commitments to be presented to the Board, in accord with Board Policy. The Committee meets as needed and serves as a recommending body to the Board.

Sub- Building Committee. Its purpose is to review the status of major proposed
Section 3.10 construction and construction in progress and to review major change orders, cost overruns and delays, to be presented to the Board in accord with Board Policy.

Sub- Performance Improvement/Risk Management Liaisons. The Board
Section 3.11 representatives to these two important functions act both as a Board liaison to the Hospital District's Self-Insurance Liability Program, its Risk Management Program, and to the Hospital and Medical Staff Performance Improvement Program for each District hospital. The representatives attend scheduled Medical Staff Performance Improvement meetings, which shall not be less than quarterly, in which departmental performance plans are reviewed and where problems are identified and plans for resolutions are developed.

Sub- Audit and Compliance Committee. This Committee shall be comprised of at least two
Section 3.12 Board Members, one of which shall be the Chairman. When possible, one of these Board Members shall be a “financial expert” as contemplated under the Sarbanes-Oxley Act of 2002. In addition, the following members of the Executive Staff shall

be ad-hoc members of the Committee without voting rights: the Chief Executive Officer, the District General Counsel, the Chief Financial Officer and the Chief Administrative Officer. Any other person may be designated by the Chairman as an ad-hoc member without voting rights. The Committee meets quarterly to:

1. Review the design, operation, and effectiveness of the Corporate Compliance Program, which consists of compliance standards and procedures to be followed by South Broward Hospital District employees and agents; which standards and procedures are designed to ensure compliance by the District and its employees with all laws, rules and regulations relating to the health care industry.
2. Review the results of the efforts of the District's Director of Compliance and Audit over the previous three months. A report of that meeting is distributed to the Board for review, including, without limitation, a report of any matter reviewed by the Committee in which there was disagreement between participating Board members.

The Committee shall review the annual external audit report and shall report their findings and recommendations to the Board.

Sub- Government Relations Committee. The Committee serves as a liaison between the
Section 3.13 Hospital District and Legislative and Regulatory bodies. It reviews proposed
legislation and advises the Board as to the potential effects. It reviews major issues

before regulatory agencies and advises the Board as to a recommended course of action. It promulgates recommendations annually on legislative issues affecting the Hospital District.

Section 4. Special Committees. Special Committees shall be appointed by the Board of Commissioners from time to time as occasion demands. These shall limit their activities to the purpose for which they are appointed and they shall have no power to act unless such is specifically conferred by action of the Board of Commissioners.

Section 5. Immunities. The acts or omissions of Commissioners serving on Committees shall be within the scope of their official duties for and on behalf of the District. Commissioners serving on Committees shall be entitled to all the privileges and immunities conferred by law, and to the insurance coverages and protections conferred by Board policies.

ARTICLE IV

MEETINGS

The Meetings of the Board shall be Annual, Regular and Special. Additionally, the Board shall conduct Workshop Meetings. Regular attendance shall be encouraged for Board Members. All meetings and/or portions thereof shall be open to the public unless otherwise provided by law.

Section 1. Agenda

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- A. Regular Meetings
 - 1. Call to order
 - 2. Approval of Minutes
 - 3. Report to the Board; Reports from Board Officers and Standing Committees
 - 4. Report of Special Committees
 - 5. Announcements
 - 6. Unfinished Business
 - 7. Board Regular Business
 - 8. New Business
 - 9. Commissioners= Comments
 - 10. Adjournment
- B. Special Meetings and Workshop Meetings
 - 1. Call to order
 - 2. Transaction of the business for which the meeting is called
 - 3. Adjournment

Section 2. Annual Meetings

The last regular Board meeting in July of each year shall constitute the annual meeting of the Board. Officers of the Board shall be elected and the newly elected Board members shall take office at the next meeting held.

Section 3. Regular Meetings

Regular meetings of the Board shall be conducted monthly. Notice of each meeting and the time and place of each meeting shall be made in writing seven (7) days prior to the meeting.

Section 4. Special Meetings

Special meetings may be called by the Chairperson acting alone. Upon the request of two members of the Board, the Chairperson will be required to call a special meeting.

Notice of each meeting shall be given, stating the purpose of the meeting, and the time and place, as required by law. No business other than that stated in the notice may be transacted at such special meeting.

