

**AMENDED AND RESTATED BYLAWS OF
THE FULTON-DEKALB HOSPITAL AUTHORITY**

The Fulton-DeKalb Hospital Authority (the “Authority”) is a public body, corporate and politic, created by the General Assembly of the State of Georgia under the Hospital Authorities Law, originally set forth in Georgia Laws 1941, p. 24-1 *et. seq.*, as amended, and now in O.C.G.A. § 31-7-70 *et. seq.*, as amended, (the “Hospital Authorities Law”) and activated by like resolutions of Fulton and DeKalb Counties. It was created for the following purposes:

1. to acquire and operate hospitals and other health care facilities in and for Fulton and DeKalb Counties;
2. to minister to the sick residents of Fulton and DeKalb Counties, including focus on the prevention and cure of disease;
3. to assume the care and treatment of the indigent sick of Fulton and DeKalb Counties;
4. to care for those sick or injured in emergency cases where the accident or emergency occurred within either of the Counties; and
5. to construct, maintain, modernize, repair and otherwise provide adequate and necessary facilities to effectively carry out the purposes above.

Consistent with said purposes and with the contract among the Authority and Fulton and DeKalb Counties, and to the extent determined by the Board of Trustees, the Authority has these additional purposes:

1. to promote the operations of The Grady Health System;
2. to bring together various constituencies in their support of The Grady Health System;
3. to participate in activity designed and carried on to promote the general health of the community;
4. to be an advocate for the indigent residents of Fulton and DeKalb Counties; and
5. to oversee the Lease of the Authority’s facilities to Grady Memorial Hospital Corporation.

The care of the indigent sick and medically underserved residents of Fulton and DeKalb Counties is the primary purpose and obligation of the Authority and all other activity must contribute to such purpose.

In fulfilling its responsibilities as a governmental instrumentality under the Hospital Authorities Law, the Authority shall keep the public fully informed with regard to its operations and its needs.

These Bylaws are established pursuant to the authority and requirement of the Hospital Authorities Law, originally set forth in Ga. Laws 1941, p. 241 *et. seq.*, as amended, and now in O.C.G.A. § 31-7-70 *et. seq.*, as amended, and are established pursuant to the authority of the activating resolutions of the Commissioners of Roads and Revenues of Fulton and DeKalb Counties, Georgia, dated August 6, 1941, and August 9, 1941, respectively, certified copies of the same appearing in the first ten (10) pages of the minute book of the Authority. Accordingly, these Bylaws are to be construed in harmony with said law and resolutions.

ARTICLE I NAME

Section 1.1 NAME. The name of the Authority shall be The Fulton-DeKalb Hospital Authority.

ARTICLE II OFFICES

Section 2.1 OFFICE. The principal office of the Authority shall be in the City of Atlanta, Fulton County, Georgia. The Board of Trustees may from time to time change the location of the principal office within Fulton County and may from time to time designate additional offices or change any office within Fulton or DeKalb Counties as may be appropriate or convenient with the consent of a majority of Trustees.

ARTICLE III CORPORATE SEAL

Section 3.1 SEAL. The Seal of the Authority shall have inscribed thereon, between two concentric circles, the words “The Fulton-DeKalb Hospital Authority, Atlanta, Ga.” and in the center thereof the word “seal.” An imprint of the seal is impressed in the margin of this page.

ARTICLE IV BOARD OF TRUSTEES

Section 4.1 APPOINTMENT. The governing body of the Authority shall consist of a Board of Trustees, the members of which are residents of Fulton County or DeKalb County, Georgia; three (3) of whom shall be appointed by the Board of Commissioners of DeKalb County, and seven (7) of whom shall be appointed by the Board of Commissioners of Fulton County in the manner and as set forth in the resolutions of said Boards of Commissioners. (*See* Resolution adopted by Board of Commissioners of Roads and Revenues of Fulton County, Georgia, August 6, 1941, and Resolution adopted by the Commissioner of Roads and Revenues of DeKalb County, Georgia, August 9, 1941; certified

copies of same being set forth in the first ten (10) pages of the official minute book of The Fulton-DeKalb Hospital Authority; *see also*, minutes of Commissioners of Roads and Revenues of both Fulton and DeKalb Counties of a meeting jointly held February 24, 1945, a certified copy of the same appearing in the official minute book of The Fulton DeKalb Hospital Authority on pages 67, 68, 69, 70, and 71.)

