

**BYLAWS OF  
MERIDIAN BEHAVIORAL HEALTHCARE, INC.**

**ARTICLE I. NAME**

This Corporation shall be known as **MERIDIAN BEHAVIORAL HEALTHCARE, INC.**, a Florida Corporation.

**ARTICLE II. OBJECTIVES**

The general objectives of this Corporation are as follows:

To develop, organize and/or provide mental health, substance abuse and other related services primarily within Alachua, Bradford, Columbia, Dixie, Gilchrist, Hamilton, Lafayette, Levy, Suwannee, and Union Counties as well as other surrounding areas; to administer **MERIDIAN BEHAVIORAL HEALTHCARE, INC.** and any other mental health and substance abuse and other services/programs it may initiate or adopt from time to time; to evaluate the need for new services in the catchment and its surrounding communities.

**ARTICLE III. MEETINGS**

**SECTION 1. ANNUAL MEETING:** The annual meeting of the Board shall be held in December of each year at a time and place designated by the Chairperson and as agreed upon by a vote of the majority of the membership. One of the purposes of the Annual Meeting shall be the installation of new officers of the Board for the calendar year beginning in January of the following year. Officers shall have been elected at the meeting of the Board in November preceding the annual meeting.

**SECTION 2. REGULAR MEETINGS:** The Board of Directors shall, by majority vote at its first meeting after the Annual Meeting, agree on a schedule of dates and times of the regular meetings of the Board. The Secretary of the Board or his/her delegate shall publish one time the yearly schedule of the meetings of the Board of Directors in the Gainesville Sun (or any successor daily newspaper in Alachua County, Florida) in the legal ad section, so there is a reasonable public notice of the date, time and place of all regular meetings of the Board.

**SECTION 3. SPECIAL MEETINGS:** Special meetings of the Board of Directors may be held at the call of the Chairperson or by written request of ten (10) members of the Board of Directors. Three (3) days' written notice to each Board member by regular mail or by facsimile transmission or by email, any one of which shall be sufficient, shall be given to all Board members. Telephone notice may be given and each Board member who did not receive written notice and who attends in response to telephone notice shall be asked at the meeting to waive the giving of written notice. The Secretary or his/her delegate shall post on the Meridian Website a notice of the Special meeting three (3) days before the date of the Special Meeting.

**SECTION 4. TELEPHONE MEETINGS:** Members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board or committee by means of conference telephone call or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. This meeting shall be conducted pursuant to Rule 28-109 of the Florida Administrative Code. Such meetings must be conducted such that the public has an accessible location from which to attend.

**SECTION 5. NOTICE:** Consistent with Sections 2 and 3 of Article III, above, reasonable notice, in

writing, of each Board Meeting or meeting of any committee of the Board shall be mailed to each member of the Board or of any committee of the Board at his/her usual place of business or residence.

**SECTION 6. GENERAL MEMBERSHIP:** The duly elected members of the Board of Directors shall constitute the membership of the Corporation.

**SECTION 7. ORDER OF BUSINESS:** Order of Business at the board meeting shall be at the discretion of the Chair. A written agenda shall be provided for all regularly called meetings; other business of interest to the Board may be taken up at the request of any board member.

**SECTION 8. QUORUM:** A majority of the persons holding the currently filled Board seats, present in person, or through electronic means as defined in Section 4 of this Article III, shall constitute a quorum of the Board. No meeting shall be convened without a quorum being present, but members present who are less than a quorum may adjourn the meeting to a date certain.

**SECTION 9. VOTING:** Every member of the Corporation's Board, present in person or by such electronic means as is defined by Section 4 of this Article III, shall be entitled to one vote exercised by him or her individually, upon every proposal properly submitted for a vote at any meeting of the Corporation, the Board of the Corporation, or any committee of the Corporation.

