



Naples
Community
Hospital
Inc.

Naples, Florida

CHARTER & BY-LAWS
of
Naples Community Hospital, Inc.
Naples, Florida

January, 1958

CHARTER
OF
NAPLES COMMUNITY HOSPITAL, INC.

The undersigned hereby associate themselves together for the purpose of becoming a corporation not for profit, under the provisions of Chapter 617.01 Florida Statutes Annotated, under and by virtue of the following proposed charter:

I

The name of the corporation shall be the NAPLES COMMUNITY HOSPITAL, INC., and it is to operate and transact its affairs in the City of Naples, Collier County, Florida.

II

The general nature of the object of the corporation shall be as follows:

(a) To build, maintain, and operate a general hospital to render all medical, surgical, therapeutical and educational services necessary and proper to sick, disabled and crippled individuals, and carry on research for the futherance of treatment of diseases and disabilities.

(b) To raise by public subscription and otherwise, receive and collect money and property for charitable and welfare purposes in connection with the operation of this hospital and to distribute such funds and property

coming into its hands as directed by the trustees of this corporation in the manner provided by the by-laws.

(c) To acquire any property, real or personal, by grant, gift, purchase, lease, devise, bequest or otherwise, and to hold, use, enjoy, manage, sell, deal with, lease, pledge, and dispose of the same in such manner, on such terms and for such considerations as the Board of Trustees may determine subject to the provisions of the General Laws of the State of Florida relating to corporations not for profit.

(d) To borrow money and contract debts in connection with the acquisition of property or otherwise in aid of any of the purposes of the corporation; and to issue or dispose of its obligations for any amount so borrowed, and to mortgage or pledge its property to secure the payment of such obligations, or of any debt contracted for such purposes.

(e) To encourage the establishment of and to create and receive, and hold in trust and in endowment, every kind of donation, contribution, bequest, devise, legacy, or trust, now or which may hereafter be created or provided for by any living or deceased person or persons, whether by trust instrument, insurance policy, deed, will and testament, or otherwise.

(f) The corporation is not organized for pecuniary profit, and no part of its net earnings shall inure to the benefit of any trustee or members.

(g) No substantial part of the activities of the corporation shall be carrying on propaganda, promotional works, or otherwise attempting to influence legislation.

(h) Upon dissolution of the corporation, and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied and discharged and all of the remaining assets, property and income owned or held by the corporation, but not so owned or held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be expended for or applied to the purposes of the corporation, or one or more of such purposes, exclusively, by transferring and conveying such assets, property and income to one or more corporations or organizations engaged in activities substantially similar to those of this corporation (no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation), in accordance with the laws governing not-for profit corporations of the State of Florida, and no part of such remaining assets, property or income shall be distributed to members or to any other persons whatsoever.

III

The corporation shall exist for a period of ninety-nine (99) years.

IV

The following officers are to manage all of the affairs of the corporation until the first annual meeting of the corporation:

Beatrice B. Briggs, President; A. B. Miller, First Vice-President; Tracy Day Spencer, Second Vice-President; Leonard H. King, Secretary; E. L. Turner, Treasurer.

There shall be twenty-seven trustees to be from the area in which the corporation serves. The original twenty-seven subscribers to this charter shall serve as the original Board of Trustees until the first annual meeting, at which time their successors shall be chosen as follows:

(a) The original twenty-seven trustees shall draw lots to determine their respective terms of office; nine of the said trustees' terms shall expire at the first annual meeting after the adoption of the by-laws, the terms of eight of said trustees shall expire at second annual meeting and the remaining ten of the said original trustees' terms shall expire on the third annual meeting.

(b) Any person who pays dues of \$10.00 or more in any one year to the Naples Community Hospital, Inc., shall be entitled to vote at the annual meeting of the Board of Trustees for the selection of successors whose terms shall expire at that time. A majority of the votes cast shall be necessary for election and those elected shall hold office for three years, or until their successors are elected and qualified.

(c) At least sixty (60) days prior to the annual meeting of the trustees, the president shall appoint a Nomination Committee of at least three (3) persons, or Trustees; a member in good standing must submit his or her nomination to this Committee at least sixty (60) days prior to the Annual Meeting, and the Nominating Committee must publish the names of the candidates to the membership for the vacancies of the Board of Trustees. Only those candidates submitted to the Nominating Committee shall be considered for office.

V

The Board of Trustees are hereby vested with the following powers and authority:

(a) To function as, and exercise the usual powers and privileges of a Board of Trustees until the successors have been elected and qualified as hereinbefore set forth.

(b) To adopt adequate by-laws for the conduct of the business and affairs of the corporation in all its branches and phases.

(c) To employ the necessary personnel of the corporation, and to provide facilities for the conduct of its work and to pay out of and from the funds given into custody and possession of the corporation the compensation of such personnel and all operation expenses of the corporation.