Section 4.2 **TERM OF MEMBERS.** The regular term of a member of the Board of Trustees shall be four (4) years, and a member shall serve after the expiration of such term until a successor has been appointed and qualified as provided in **Section 4.1** above. In accordance with the Hospital Authorities Law, O.C.G.A. § 31-7-70, *et. seq.*, a member may not serve more than three consecutive terms or twelve (12) years, whichever is longer.

Section 4.3 **VACANCIES.** In the event of a vacancy on the Board of Trustees occasioned by death, resignation, or otherwise, the vacancy shall be filled for the unexpired term by the appointment of a successor by the Board of Commissioners of Fulton County, Georgia or the Board of Commissioners of DeKalb County, Georgia, as the case may be, as provided in the resolutions of said Commissioners adopted August 6, 1941, and August 9, 1941, respectively, and adopted at a joint meeting held on February 24, 1945.

Section 4.4 **MEETINGS.** All meetings of the Board of Trustees shall be held in accordance with these Bylaws and the applicable laws of the State of Georgia, including O.C.G.A. § 50-14-1, *et. seq.*, as amended (the “Open Meetings Act”), at such time and place in Fulton or DeKalb Counties as the Chairperson of the Board, or the Vice Chairperson as authorized by these Bylaws to act in the Chairperson’s stead, shall determine by notice to the Trustees in accordance with these Bylaws. Unless otherwise required for the sake of public health and/or safety, regular, special, and emergency meetings of the Board of Trustees shall be held at the offices of the Authority or at such other location as the Chair may designate, and at those meetings, matters pertaining to the operation and affairs of the Authority shall be given attention and appropriate action taken.

Trustees shall make every effort to attend, in person, all regular and special meetings of the Board of Trustees. Further, all Trustees shall serve on at least one committee of the Board of Trustees. For purposes of meetings held at the offices of the Authority, “in person” attendance shall be the physical presence of the Trustees at the meeting. For purposes of meetings held via videoconferencing technology in the event of a public health and/or safety concern, “in person” attendance shall require the Trustee’s appearance at the meeting at least through audio means. In accordance with the Open Meetings Act, a Trustee may participate by conference call/teleconference, and vote on, any matters raised at a meeting of the Board of Trustees, provided that a quorum of the Board of Trustees is present in person and such participation is necessary due to reasons of health or absence from the jurisdiction. Absent

emergency conditions or the written opinion of a physician or other health professional that reasons of health prevent the member's physical presence, no Trustee may participate by conference call more than twice in one calendar year.

In accordance with the Open Meetings Act (O.C.G.A. §50-14-1(g)), in the event of emergency conditions involving public safety or the preservation of property or public services, the Authority may meet and conduct meetings entirely by teleconference so long as notice is provided in accordance with these Bylaws and the Open Meetings Act and means are afforded to the public to have simultaneous access to the teleconference meeting.

Section 4.5 **REGULAR MEETINGS.** Regular meetings of the Board of Trustees shall be held no less often than quarterly.

Section 4.6 **NOTICE.** Seven (7) days' written notice of any regular meeting shall be given to the members of the Board of Trustees by the Secretary, or designee as herein provided, advising of the time and place of the meeting, using the address of each Board member as shown by the records of the Authority. Such notice shall be given in the most expeditious manner available, including electronic mail or facsimile transmission whenever possible, and shall be effective if transmitted or delivered at least seven (7) business days prior to the meeting. It shall be the duty of each member of the Board of Trustees to keep the Secretary of the Board of Trustees advised of the correct address of each member to which notices shall be sent.

Notice prescribing the time, place and dates of regular meetings shall be available to the general public, and a notice containing such information shall be posted at least one week in advance and maintained in a conspicuous place available to the public at the regular meeting location, as well as on the Authority's website. Efforts will be made to provide members of the public with disabilities with equal access to such meetings, including through remote means.