**SECTION 10. SUNSHINE LAW:** All Board meetings and meetings of committees of the Board and the Annual Meeting, shall be conducted in compliance with current Florida "Government in the Sunshine" Laws (Chapter §286.011 and any Amendments or subsequent renumbering of such law). Further, the Secretary of the Board or his/her delegate shall give reasonable public notice of meetings of the Board or its committees as specified in Sections 2 and 3 of this Article III. Reasonable notice to the media shall be given by regular mail, or by facsimile transmission, or by email, or posting on Meridian's Website as nearly as possible to three (3) days before each meeting of the Board, any committee of the board, or any meeting of the membership. If telephone notice to the media is used, such notice shall be followed by regular mail or by facsimile transmission or by email notice of time allows.

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

##### **SECTION 1. NUMBER AND TERM OF DIRECTORS:**

A. The business, property and affairs of this Corporation shall be managed by a Board of Directors, composed of the persons who are the members of the Corporation as stated in ARTICLE III, Section 6 above and further defined in ARTICLE IV, Section 2. The number of Directors shall be 17. Fifteen of the Directors shall meet the qualifications of Section 2 of this Article and two shall be designated as at-large Directors.

B. Each Director shall hold office for a term of three years. The term of office shall commence on the first day of December, except as noted in Article VI, Section 8. Attendance, as required in ARTICLE IV, Section 10 must be met.

C. From time to time, by majority vote, the Board may elect board members emeritus. Board members emeritus shall have voting privileges at the committee level, but are not entitled to vote at meetings of the full Board. Emeritus members do not count toward a quorum.

**SECTION 2. COUNTY REPRESENTATION:** Each County in the catchment area shall be entitled to membership on the Board as specified in Article III of the Amendments to Articles of Incorporation

with the total number of Board members being seventeen. The initial configuration of county representation shall, as nearly as possible, be one representative for each 50,000 population of a county or any portion thereof two members shall be at large.

**SECTION 3. CLASSIFICATION OF DIRECTORS:** Initial terms of appointment will be staggered equally among one, two and three-year appointments. Initial term lengths shall be distributed equally among all counties, and within each county, according to the number of directors representing a county. All subsequent directors shall be appointed for a term of three years.

**SECTION 4. QUALIFICATIONS:**

A. The Board of Directors shall meet the qualifications of Florida Statute § 617.0802 or other Florida Statutes prescribing qualifications for directors of non-for-profit corporations.

B. In addition to the qualifications listed in Section A, and in addition to the County representation defined in Section 2, the Board shall make every effort to have a membership that represents the diversity and values of the community, stakeholders, including recipients and/or family members, and a range of health and human service and business expertise.

**SECTION 5. CONFLICT OF INTEREST:** No employee of Meridian Behavioral Healthcare, Inc. shall serve on the Board of Directors. Members will be required to disclose any conflicts that may arise from business or personal relationships between Board Members and Employees or Officers of Meridian.

**SECTION 6. DEMOGRAPHIC REPRESENTATION:** The Board of Directors of MERIDIAN BEHAVIORAL HEALTHCARE, INC. shall be comprised of members representing the primary service area according to age, sex, race, employment, income and any other outstanding demographic characteristics, in so far as possible and practicable.

**SECTION 7. DUTIES OF THE BOARD:** The Board shall transact all business of Meridian. It shall have the following functions:

A. Until such time as Progress Health System, Inc. assumes responsibility for providing administrative services, the Board shall continue to oversee the business of Meridian, and determine policies;

B. Hire the Chief Executive Officer and set the terms and conditions of his or her employment;

C. Represent Meridian with respect to local governmental relations, community fundraising and extension of services within the local community;

D. Participate with Progress to respond to opportunities within the local community to align with additional providers of services or obtain additional contracts; and

- E. Elect or select the required number of individuals to serve on the Board of Progress, as provided in the Bylaws of Progress.

**SECTION 8. RATIFICATION OF BOARD ACTIONS:** The following actions of the Board shall be submitted to Progress for ratification:

- A. Amendment to the Articles of Incorporation or Bylaws of Meridian;
- B. Incur new indebtedness in excess of \$200,000.00 in any given fiscal year;
- C. Approval by the Board of the annual budget as developed by the staff of Meridian;
- D. Entry into new Provider Agreements;
- E. Entry into joint ventures, affiliations, mergers, or acquisitions;
- F. Sale or divestment of assets of Meridian, with a cost basis in excess of \$100,000.00 or a current value in excess of \$200,000.00, whichever is less, other than sale of obsolete property in the ordinary course of business;
- G. Incurring commitments for expenditures which are not contemplated by the annual budget for Meridian; and
- H. Dissolution or institution of insolvency or bankruptcy proceedings.