(d) To approve and require disbursement of the funds of the corporation necessary in the furtherance of the objects of this corporation.

VI

The membership of this corporation is comprised and is composed of Board of Trustees as above set forth.

VII

The first annual meeting of the corporation shall be held within one year from the date hereof. Each annual meeting thereafter shall be held at such time and place as provided by the by-laws. Special meetings of the members shall be called in the manner specified in the by-laws.

VIII

After the first annual meeting aforesaid, the by-laws may be altered, amended, or rescinded by the Board of Trustees in the manner and at such time and under such circumstances as may be provided by the by-laws.

IX

The highest amount of indebtedness to which this corporation may at anytime subject itself will be the sum of Five Hundred Thousand (\$500,000.00) Dollars.

X

The corporation is authorized to hold at any time real estate situated in this state, or any other state or county, of the value of One Million (\$1,000,000.00) Dollars subject always to the approval of one of the Judges of the Circuit Court of the Twelfth Judicial Court of Florida. Permission is hereby given by the Circuit Court to acquire and hold a tract of land suitable for a general hospital and to proceed with the erection of a general hospital upon said land.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals at Naples, Florida, this 1st day of April, A. D. 1953.

Names

Addresses

John J. Mei, M. D.	(SEAL)	NAPLES, FLA.
Julius Fleischmann	(SEAL)	NAPLES, FLA.
Beatrice B. Briggs	(SEAL)	NAPLES, FLA.
Mary S. Morris	(SEAL)	NAPLES, FLA.
B. W. Morris, Jr.	(SEAL)	NAPLES, FLA.

James L. Walker	(SEAL)	NAPLES, FLA.
William D. Reynolds	(SEAL)	NAPLES, FLA.
Mrs. Roy Smith	(SEAL)	NAPLES, FLA.
Alice Bowling	(SEAL)	NAPLES, FLA.
Norman A. Herren	(SEAL)	EVERGLADES, FLA.
Elva B. Griffith	(SEAL)	MARCO, FLA.
Jane D. Thibbet	(SEAL)	NAPLES, FLA.
S. E. Hunkin	(SEAL)	NAPLES, FLA.
J. G. Sample	(SEAL)	NAPLES, FLA.
Paul H. Buchanan	(SEAL)	NAPLES, FLA.
A. B. Miller	(SEAL)	NAPLES, FLA.
E. L. Turner	(SEAL)	NAPLES, FLA.
John A. Yuse	(SEAL)	NAPLES, FLA.
L. A. Orlick	(SEAL)	NAPLES, FLA.
Fred M. Lowdermilk	(SEAL)	NAPLES, FLA.
Edwin M. Watson	(SEAL)	NAPLES, FLA.
Leonard H. King	(SEAL)	NAPLES, FLA.
Lester F. Grimes	(SEAL)	NAPLES, FLA.
William D. Hixon	(SEAL)	NAPLES, FLA.
Lester Piper	(SEAL)	BONITA SPRINGS, FLA.
Rev. Tracy Day Spencer	(SEAL)	NAPLES, FLA.

BY-LAWS OF NAPLES COMMUNITY HOSPITAL, INC.

As Amended Effective December 12, 1957

ARTICLE I. Name and Location

Section 1. The name of this corporation shall be Naples Community Hospital, Inc.

Section 2. Its principal office shall be located at Naples, Fla.

Section 3. Other offices for the transaction of business shall be located at such places in or out of the State of Florida as the Board of Trustees may from time to time determine.

ARTICLE II. Contributing Members

Section 1. Any person who shall pay dues to the Hospital of \$10.00 or more for any year shall be entitled to vote at the annual meeting for the election of successors to trustees whose terms expire in such year.

Section 2. Persons who pay dues to the Hospital shall be classified, according to the amount of dues paid, as follows:

(a) **Contributing Life Members.** Any person who pays dues of \$1,000.00 or more any year shall be a Contributing Life Member. Such contributor shall be deemed to have paid annual dues of at least \$10.00 for the period of his life.

(b) **Contributing Sustaining Members.** Any person who pays dues of \$100.00 or more but less than \$1,000.00 for any year shall be a Contributing Sustaining Member each year for which such payment is made.

(c) **Contributing Members.** Any person who pays dues of \$10.00 or more but less than \$100.00 for any year shall be a Contributing Member during each year for which such payment is made.

ARTICLE III. Trustees 15/5

Section 1. There shall be ~~twenty-seven~~ ¹⁵ trustees who shall be selected by the members in accordance with the provisions of the charter.

Section 2. The business of the hospital shall be conducted by the Board of Trustees or the Board may at any time delegate its powers to an Executive Committee of not less than five trustees appointed by the President and confirmed by a majority of the Board. The Board or Executive Committee shall meet not less than once a month at a date to be fixed by them. The President may call a meeting at any time of the Board of Trustees or Committee upon five days notice in writing.