Section 5. Workshop Meetings

Workshop Meetings may be combined with other meetings of the Board or held separately. Notice of each meeting shall be given as required by law. No official business shall be transacted at the Workshop Meetings unless the Board shall go into Executive Session. It shall take five votes, regardless of the numbers of members present, for the Board to go into Executive Session. Once the Board is in Executive Session, business shall be transacted by a majority vote.

Section 6.

Peer Review/Risk Management Meetings

Peer Review/Risk Management meetings of the Board shall be conducted quarterly.

The Peer Review/Risk Management meetings are conducted solely to:

- A. To perform peer review pursuant to Section 395.0193, Fla. Stat., including, without limitation, to review professional practices at District Hospitals to reduce morbidity and mortality, and to improve patient care.
- B. To function as a medical review committee, as defined under Section 766.101, Fla. Stat.
- C. To achieve the objectives of Risk Management under Section 395, Fla. Stat.

The above listed functions of the Board are exempt from the public meeting requirements of Section 286, Fla. Stat., and the Open Public Records requirements of Section 119, Fla. Stat.

The exemptions from public meeting and public records requirements are found at Section 766.101(7)(c), Fla. Stat., Section 395.0193(7), and Section 395.0197(14) Fla. Stat.

Section 7

Negotiations for Contracts.

Under Section 395.3035, Fla. Stat., those portions of the Board meeting at which negotiations for contracts with non-governmental entities occur or are reported on, when such negotiations or reports concern services that are or may reasonably be

expected by the Hospital's governing Board to be provided by competitors of the Hospital, are exempt from the public meeting provisions of Section 286.011, Fla. Stat., and Section 24(b), Art. I of the State Constitution. All Board meetings at which the Board is scheduled to vote to accept, reject, or amend contracts, except managed care contracts, shall be open to the public. All portions of the Board meeting which are closed to the public shall be recorded by a certified court reporter. The reporter shall record the times of commencement and termination of the meeting, all discussion and proceedings, the names of all persons present at any time, and the names of all persons speaking. No portion of the meeting shall be off the record. The court reporter's notes shall be fully transcribed and maintained by the Hospital records custodian within a reasonable time after the meeting. The transcript shall become public one year after the termination or completion of the term of the contract to which such negotiations relate or, if no contract was executed, one year after termination of the negotiations. This Section does not restrict authority delegated to the Chief Executive Officer under Board Policy, nor does it require such contracts to be brought to the Board for approval.

Section 8. Discussions of Strategic Plans.

Under Section 395.3035, Fla. Stat., certain portions of a Board meeting at which the written strategic plans, including written plans for marketing its services, are discussed or reported on are exempt from the provisions of Section 286.011, Fla. Stat., and Section 24(b), Art. I of the State Constitution, commonly known as the

Public Meeting Law and/or Sunshine Law. All portions of the Board meeting which are closed to the public shall be recorded by a certified court reporter. The reporter shall record the times of commencement and termination of the meeting, all discussion and proceedings, the names of all persons present at any time, and the names of all persons speaking. No portion of the meeting shall be off the record. The court reporter's notes shall be fully transcribed and maintained by the hospital records custodian within a reasonable time after the meeting. The transcript, or portions of the strategic plan, shall become public when required by law.

Section 9. Legal Requirements for Meetings Closed Under Sections 7 and 8, above.

The Hospital District will comply with all disclosure, notice, and record keeping requirements applicable to meetings closed under Sections 7 and 8, above, to the extent required by law.

Section 10. Quorum and Procedure

A majority of said Commissioners shall constitute a quorum, and a vote of at least three of said Commissioners shall be necessary to transact any business of the District. The Commissioners shall cause true and accurate minutes and records to be kept of all business transacted by them, and shall keep full, true and complete books of account and minutes, which minutes, records, and books of account shall at all reasonable times be open and subject to the inspection of inhabitants of said District, except as provided by law; and any person desiring to do so, may make or procure

copy of said minutes, records or books of account, or such portions thereof as he or she may desire, except as provided by law.

All meetings shall be conducted in accordance with Robert=s Rules of Order. Voting shall be by voice unless a member shall demand a roll call, in which case the Chairperson shall call the roll and the vote of each member entered in the minutes. An agenda shall be prepared for each meeting and shall, except as provided by law, provide a period during which the public and the press may be heard.