**SECTION 9. VACANCIES:** Appointments to vacancies on the Board will be made by the Board with the assistance of staff to identify and screen candidates for appointment. Appointments to vacancies on the Board for the 15 County representatives will be approved by the local County Commission as provided in ARTICLE IV, Section 2, for which the vacancy exists. The at-large members shall be elected by the Board. Each person appointed to fill a vacancy shall be appointed for the remainder of the term of the person replaced. The Board shall notify the Board of Progress of all changes in the Board of Meridian.

**SECTION 10. OFFICERS:** The Board, at its regular meeting in November, shall elect a Chairperson, a Vice Chairperson, and a Secretary. Those officers will be installed at the Board's Annual Meeting in December with terms effective January 1. The Board shall have the power to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the Corporation. The Board shall have the power to fill by election any vacancy in any office, occurring for any reason whatsoever.

**SECTION 11. REMOVAL OF DIRECTORS AND OFFICERS:** Any director or officer may be removed by a majority vote of the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby, provided, however, the director or officer to be removed has been sent written notice of the intention to remove at least seven days prior to the meeting, and given an opportunity to be heard. The Board has determined that members who miss five (5) meetings in a fiscal year cannot effectively fulfill their obligations as Board members. Any director who has missed five (5) meetings within a fiscal year shall be automatically removed without additional Board action.

**SECTION 12. DELEGATION OF POWERS:** For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or director to any other officer or director. The Board shall delegate to the President responsibility for the day-to-day administration of the Center. The Board shall also delegate to the President the responsibility for carrying out the policies established by the Board.

**SECTION 13. ANNUAL REPORT:** The Annual Report of the operation of the Corporation for the preceding year shall be presented at the Annual Meeting of the Board.

**SECTION 14. LEAVES OF ABSENCES:** The Board, by majority vote, may grant to any Board member, upon written request, a leave of absence from service on the Board for up to one calendar year. During the leave of absence, the Board member granted such leave may not attend Board meetings except as an ordinary citizen. The member granted the leave may not discuss any proposition before the Board except as an ordinary citizen, may not cast a vote and the presence of the Board member on leave at any Board session shall not count toward a quorum. A Board member on leave shall have no role in the work of the Board or the decisions of the Board. If the Board member granted leave does not return to active service at the end of 365 consecutive days from the date leave is granted, the Board position shall be declared vacant and the Board member replaced.

## **ARTICLE V. OFFICERS**

**SECTION 1. OFFICERS:** The officers of the Board shall be officers of the Corporation. They shall consist of the Chairperson, Vice Chairperson and Secretary, all of whom shall be Board members. Each officer shall be elected to hold office for a period of one year. The Chairperson shall be limited to serving no more than two consecutive full terms. Additionally, the President/Chief Executive Officer shall be an officer of the Corporation for the length of his/her employment. All officers shall be bonded, the Corporation to pay the premium for such bond.

**SECTION 2. CHAIRPERSON:** The Chairperson shall:

- A. Preside at all meetings of the Board and at all meetings of the Executive Committee;
- B. Make all committee appointments; except those specifically designated for appointment by the Board as in Article VI, Section 1 and 2.
- C. Be an ex-officio member of any committees except the Nominating Committee;
- D. Be Chair of the Executive Committee;
- E. Sign all contracts under the jurisdiction of the Board and subject to its approval;
- F. Perform all other duties usually pertaining to the office of President;
- G. Review and sign minutes of each Board meeting;
- H. Upon completion of term, become Past Chairperson, with duties as outlined in ARTICLE V, SECTION 6, below.