Section 3. Ten of the Trustees shall constitute a quorum to do business at any meeting, except the amendment of these By-Laws.

ARTICLE IV. Annual Meeting—Election of Trustees

Section 1. The annual meeting of the association shall be held during the month of March at the principal office of the Hospital at such time and on such day (excluding Saturdays, Sundays and legal holidays) as the Executive Committee shall determine. At such meeting the contributing members shall elect trustees to succeed those whose terms expired at that time.

Section 2. The annual meeting of the Board of Trustees

shall follow immediately after the conclusion of the meeting of the association.

Section 3. Notice of the time and place of the annual meeting shall be published by the Secretary at least twenty but not more than thirty days prior to the annual meeting. No written notice to members shall be required.

Section 4. Each contributing member shall be entitled to one vote in person or by proxy for each Trustee to be elected. All proxies shall be in writing, and shall be filed with the Secretary and by him entered of record in the minutes of the meeting.

Section 5. The Nomination Committee shall publish the names of the candidates for election as Trustees either by posting the same on the front door of the Hospital at least 48 hours before the annual meeting or by publication in the issue of a newspaper of general circulation in the City of Naples not less than 48 hours and not more than 10 days before the time of the annual meeting.

Section 6. Any vacancy in the Board of Trustees occurring for any cause other than the expiration of the term for which elected may be filled for the unexpired term by the remaining members of the Board at any regular or special meeting.

ARTICLE V. OFFICERS

Section 1. The officers of this corporation shall be a president, a first vice-president, a second vice-president, a secretary and a treasurer, who shall be elected for the term of one year, and shall hold office until their successors are duly elected and qualified. No one shall be eligible to the office of president or of first vice-presi-

dent or of second vice-president who is not a trustee of the hospital; and any such officer who ceases to be a trustee shall cease to hold office as president or vice-president as soon as his successor is elected and qualified. The offices of secretary and treasurer may be held by one person.

Section 2. The president shall preside at all trustees' meetings and meetings of the association; shall have general supervision over the affairs of the corporation and over the other officers; shall sign all documents or written contracts of the corporation, and shall perform all such other duties as are incident to his office. In case of the absence or disability of the president, his duties shall be performed by the first vice-president or second vice-president.

Section 3. The secretary shall issue notices of all meetings of the Board and of the association, and shall attend and keep the minutes of the same; shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal; shall attest with his signature, and impress with the corporate seal, all written contracts of the corporation; and shall perform all such other duties as are incident to his office.

Section 4. The treasurer shall have custody of all moneys and securities of the corporation. He shall sign all checks of the corporation, shall keep regular books of account and shall submit them, together with all his vouchers, receipts, records and other papers, to the directors for their examination and approval as often as they may require; and shall perform all such other duties as are

incident to his office. He may delegate this authority to another officer with the approval of the Board.

ARTICLE VI. Finance

Section 1. The funds of the corporation shall be deposited in such bank or trust company as the trustees shall designate, and shall be withdrawn only upon the check or order of the treasurer, countersigned by the president or one of the vice-presidents.

ARTICLE VII. Audit

Section 1. The Board or the Executive Committee shall retain a firm of auditors who shall conduct an annual audit of all the activities of the Hospital. A detailed report of the auditors shall be furnished the Board or Executive Committee together with any recommendations made by the auditors.

Section 2. The Board or Executive Committee shall cause to be published in a local newspaper a condensed version of the financial statements of the Hospital, said statements to be signed by the auditors.

ARTICLE VIII. Salaries

Section 1. Board of Trustees. Members of the Board of Trustees shall serve without compensation but shall receive a refund of actual expense incurred in rendering service to the Hospital, upon due authorization of the Board of Trustees or the Executive Committee.

Section 2. Personnel. Such necessary personnel as may be required shall be employed at salaries fixed by the Board of Trustees or Executive Committee within the limits of the operating funds available to the Hospital.

ARTICLE IX. Bonding of officials

Section 1. All officials who may handle funds or securities of the Hospital shall be bonded in such amounts as fixed by the Executive Committee, cost of same to be borne by the Hospital.

ARTICLE X. Standing Committees

Section 1. The following committees are hereby declared to be standing committees and shall be appointed annually by the President with the consent of the Board: Executive Committee; Finance and Investment Committee; Building Committee; Hospital Auxiliary; Medical Staff Committee.