Should the Secretary fail, or refuse, to give the required notice of any meeting called under the authority conferred by these Bylaws, the Chairperson, the Vice Chairperson, or a Trustee may give such notice in the manner described hereinabove.

Section 4.7 **SPECIAL AND EMERGENCY MEETINGS.** Special and emergency meetings of the Board of Trustees may be called at any time by the Chairperson or the Vice Chairperson of the Board, or by any three (3) members of the Board. Notice of any special meeting shall be given to the members of the Board by the Secretary, or the member or members calling the meeting, as early as possible but not less than three (3) days prior to the meeting. In accordance with the Open Meetings Act, notice of the date, time and location

of any special meeting shall be given at least twenty-four (24) hours prior to the meeting to the appropriate legal organ or newspaper, as permitted by law.

Emergency meetings may be called with less than twenty-four (24) hours' notice; provided that notice of the meeting and subjects expected to be considered at the meeting must be reasonable under the circumstances. Whether an emergency exists shall be left to the discretion of the Trustee(s) noticing the meeting, and the judgment of the Trustee(s) that an emergency exists shall be presumed valid and reasonable. The nature of the notice of the meeting is to be recorded in the minutes (O.C.G.A. §50-14-1(d)(3)).

Section 4.8

QUORUM. At all meetings of the Board of Trustees, the presence of six (6) voting members in person shall constitute a quorum for the transaction of business. Notwithstanding the foregoing sentence, if at any time there are any vacancies on the Board of Trustees due to a failure to fill such vacancy by the Board of Commissioners of Fulton or DeKalb Counties, then quorum shall equal a majority of members currently appointed. A quorum must be present in person at the time of any Board action. An affirmative vote of at least a majority of the Trustees present and voting who have no financial interest in the specific matter shall constitute the official action of the Board of Trustees unless a greater majority is required by applicable laws of the State of Georgia, by these Bylaws, or by some other binding requirement.

Except as otherwise provided in these Bylaws, a majority of the members of any committee of the Board of Trustees shall constitute a voting quorum for the transaction of business at any meeting of such committee, and an act of a majority of the voting members present at such committee meeting at which there is a quorum present shall constitute action of such committee. For committees with four (4) members, two (2) members present in person shall constitute a voting quorum.

Section 4.9

MINUTES. Adequate written minutes shall be kept, recording the acts and proceedings at regular and special meetings of the Board of Trustees and at meetings of all committees. At a minimum, such minutes shall include the names of the Trustees present at the meeting, a description of each motion or other proposal made, the identity of the persons making and seconding the motion or other proposal and a record of all votes, including the name of each person voting for or against the proposal. It shall be presumed that the action was approved by each Trustee in attendance unless the minutes reflect the name of the persons voting against the proposal or abstaining.

A summary of the subjects acted upon during the meeting and those members present shall be available to the public within two (2) business days of the adjournment of the meeting in accordance with O.C.G.A § 50-14-1(e)(1).

Complete minutes shall be prepared by the Secretary, Assistant Secretary or his or her designee and shall be corrected, as needed, by additions, deletions, or

modifications and authenticated and approved by signature of the officer presiding at the meeting, and shall be read and approved at the next succeeding meeting of the Board of Trustees or the committee.

Minutes of all executive session meetings of the Board of Trustees or any committee of the Board and/or any minutes from any closed session of the Board of Trustees shall be maintained in a confidential file separate and apart from regular and special meeting minutes; provided that in the case of executive sessions where matters subject to the attorney-client privilege are discussed, the fact that an attorney-client discussion occurred and its subject shall be identified, but the substance of the discussion need not be recorded and shall not be identified in the minutes.

Section 4.10

MEETING PROCEDURES. The order of business at a regular meeting shall be determined by the Chairperson. Upon the majority vote of the members present at a meeting, the order of business may be amended or modified as further described below. The conduct of the meeting shall be generally governed by the common practice of the Authority or any rules adopted by a majority of the members of the Board.