Section 11. Meetings Conducted by Communications Media Technology.

The Board, at the discretion of the Chairperson, or at the request of three members of the Board, may conduct a meeting of the Board by using the electronic transmission of audio, video, or printed matter, hereinafter referred to as "Communications Media Technology."

Prior to the Board conducting a meeting by Communications Media Technology, notice of the meeting shall be given as required for a Regular, Workshop, or Special Meeting, except that the notice shall plainly state that the meeting is to be conducted by means of or in conjunction with communication media technology and identify the specific type of communications media technology to be used. The notice shall also describe how interested persons may attend and shall contain the address or addresses of all designated places where a person interested in attending the meeting may go for

purposes of attending the meeting. The places so designated in the notice shall be open to the public during the meeting.

If, during the course of a meeting held by Communications Media Technology, technical problems develop with the communications network that prevent interested persons from attending the meeting, the meeting shall be terminated until such problems have been corrected. Any Commissioner of the Board may attend any meeting provided for herein by use of said Communications Media Technology. In this event, no special notice shall be required so long as all communications via media technology are fully audible or visible, as applicable, to the public at the advertised meeting place. If technical problems arise under circumstances affecting one or more Commissioners attending the meeting by Communications Media Technology, the meeting shall continue without the participation of the Commissioner(s) so attending provided that the Commissioner(s) physically in attendance at such meeting shall constitute a quorum as set forth herein.

ARTICLE V

CHIEF EXECUTIVE OFFICER

The Board of Commissioners shall select and appoint a competent Chief Executive Officer, who shall be its executive representative in the management of the Hospital District. The Chief Executive Officer shall be given the necessary authority and responsibility to operate the facilities of the Hospital District in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued

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by the Board or by any of its committees to which it has delegated power for such action. The Chief Executive Officer shall act as the authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The Chief Executive Officer shall have the authority to appoint Administrators for all District hospitals and facilities, and may appoint other administrative officers with delegated authority as determined by the Chief Executive Officer. Nothing in these Bylaws precludes or prohibits the Chief Executive Officer from being the Administrator of any District hospital or facility. More specifically, the authority and duties of the Chief Executive Officer shall be:

Section 1. To prepare and submit to the Board of Commissioners for approval a scheme of organization of the personnel and others concerned with the operation of the Hospital District's facilities.

Section 2. Preparation of an annual budget with the advice and assistance of the Finance Committee, showing expected revenues and expenditures, including millage requirements, and submission to the Board for approval.

Section 3. To select, employ, control and discharge all employees authorized by the Budget. No Board member may issue orders to or make requests from any employee except through the Chief Executive Officer.

Section 4. To see that the buildings and grounds are kept in a good state of repair, in conjunction with the Board Building Committee when applicable and per Board Policy.

- Section 5. To supervise all business affairs such as the records of financial transactions, collections of accounts and purchases and issues of supplies and to be certain that all funds are collected and expended to the best possible advantage.
- Section 6. To cooperate with the Medical Staffs of the various District hospitals and to secure like cooperation on the part of all those concerned with rendering professional service to the end that the patients may receive quality care.
- Section 7. To submit regularly to the Board of Commissioners or its authorized committees, period reports showing the professional service and financial activities of the Hospital District and to prepare and submit any special reports that may be required.
- Section 8. To attend all meetings of the Board of Commissioners and its committees.
- Section 9. To perform any other duty that may be necessary in the best interest of the Hospital District.

ARTICLE VI

MEDICAL STAFF

- Section 1. The Board of Commissioners of the South Broward Hospital District is authorized to appoint a Medical, Dental, Podiatry and Psychology Staff for each District hospital

composed of physicians, dentists, podiatrists, and psychologists, and shall make certain that these staffs are organized into a responsible, administrative unit under Bylaws, Rules and Regulations for each Staff. The Medical, Dental, Podiatry, and Psychology Staffs of the various District hospitals shall collectively be referred herein as "The Medical Staffs."

The Governing Body shall only appoint a practitioner to the Medical Staffs after receiving recommendations by the Medical Staffs.

The Board of Commissioners is hereby authorized and empowered to establish rules, regulations and Bylaws to govern and control said Medical Staffs and members thereof, so that the welfare and health of the patients and the best interests of the Hospitals may at all times be served.