Section 2. The Executive Committee shall consist of not less than 12 nor more than 15 members. The president, the two vice-presidents and, when trustees, the secretary and the treasurer shall be members of the committee. The other members shall be appointed as provided in Section 1. The Executive Committee shall have the powers and duties of the Board over matters concerning the operation, maintenance and administration of the Hospital. The president shall be chairman and the vice-presidents shall be vice-chairmen respectively of the committee. The secretary of the Association shall be the secretary of the Committee and shall keep minutes of all meetings. The committee shall hold regular monthly meetings and may hold special meetings on call of the chairman. The minutes of the committee shall be available to the Board and shall be read at meetings of the Board except when and to the extent the reading of such minutes is waived by the Board. The Committee shall make re-

ports to each meeting of the Board for the period subsequent to that covered by the last preceding report. Such reports shall cover the actions taken by the committee not included in other reports made to the same meeting. The Committee may fill any vacancy in its membership resulting from causes other than the expiration of the term of office of a member. Seven members of the committee shall constitute a quorum to do business at any meeting.

Section 3. The committees shall function from time to time on their own motion or upon instruction of the President.

Section 4. These committees shall form their own rules of procedure as may be promulgated by them.

Section 5. Minutes of the committee meetings shall be kept and a copy of the minutes of each meeting furnished to the President.

Section 6. All members of Standing Committees shall be Trustees except that a minority of the members of the Finance and Investment, Building and Hospital Auxiliary Committees may be individuals who are not Trustees.

ARTICLE XI. Amendments

Section 1. These By-Laws may be amended by a two-thirds vote of all of the members of the Board at a special meeting or at any regular meeting, after notice of the proposed amendment; provided, however, if the vote for a proposed amendment at any such meeting is less than two-thirds, the proposed amendment shall be placed on the agenda for the next regular meeting of the Board

when a vote of a majority of all the members of the Board for the amendment shall be sufficient.

Section 2. Notice of a proposed amendment shall be given by sending a copy thereof to the Trustees by First-Class Mail not less than seven days before the meeting at their last known mailing address.

ARTICLE XII. Administration

Section 1. The Board of Trustees of the Naples Community Hospital shall select and employ a competent experienced administrator who shall be its direct executive representative in the management of the hospital. This administrator shall be given the necessary authority and held responsible for the administration of the hospital in all its activities and departments subject only to such policies as may be adopted and such orders as may be issued by the Board of Trustees, Naples Community Hospital or by any of its Committees to which it has delegated power for such action. He shall act as the "duly authorized representative" of the governing board in all matters in which the governing board has not formally designated some other person for that specific purpose.

Section 2. The authority and duties of the administrator shall include:

Paragraph 1. To be responsible for carrying out all policies established by the Board of Trustees, Naples Community Hospital.

Paragraph 2. To perfect and submit to the Board of Trustees, Naples Community Hospital for approval a plan of organization of the personnel and others concerned with the operation of the hospital.

Paragraph 3. To prepare an annual budget showing the expected receipts and expenditures as required by the Executive Committee.

Paragraph 4. To select, employ, control, and discharge all employees. To develop and maintain personnel policies and practices for the hospital.

Paragraph 5. To see that all physical properties are kept in a good state of repair and operating condition.

Paragraph 6. To supervise all business affairs and to ensure that all funds are collected and expended to the best possible advantage.

Paragraph 7. To work with the medical staff and with all those concerned with the rendering of professional service to the end that the best possible care may be rendered to all the patients.

Paragraph 8. To submit regularly to the Board of Trustees, Naples Community Hospital or its authorized committees periodic reports showing the professional service and financial activities of the hospital and to prepare and submit such special reports as may be required by the Board of Trustees, Naples Community Hospital.

Paragraph 9. To attend all meetings of the Board of Trustees, Naples Community Hospital, and its committees.

Paragraph 10. To perform any other duty that may be necessary in the best interest of the hospital.

Paragraph 11. To serve as the liaison officer and channel of communications for all official communications between the Board of Trustees, Naples Community Hospital or any of its committees and the medical staff.

ARTICLE XIII. Medical Staff

Section 1.

Paragraph 1. The Board of Trustees of the Naples Community Hospital shall appoint a medical (and dental) staff composed of physicians (and dentists) who are graduates of recognized medical (or dental) schools, shall see that they are organized into a responsible administrative unit, and adopt such by-laws, rules and regulations for government of their practice in the hospital as the Board of Trustees deems to be the greatest benefit to the care of patients within the hospital. In the case of the individual patient, the physician duly appointed to the medical staff shall have full authority and responsibility for the care of that patient subject only to such limitations as the Board of Trustees may formally impose and to the by-laws, rules and regulations for the medical (and dental) staff adopted by the staff and the Board of Trustees.

Paragraph 2. All applications for appointment to the medical staff shall be in writing and addressed to the administrator of the hospital.

Paragraph 3. All appointments to the medical staff shall be for one year only, renewable by the governing board without reapplication.

Section 2. By-laws, rules and regulations for the medical staff setting forth its organization and government shall be recommended by the medical staff, and such by-laws as approved by the governing board, shall become part of the by-laws of the Naples Community Hospital.