- (a) The agenda shall include, where appropriate and without limitation, the following:
 - (1) acceptance of the minutes of the last regular and of all special meetings held since the last regular meeting;
 - (2) reports by responsible officers and committees of the Authority;
 - (3) reports from Grady Memorial Hospital Corporation management;
 - (4) action on any old business carried over from a previous meeting;
 - (5) action on any new business brought before the meeting;
 - (6) other matters;
 - (7) public comment, subject to the following guidelines, which shall be stated in each agenda:

Public comment is welcome at meetings of The FDHA Board of Trustees. To facilitate the orderly flow of business, the total public comment period will be limited to 30 minutes, unless the Board votes to extend that time. Speakers are encouraged to make their statements concise and to limit their presentations to no more than 3 minutes. To maintain order and avoid interrupting others, speakers

are asked wait to be recognized by the Chairperson before beginning their comments. Members of the public may also submit written comments in advance of any meeting by directing the comments to [EMAIL@thefdha.org] before 9:00 a.m. on the day of the meeting. Timely received comments will be distributed to the Trustees and attached to the official minutes of the meeting, but will not otherwise be read into the record.

and

- (8) adjournment.
- (b) The agenda at special or emergency meetings shall be:
 - (1) reading of the notice calling the meeting, and for emergency meetings only, a statement by one or more Trustees of the condition of emergency;
 - (2) transaction of the business for which the meeting was called; and
 - (3) adjournment.
 - (c) The agenda for committee meetings shall be submitted to the Secretary, or the Secretary's designee, at least three (3) business days prior to a scheduled meeting and shall include, where appropriate and without limitation, the minutes from the previous meeting, the agreed on agenda, and any materials relevant to the meeting.
 - (d) Any Trustee may submit to the Chair additional items for an agenda requiring action/approval from the Board of Trustees. Such submission should be made in writing, with supporting documentation, at least two (2) days prior to the meeting requiring action.
 - (e) If a Board Member is absent from two (2) consecutive Board meetings or three (3) consecutive committee meetings without an excuse from the Chairperson, the Chairperson is authorized to notify their appointing authority of the absences.

With the concurrence of the majority of the members present at the meeting, the order of business may be modified to accommodate the practicalities of the issues before the Authority and the schedules of any persons making presentations to the Authority.

All regular, special and emergency meetings of the Board of Trustees and its committees shall be conducted in accordance with the requirements of the Georgia Open Meetings Act, O.C.G.A. § 50-14-1, *et. seq.*, as amended.

Section 4.11 **DELEGATION.** The Board, by resolution approved by a majority of its members, may delegate to one (1) or more of its members or its officers such powers and duties as may be deemed necessary and proper. Notwithstanding such delegation, however, the Board of Trustees shall be responsible for all actions taken under any such delegation.

Section 4.12 **CONFIDENTIALITY.**

- (a) For the purposes of this **Section 4.13**, “confidential information” includes any information that may not be obtained pursuant to the Georgia Open Records Act including, but not limited to, patient confidential information, peer review documents, attorney-client privileged documents, and any other information provided or disclosed in Executive Session.
- (b) For the purpose of this **Section 4.13**, “Covered Person” shall mean any member of the Board of Trustees, or any of the Authority’s officers, employees, volunteers, or agents.
- (c) No Covered Person shall use or disclose, other than in the performance of his/her official duties or as may be required by law, confidential information gained in the course of, or by reason of his/her employment or affiliation with the Authority.
- (d) This requirement shall be applicable after termination of the Covered Person’s employment or affiliation with the Authority.
- (e) Notwithstanding the above provisions in this **Section 4.13**, if disclosure of confidential information must be made in the performance of official duties or is required to be made by law, written notice of the intent to disclose such information shall be given to the Board Chairperson prior to the disclosure when possible, or immediately after such disclosure is made when prior notice is not possible, and such notice shall include identity of the person to which the information will be, or has been, disclosed.