Section 2. The Board of Commissioners is hereby authorized and empowered to grant or refuse, revoke or suspend, membership in said Medical Staffs, and to grant or refuse, revoke or suspend, any privileges attendant to such membership so that the welfare and health of the patients and the best interests of the Hospitals may at all times be best served.

A. All applicants shall meet such criteria as is required by the Medical Staff Bylaws of the applicable District hospital.

B. The Board of Commissioners is hereby authorized and empowered to establish such additional standards of good moral character, professional ethics, professional competency and professional conduct to be prerequisites for membership in the said Medical Staffs as the Board, in its discretion, shall determine to be necessary for the protection of the health and welfare of the patients of the Hospitals, but the failure of the Board of Commissioners to establish such additional standards by rules and regulations shall not destroy the power of the Board to determine membership in the Medical Staffs according to the authority, requirements and standards otherwise prescribed by these Bylaws. The Board of Commissioners is further authorized and empowered to require members of the Medical Staffs to abide by all rules and regulations and Bylaws established by the Board of Commissioners, and to require the performance of those professional duties and responsibilities prescribed by said rules, regulations and Bylaws, and to enforce such requirements by the revocation, suspension, or curtailment of Medical Staff membership and medical privileges, or by requiring counseling, reprimand, or education.

C. The Board of Commissioners shall establish such rules and procedures for hearing as are necessary to insure an orderly, fair, and impartial proceeding in which all

facts relevant to alleged deviations from medical staff requirements may be heard by the examining authority.

D. District Medical Advisory Committee.

- (i) The South Broward Hospital District shall have a Medical Advisory Committee to assist the Board of Commissioners with issues relating to medical staff credentialing, and physician coverage for all District facilities.
- (ii) The District Medical Advisory Committee will consist of: (1) the Chiefs of Staff of District Hospitals; (2) the Chairmen of the Credential Committees of District Hospitals; (3) the Senior Vice Presidents of East and West Operations; (4) the Administrators of District Hospitals (or their designees); (5) the Chief Executive Officer of the Hospital District, or his designee; and (6) the Chief Medical Officer and the Directors of Medical Affairs (ex-officio without vote).
- (iii) The duties of the Medical Advisory Committee shall be as follows:
 - (a) To review discordant credentials and privileges for consistency at all District facilities prior to being presented to the Board for approval;
 - (b) To review all adverse recommendations of District Hospital's Medical Executive Committees for consistency at all District facilities prior to Board final action;

- (c) To make recommendations regarding specific physician coverage needs at any District Hospital, including, without limitation, emergency call;
 - (d) To deal with conflicting Medical Staff issues at all District facilities.
 - (iv) The District Medical Advisory Committee shall meet as needed, or as required by the Bylaws of the Medical Staffs. A permanent record of the proceedings and reports shall be maintained.
 - (v) Recommendations and reports of the District Medical Advisory Committee will be forwarded to the Board within 30 days or as otherwise required by the Medical Staff Bylaws.
- E. All proceedings incident to the refusal, revocation, or suspension of membership in the Medical Staffs, or of medical privileges attendant thereof, shall be conducted in the manner required by law, and shall be conducted only by those persons directly concerned with the outcome of the proceeding, or by those persons as might be necessary to its proper function and conduct, and the attorneys for each person.

Section 3. Allied Health Practitioner Staff.

The Board of Commissioners of the South Broward Hospital District is authorized to appoint an Allied Health Practitioner Staff for each District hospital composed of the

following licensed and supervised healthcare workers who are granted clinical privileges and who are employed by the Memorial Healthcare System, or who are employed by a contract group, or who provide services at the request of a staff physician, including, without limitation:

Advance Registered Nurse Practitioners
Certified Registered Nurse Anesthetists
Certified Nurse Midwives
Clinical Perfusionists
ICU Physicians - not on active Medical Staff
Intraoperative Electrophysiologists
Orthotists/Prosthetists
Physician Assistants
Post-op Anesthesia Coordinators
Registered Nurse - First Assist
Registered Nurse - Reinfusion of Peripheral Blood Stem Cell

The Board of Commissioners shall make certain that these staffs are organized under Rules and Regulations.

- A. Allied Health Practitioners are not members of the Medical Staffs.