**SECTION 3. VICE CHAIRPERSON:** The Vice Chairperson shall:

- A. Preside at all meetings of the Board and at all meetings of the Executive Committee in the absence of the Chairperson;
- B. Be a member of the Executive Committee;
- C. In the absence of the Chairperson, sign all contracts under the jurisdiction of the Board and subject to its approval;
- D. Perform all other duties usually pertaining to the office of Vice Chairperson.

**SECTION 4. SECRETARY:** The Secretary shall either personally or by delegation to the President and/or a qualified employee:

- A. Coordinate, review and sign minutes of all Board meetings;
- B. Arrange the correction and typing and circulation of all minutes;
- C. Give notices of all meetings required by statute, by-laws, or resolutions;
- D. Carry on all necessary correspondence of the Corporation;
- E. Be a member of the Executive Committee;
- F. Perform all other duties as may be delegated by the Board and by the Executive Committee.
- G. In the absence of the President, Chairperson and the Vice Chairperson, sign all contracts under the jurisdiction of the Board and subject to its approval.

**SECTION 5. PAST CHAIRPERSON:** The Past Chairperson shall:

- A. Perform such duties as shall be specified by agreement between the Past Chairperson and the Executive Committee;
- B. Be a member of the Executive Committee.

**ARTICLE VI. COMMITTEES**

**SECTION 1. NOMINATING COMMITTEE:** The Chairperson shall appoint a Chair of a Nominating Committee no later than September of each year. Two additional members for this Committee shall be selected by the Board of Directors. The Nominating Committee shall present its proposed slate of Officers and Directors for all Directors whose terms are expiring in the calendar year to the Board of Meridian at the October meeting. The Board shall allow nominations to be made from the floor. No member shall be nominated by the Committee or from the floor without having given approval prior to submission of the report, or nomination from the floor. The Officers and Directors shall be elected at the November meeting of the Board and installed at the Annual Meeting of the Board, and serve for the next calendar year. After the Annual Meeting, Progress shall be notified of the names and contact information for all Directors and all Officers.

**SECTION 2. EXECUTIVE COMMITTEE:** The Executive Committee shall be composed of the current officers of the Board, the Past Chairperson, and two additional directors appointed by the Board. The Executive Committee shall have and exercise the authority of the Board in the management of the business of the Corporation between meetings of the Board. The Executive Committee shall have full authority to take action in any emergency arising between regular meetings, and shall assist the Chairperson in formulating plans and making recommendations to the Board. The Executive Committee shall serve as the Audit Committee of the Board. Thus, the Executive committee shall whenever possible, based on Board membership, include a member with expertise in finance. A quorum of the Executive Committee shall be four members. Action of the Executive Committee shall be ratified by the Board at the next regular meeting.

**SECTION 3. AD HOC OR SPECIAL COMMITTEES:**

- A. In addition to the Nominating and Executive Committees, the membership of which is provided by these by-laws, the Chairperson may appoint special committees as the need arises. Appointments to special committees are not limited to members of the Board. A Chair shall be appointed for each committee as it is formed. The Chair of each committee must be from the membership of the Board. A report of actions and determinations shall be made to the full Board at regular meetings until it is deemed that the committee has fulfilled the purpose for which it was created.
- B. The Chairperson may appoint additional Board members to any committee with a majority vote of approval from the Board.
- C. Appointments to ad hoc or special committees are not limited to members of the Board.

**ARTICLE VII. STAFF**

**SECTION 1. PRESIDENT/CHIEF EXECUTIVE OFFICER (CEO):** Upon the advice and consent of the Executive Committee the Board may employ a President/CEO who shall serve at the discretion of the Board. The President/CEO shall be responsible to the Board for the performance of the duties connected with the position. The President shall be bonded, the Corporation to pay the premium for such Bond.

**ARTICLE VIII. FISCAL YEAR**

The fiscal year of the Corporation shall be from July 1 to June 30.

**ARTICLE IX. RULES OF ORDER**

"Roberts' Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

**ARTICLE X. AMENDMENTS**

The Board of Directors may amend, revise, add to, repeal or rescind these bylaws and/or adopt new bylaws at pleasure (by a two-thirds vote of the membership) at any meeting satisfying the quorum requirements previously established provided that notice of the proposed changes shall have been given at least seven days preceding the meeting.