Section 4.13 **MEDIA POLICY.** It shall be the policy of the Board of Trustees to ensure that information regarding the Authority is delivered to the press, public-at-large, and other constituencies of the Authority, in an accurate, consistent, and timely manner. The Chairperson of the Authority shall serve as the official spokesperson for the Authority and Board of Trustees. The Chairperson may from time to time designate an official spokesperson for the Authority. Any employee of the Authority who receives media inquiries concerning the Authority should refer such inquiries to the Chairperson or the Chairperson’s designee.

Section 4.14 **ACTION OF THE BOARD.** Actions of the Board must be taken in accordance with these Bylaws. No individual Trustee or Standing Committee has the power to take action on behalf of the Board, unless specifically authorized to do so by: (i) by these Bylaws; (ii) a Committee Charter approved by a majority of the Board, or (iii) a majority vote of the Board (including via quorum as set forth in Section 4.8, and including via a Resolution of the Board) delegating a specific power to such individual Trustee or Standing Committee.

ARTICLE V **OFFICERS**

Section 5.1 **OFFICERS.** The officers of the Authority shall be:

Chairperson
Vice Chairperson
Secretary
Treasurer

Section 5.2 **ELIGIBILITY.** The Chairperson, Vice Chairperson, Secretary and Treasurer shall be members of the Board of Trustees.

Section 5.3 **OTHER OFFICES.** The Board of Trustees may, from time to time, create other offices and assign to same such duties as shall be prescribed by the Board.

Section 5.4 **ELECTION AND TERM.** All officers shall be elected by the Board of Trustees at the last regular meeting of the Board held in every second (2) calendar year, and each officer shall serve during the two (2) subsequent calendar years for which he or she is elected and until his or her successor is elected and qualified in accordance with this **Article V**. Any officer elected by the Board of Trustees may be removed at any time upon the affirmative vote of two-thirds (2/3rds) of the members of the Board.

Section 5.5 **VACANCIES.** A vacancy in an office shall be filled within thirty (30) days by a majority vote of the members of the Board. The Chairperson shall call a special meeting to be held within thirty (30) days of when the vacancy arises for the purpose of electing a new officer to fill the unexpired officer's term. A vacancy shall be deemed to have arisen upon the death, resignation, or departure from the Board of any officer, or if any officer fails to attend any meetings of the Board for a consecutive period of six months. If the Chairperson position is vacated, the Vice Chairperson shall call a special meeting to be held within ten (10) days of the Chairperson's departure for the purpose of electing the new Chairperson to fill the unexpired Chairperson's term.

Section 5.6

CHAIRPERSON. The Chairperson shall be the presiding officer of the Board of Trustees and shall preside over all regular and special meetings of the Board. The Chairperson shall have general oversight and shall exercise general supervision and direction over all the business and affairs of the Board. Without limiting the generality of the foregoing, the Chairperson shall have power as follows: (1) to see that all orders and resolutions of the Board of Trustees are carried into effect; (2) to execute all contracts, documents, and written instruments of every kind and character that have been approved by the Board in the name of the Authority; *provided however* that with respect to routine and operational matters, the Chair shall have discretion to delegate signatory authority to designated individuals, so long as such designation is made in writing; (3) to appoint the chairpersons and members of committees created by these Bylaws and to appoint the chairpersons and members of the committees created by the Board of Trustees pursuant to these Bylaws; (4) to serve as a member and chairperson of the Executive Committee of the Board; (5) to preside at all meetings of the Executive Committee; (6) have authority to sign checks or other payment instruments issued in the name of the Authority as have been authorized by the Board; and (7) to serve ex officio on all other committees of the Board. A Trustee may serve up to 4 years as Chairperson during his or her tenure as a Trustee, including serving two consecutive terms. However, no Trustee shall serve as Chairperson for more than 4 years total. Trustees shall use best efforts to ensure that the office of Chairperson alternates between Trustees appointed by Fulton County and DeKalb County respectively at least every 4 years. Chairpersons of committees of the Board of Trustees shall be responsible to report to the full Board on the activity of the committees at regular intervals and/or upon request of the Chairperson.