- B. The Board of Commissioners shall only appoint a practitioner to the Allied Health Practitioner Staffs after receiving recommendations by the Medical Staffs.

The Board of Commissioners is hereby authorized and empowered to establish rules and regulations to govern and control said Allied Health Practitioners and members thereof, so that the welfare and health of the patients and the best interests of the Hospitals may at all times be served.

- C. The Board of Commissioners is hereby authorized and empowered to grant or refuse, revoke or suspend, membership in said Allied Health Practitioner Staffs, and to grant or refuse, revoke or suspend, any privileges attendant to such membership so that the welfare and health of the patients and the best interests of the Hospitals may at all times be served.

- D. All applicants shall meet such criteria as is required by the Allied Health Practitioner Staff Rules and Regulations of the applicable District hospital.

- E. The Board of Commissioners is hereby authorized and empowered to establish such additional standards of good moral character, professional ethics, professional competency and professional conduct to be prerequisites for membership in the said Allied Health Practitioner Staffs as the Board, in its discretion, shall determine to be necessary for the protection of the health and welfare of the patients of the Hospitals, but the failure of the Board of Commissioners to establish such additional standards by rules and regulations shall not destroy the power of the Board to determine membership in the Allied Health Practitioner Staffs according to the authority, requirements and standards otherwise prescribed by these Bylaws. The Board of Commissioners is further authorized and empowered to require members of the Allied Health Practitioner Staffs to abide by all rules and regulations

established by the Board of Commissioners, and to require the performance of those professional duties and responsibilities prescribed by said rules and regulations, and to enforce such requirements by the revocation, suspension, or curtailing of Allied Health Practitioner Staff membership and medical privileges, or by requiring counseling, reprimand, or education.

F. The Board of Commissioners shall establish such rules and procedures for hearing as are necessary to insure an orderly, fair, and impartial proceeding in which all facts relevant to alleged deviations from Allied Health Practitioner staff requirements may be heard by the examining authority.

G. All proceedings incident to the refusal, revocation, or suspension of membership in the Allied Health Practitioner Staffs, or of allied health practitioner privileges attendant thereof, shall be conducted in the manner required by law, and shall be conducted only by those persons directly concerned with the outcome of the proceeding, or by those persons as might be necessary to its proper function and conduct, and the attorneys for each person.

ARTICLE VII

VOLUNTARY AUXILIARY

Believing that the best interest of the Hospital District shall be served by a board of volunteers, and under the general supervision of the Chief Executive Officer, the board shall organize people who are interested in

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furthering the work and welfare of the Hospital District in such a manner as will serve the best interest of the Hospital District and the community. This article is governed by the Bylaws of the South Broward Hospital District and is approved by the Board of Commissioners.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended by affirmative vote of two-thirds majority of the members of the Board at any regular or special meeting, provided notice shall have been given as specified in Article IV, and written copies of proposed amendments transmitted to each Board member with the notice.

ARTICLE IX

RULES AND REGULATIONS

Section 1. Official actions of the Board are set forth in the minutes and are available for public inspection and distribution, to the extent required by applicable law. Financial statements and transactions are likewise available to the public. Individual medical and financial patient records, being confidential in nature, are available only to authorized personnel or under strict regulations approved by the Board, or prescribed by law.

Section 2. All committee reports shall be in writing.

Section 3. The Chief Executive Officer shall have power to initiate rules and regulations and these rules shall apply until the next regular meeting of the Board of Commissioners.

Section 4. No individual Board member may set forth policies without full approval of the Board of Commissioners.

ARTICLE X

PERFORMANCE IMPROVEMENT AND UTILIZATION REVIEW PLANS

Section 1. In keeping with its responsibility to promote quality patient care within the facilities operated by the South Broward Hospital District, and recognizing the existence of health care industry standards designed to assure quality care and appropriate utilization of resources, the Board of Commissioners shall develop a Performance Improvement Plan, and a Utilization Review Plan.

Section 2. The Board of Commissioners hereby delegates the responsibility for performance improvement and utilization review to the Chief Executive Officer. The Chief Executive Officer shall develop a plan consistent with the requirements of such standards and submit the same to the Board of Commissioners for approval.

Section 3. Each year the Chief Executive Officer shall review the Performance Improvement Plan and make any recommended revisions of that plan to the Board of Commissioners for its approval.