**ARTICLE XI. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS**

Bylaws of Meridian Behavioral Healthcare, Inc.

Adopted 7/1/96

Revised 8/6/98, 9/3/98, 6/5/00, 05/08/01, 07/10/01, 11/01/01, 03/07/02, 09/19/02, 10/21/03, 8/22/06, 04/28/2008, 11/3/2009, 4/6/2010, 11/5/2013, 1/6/2015

A. The Corporation shall, to the fullest extent permitted or required by Florida Statutes §§ 617.0831, 607.831 and 607.0850, indemnify each Director and Officer (or former Director and Officer) against any and all liabilities, expenses, including attorneys' fees, judgments, fines, and amounts paid in any settlement arising out of or in connection with any civil, criminal, administrative or investigative proceeding to which such Director or Officer is a party or threatened to be a party by reason of the fact that he or she is or was a Director or Officer of the corporation or is or was serving in some other capacity at the request of the corporation in addition to being a Director or Officer. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such Director or Officer may be entitled under any written agreement, board resolution, vote of board members, statutes or otherwise.

B. The corporation shall, except in certain circumstances, pay or advance any and all reasonable expenses including attorneys' fees incurred in defending any proceeding. The corporation may, but shall not be required to, supplement the right to indemnification against liability and for the advancement of expenses under this Article by the purchase of insurance on behalf of any one or more of such Officers or Directors whether or not the corporation would be obligated to indemnify such Officer or Director under this Article.

1. The circumstances under which the Board may determine not to pay or advance expenses for an Officer or Director are:

a. The Board making a determination that there are facts in a particular proceeding which suggest the presumption of good faith declared in Paragraph 6 of this Article may be in question but the facts are not sufficiently clear to show that the presumption is rebutted.

b. In that circumstance, the Board will make an additional determination that it is uncertain about the presumption of good faith and, before reimbursing, the Board will await the final outcome of the proceeding in which the Officer or Director is involved.

c. As the proceeding progresses, the Board will receive regular reports from the President and CEO regarding the continued and presumption of good faith.

C. Any amendment to this Article which limits or reduces the indemnification provided to Directors and Officers shall not be applicable with respect to Directors and Officers whose terms of office have expired before the date of any such amendment.

D. The corporation shall indemnify Employees and Agents of the corporation which Agents and Employees are not an Officer or Director to the same extent that is indemnifies Officers and Directors as provided elsewhere in this Article. The corporation may, but is not required to purchase insurance which will provide such indemnification for Employees and Agents.

E. Such indemnification shall not exist if:

1. the act or failure to act by an Agent or Employee is found by a final judgment or decision by a Civil or Criminal Court or an administrative body or judge or as a result of a final investigation that the Employee or Agent exceeded the scope of his or her employment or his or her agency agreement;

2. if the act or the failure to act of an Agent or Employee constitutes a violation of a criminal statute of the State of Florida or the action or failure to act results in an Employee or Agent deriving an improper personal benefit or the action or inaction is reckless or with malicious purpose or exhibiting willful and wanton disregard of human rights, safety and property.

F. In the performance of their respective duties, Officers, Directors, Employees and Agents shall be presumed to have acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interest of the corporation. With respect to any criminal action or



proceeding, it shall be presumed that he or she had no reasonable cause to believe his or her conduct was unlawful.

G. This presumption of good faith is rebuttable. The presumption shall be rebutted if, as a result of some final judgment, order or settlement in any proceeding, it is found that the Officer, Director, Employee or Agent was not acting in good faith, was not acting in the best interest of corporation, was acting in opposition to the best interest of the corporation or did not have reasonable cause to believe his or her conduct was lawful.

H. No Director or Officer of the corporation shall be personally liable for damages to the corporation or to any person claiming such damages for any statement, vote, decision, action or failure to act regarding corporate management or policy of the corporation unless:

1. The Director breaches or fails to perform his or her duties as a Director; and
2. The breach or failure to perform by any Director constitutes a violation of the criminal law or the transaction on which a vote or decision or action or failure to act is one from which the Director derived a personal benefit or the act is reckless or with malicious purpose or exhibits willful and wanton disregard of human rights, safety or property.