Section 5.7

VICE CHAIRPERSON. The Vice Chairperson shall, in the absence or disability of the Chairperson; (1) perform the duties and exercise the powers of the Chairperson; (2) be a member of the Executive Committee; and (3) perform such other duties as may be assigned by the Board of Trustees or Chairperson from time to time; and (4) have authority to sign checks or other payment instruments issued in the name of the Authority as have been authorized by the Board. A Trustee may serve up to 4 years as Vice-Chairperson during his or her tenure as a Trustee, including serving two consecutive terms. However, no Trustee shall serve as Vice-Chairperson for more than 4 years total. Trustees shall use best efforts to ensure that the office of Vice Chairperson alternates between Trustees appointed by Fulton County and DeKalb County respectively at least every 4 years.

Section 5.8

SECRETARY. The Secretary shall record all votes and prepare, or arrange for the preparation of, the minutes of all proceedings of the Board in a book to be kept for that purpose. The Secretary may serve as a voting member of any committee when the Secretary has been appointed to such committee by the Chairperson. The Secretary shall give, or cause to be given, notice of all

meetings of the Board of Trustees, as required by these Bylaws and the Open Meetings Act, and shall have the custody of the corporate seal and shall affix the same to any instrument requiring it, and when so affixed, said seal shall be attested by the Secretary's signature. The Secretary shall be a member of the Executive Committee.

Section 5.9 **TREASURER.** The Treasurer shall: (1) have responsibility for the funds, including trust funds, of the Authority and its securities and shall provide general oversight and supervision over the financial affairs of the Authority; (2) ensure there is an appropriate system in place to provide for the full and accurate accounts of receipts and disbursements in books belonging to the Authority; (3) to ensure the appropriate individual is designated to deposit all monies and other valuable effects in the name and to the credit of the Authority in such depositories as may be designated by the Board of Trustees; (4) have authority to sign checks or other payment instruments issued in the name of the Authority as have been authorized by the Board; and (5) serve on the Executive Committee. The Treasurer shall perform such other duties as may be prescribed by the Board of Trustees, or by the Chairperson, from time to time.

Section 5.10 **RESERVED.**

Section 5.11 **ASSISTANT SECRETARY.** The Board of Trustees may appoint a member of the Board of Trustees,

an Authority employee or other third-party as Assistant Secretary to carry out the secretarial and administrative duties of the Secretary as set forth in **Section 5.8** in the absence or at the direction of the Secretary. Accordingly, the Assistant Secretary should attend any meeting of the Board of Trustees that the Secretary is unable to attend. The appointment of an Assistant Secretary shall continue at the discretion of the Board.

ARTICLE VI **COMMITTEES**

Section 6.1 **EXECUTIVE COMMITTEE.** There shall be an Executive Committee of the Board of Trustees composed of the Chairperson, Vice Chairperson, Secretary, Treasurer. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Committee and the act of the majority of the members present at any meeting at which there is a quorum shall constitute the action of the Committee. The Executive Committee shall consist of Trustees respectively appointed by both Fulton and DeKalb Counties, with a preference for the Chairperson and Vice Chairperson to have been appointed by different counties. However, should the Chairperson, Vice Chairperson, Secretary, and Treasurer all be appointees of the same County, the Board shall elect by majority vote a Trustee appointed by the other County to serve as member of the Executive Committee.

Section 6.1.1 **POWER.** The Executive Committee shall have the authority to carry out any item of business approved in the Authority’s approved budget. Any additional business undertaken by the Executive Committee must be authorized by the full Board.

Section 6.1.2 **MEETINGS.** The Chairperson or the Secretary shall be authorized to call meetings of the Executive Committee at any time. Notice of the meetings of the Executive Committee shall be given to the Executive Committee Members in the same manner as provided for notices of special or emergency meetings of the Board of Trustees in accordance with **Section 4.7.**

Section 6.1.3 **MINUTES.** The Secretary, Assistant Secretary or a designee shall keep minutes of the meetings of the Executive Committee and the same, after approval by the officer presiding at the meeting of the Executive Committee, shall be approved at the next meeting of the Board of Trustees of the Authority.

Section 6.2 **STANDING COMMITTEES.** The Board shall have as Standing Committees at a minimum the Pension Committee and Investment Committee. The Board may put in place additional Standing Committees in its discretion from time to time, and shall retain discretion to reorganize or restructure the duties of the Standing Committees.

Trustees must serve on at least one committee:

- Finance/Pension Committee
- Investment Committee
- Compliance Committee
- Compliance
- Real Estate/Asset Management Committee

- Community Innovations Projects Committee

The Standing Committees shall consist of members of the Board of Trustees who shall be appointed by the Chairperson of the Board of Trustees after the regular meeting of the Board at which the officers of the Authority are elected for such year, and each such committee member shall serve during the calendar year for which he or she is appointed and until his or her successor is appointed. The Chairperson shall make a good faith effort to appoint Trustees from both Fulton and DeKalb Counties to each Standing Committee. Vacancies shall be filled for any unexpired term in like manner. The duties

and authority of the Standing Committees may be developed in a Committee Charter, which shall be proposed by the committee and subject to approval by the full Board. Each Standing Committee shall designate a Trustee or staff member to give, or cause to be given, notice of all Standing Committee meetings, to record all votes and to prepare, or arrange for the preparation of, the minutes of all proceedings of the Standing Committee. All Standing Committees must conduct meetings in accordance with the Georgia Open Meetings Act O.C.G.A. § 50-14-1, *et. seq.*, as amended.

INVESTMENT COMMITTEE. Pursuant to Section 7.4 of the Lease and Transfer Agreement, dated as of April 7, 2008, between the Authority and Grady Memorial Hospital Corporation (“GMHC”), the Authority and GMHC shall form an Investment Committee to manage the investments and other monies in the Authority's Pension Plan. The Authority shall appoint two members to the Investment Committee and GMHC shall appoint one member. Any material change in investment policies used in connection with the investment of the assets held in the Authority’s Pension Plan or any significant changes in the allocation of such assets among investment categories shall require a unanimous vote of all members of the investment committee.

Section 6.3

NOTICE; SUBSTITUTE MEMBERS. Notice shall be given of the time and place of meetings of Standing Committees. Such notice shall be given in the manner provided in **Sections 4.6 or 4.7** of these Bylaws. The Chairperson of the Authority may name another Trustee to attend regularly called meetings of the Executive Committee or of a Standing Committee in the place and stead of a member of such committee who is unable to attend said meeting. At any such meeting, the substitute member shall have all of the rights, powers and obligations of the member for whom the substitution was made. The appointment of a substitute for a Standing Committee member hereunder shall be by the Chairperson of the Board of Trustees (or Vice Chairperson when authorized by these Bylaws to act in the stead of the Chairperson) pursuant to request of the Chairperson of such Standing Committee or the committee member unable to attend such meeting. The Chairperson shall also be authorized to remove and appoint a replacement intermediary Trustee for any Trustee of a Standing Committee who fails to attend a satisfactory number of the meetings of such committee. In addition to the foregoing, if the Chairperson, in his or her sole discretion, determines that it is in the best interests of the Board of Trustees to appoint another Trustee to a position on a Standing Committee, then the Chairperson may replace an existing Standing Committee member and make such appointment.

Section 6.4

SPECIAL COMMITTEES, ADVISORY BOARDS, AND OUTSIDE ACTIVITIES. The Board of Trustees shall be authorized to establish such other special committees and task forces, not necessarily having a Trustee as a member thereof, by resolution adopted by a majority of the Board. The

Chairperson shall have power to appoint a chairperson and members of each such special committee or task force established by the Board. Any special committee or task force shall limit its activities to the accomplishment of the task or tasks for which it is appointed and shall have no power to act on behalf of the Board of Trustees. Upon completion of the task or tasks for which it was appointed, such special committee shall be disbanded.

The Board of Trustees from time to time may establish advisory or consulting boards or committees outside the Authority to give advice and counsel to the Board or represent the interest of the Authority with respect to one (1) or more of the facilities, services, or divisions maintained and operated by or related to operations or activities of the Authority. The duties and authorities of such committees shall be determined by resolution duly adopted by the Board of Trustees, subject to applicable legal or corporate considerations, and shall include generally the authority and duty to consult with and advise the Board of Trustees with respect to the conduct and support of such facilities, services, or divisions. Such boards and committees shall not have the power and authority to contract for or bind the Authority on policy, legal, or fiscal matters. Such boards and committees shall report to the Board in the manner determined by resolution.