The foregoing Amendments to the Bylaws of Meridian Behavioral Healthcare, Inc. were adopted by the Board of Directors of Meridian by unanimous vote at a regularly scheduled meeting of the Board held on January 6, 2015 for which proper notice of intent to amend these Bylaws was given.

IN WITNESS WHEREOF, the undersigned Board Chair and Board Secretary of the Corporation have executed these Amendments to the Bylaws on January 6, 2015.

MERIDIAN BEHAVIORAL HEALTHCARE, INC.

By: Annina Brown  
Board Chairperson

Attest: Sharon Day  
Board Vice Chairperson

**AMENDMENT TO ARTICLES OF INCORPORATION OF  
MERIDIAN BEHAVIORAL HEALTHCARE, INC.**

The Articles and Certificate of Incorporation of Meridian Behavioral Healthcare, Inc., formerly known as North Florida Mental Health Center, Inc. ("Corporation"), pursuant to §§ 617.1001 and 617.006, *Fla. Stat.*, is amended as follows:

1. Article III is amended to add the following sentence at the end of the existing Article III in the Amendments to Articles of May 18, 2010:

The selection of Board members shall be as outlined in the Amended Bylaws, adopted by the Corporation on January 6, 2015.

2. Article VIII is deleted and the following is substituted:

The Bylaws of the Corporation shall be adopted, amended, or rescinded by the Directors of the Corporation as provided in the Bylaws of the Corporation.

3. Article X is amended to add the following subparagraph:

(f) affiliate with or merge with any other corporation or corporations which are not-for-profit and tax-exempt under § 501(c)(3) of the *Internal Revenue Code* in accordance with the then existing Bylaws of the Corporation.

4. Article XII.5: SALARIES, is amended as follows:

(a) None of the officers of this Corporation, except the President/CEO, shall receive any salary or bonus by virtue of holding such office. The term of office and salary of the President/CEO shall be determined by his or her contract with Meridian as properly approved by the Board of Meridian. Any officer or other party, except the President/CEO, may receive reasonable compensation upon authorization of the Board of Directors for such labor and services as may be rendered to the Corporation by such officer or party.

5. Article XIII is deleted and the following is substituted:

The authority of the Corporation to indemnify and save harmless its officers, directors, and others acting for or on behalf of the Corporation shall be as defined in the Bylaws of the Corporation.

6. The foregoing Amendments were adopted by the Board of Directors of Meridian Healthcare, Inc., which Directors are also the present members of the Corporation, by unanimous vote at a regularly scheduled meeting of the Board held on January \_\_, 2015 for which proper notice of intent to amend these Articles and the Bylaws was given.

**[SIGNATURES CONTINUE ON NEXT PAGE]**

IN WITNESS WHEREOF, the undersigned Board Chair and Board Secretary of the Corporation have executed these Articles of Amendment on January 6, 2015.

*Summa Brown*  
\_\_\_\_\_  
SUMMA BROWN

[Print Name]  
Chairman  
Meridian Behavioral Healthcare, Inc.

*Deborah Gordon*  
\_\_\_\_\_  
Deborah Gordon

[Print Name]  
Secretary  
Meridian Behavioral Healthcare, Inc.

STATE OF FLORIDA        )  
                                  ) ss:  
COUNTY OF ALACHUA    )

The foregoing Articles of Amendment to Articles of Incorporation of Meridian Behavioral Healthcare, Inc. was sworn to and subscribed to before me this \_\_\_ day of \_\_\_\_\_, 20\_\_ by \_\_\_\_\_, \_\_\_\_\_ of Meridian Behavioral Healthcare, Inc., a not-for-profit corporation, on behalf of the corporation, and attested to by \_\_\_\_\_, \_\_\_\_\_ of Meridian Behavioral Healthcare, Inc., who are presently known to me or who produced \_\_\_ as identification.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

\_\_\_\_\_  
(Print, Type or Stamp Commissioned Name of Notary Public)

My commission expires: \_\_\_\_\_