Each special committee, task force and advisory board created pursuant to this **Section 6.4** shall appoint a secretary to give, or cause to be given, notice of all meetings, to record all votes and to prepare, or arrange for the preparation of, the minutes of all proceedings of the special committee, task force and advisory board, as applicable.

ARTICLE VII **INDEMNIFICATION**

Section 7.1 **DEFINITIONS.** As used in Articles 7 and 8 of these Bylaws, the term:

- (a) “Expenses” includes all reasonable amounts incurred in connection with defending any claim or proceeding, including attorneys’ fees, witness fees, filing fees, judgments, and any other expenses reasonably related to the matter.
- (b) “Liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.
- (c) “Officer” means an individual who is or was an officer of the Authority, whether through employment with the Authority in a C-suite position with a job title that contains the designation of “officer” (e.g., Chief Executive Officer, Chief Operating Officer, and the like), or via

service as a Trustee on the Authority's Board. No one shall be disqualified as an Officer simply because he or she performed other duties at the request of the Authority while he or she was an Officer. For the sake of clarity, an Officer's service to manage any employee benefit plan or GMHC pension fund shall be expressly included within the indemnity obligation described in this Section. "Officer" includes the estate of personal representative of an Officer (unless the context otherwise requires).

- (d) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- (e) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.
- (f) "Trustee" means an individual who is or was Trustee of the Authority. No one shall be disqualified as a Trustee simply because he or she performed other duties at the request of the Authority while he or she was a Trustee. For the sake of clarity, a Trustee's service to manage any employee benefit plan or GMHC pension fund shall be expressly included within the indemnity obligation described in this Section. "Trustee" includes the estate of a personal representative of a Trustee (unless the context otherwise requires).

Section 7.2 BASIC INDEMNIFICATION ARRANGEMENT.

- (a) Except as provided in **Section 7.2(d)** below, the Authority shall as a matter of course indemnify an individual who is made a party to a proceeding because he or she is or was a Trustee or officer against liability incurred by him or her in the proceeding if the individual acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the Authority and, in the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.
- (b) A person's conduct with respect to an employee benefit plan satisfies the requirement of **Section 7.2(a)** if the conduct was undertaken for a purpose he or she believed in good faith to be in the interests of the participants in and beneficiaries of the plan.
- (c) Other than as set forth in Section 7.2(d)(i)-(iii), the termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not be determinative that the proposed indemnitee did not meet the standard of conduct set forth in **Section 7.2(a)**.

- (d) The Authority shall not indemnify a person under this Article in connection with (i) a proceeding brought by or in the right of the Authority against such person, in which such person was adjudged liable to the Authority; (ii) any proceeding in which such person was adjudged liable on the basis that he or she improperly received a personal benefit in his or her capacity of Trustee or Officer; (iii) a proceeding that terminates in an express finding by a judge, a jury, or arbitrator that the person knowingly and willfully engaged in conduct to damage the Authority or any benefit plan administered or participated in by the Authority; or (iv) any proceeding brought by an Officer or Trustee as an adverse party to the Authority. However, indemnity shall be allowed in the foregoing cases if, and then only to the extent that, a court of competent jurisdiction determines that in view of all the relevant circumstances, such person is fairly and reasonably entitled to indemnification. Court-ordered indemnification need not be limited to reasonable expenses incurred by the indemnitee but shall be in any amount the court considers proper.
- (e) Except for court-ordered indemnification, indemnification permitted under this Article in connection with a proceeding by or in the right of the Authority is limited to reasonable expenses incurred in connection with the proceeding, including court costs, litigation costs (e.g., electronic discovery vendors, court reporters, transcripts), and attorneys' fees.

Section 7.3 ADVANCES FOR EXPENSES.

For all proceedings that are not excluded from the Authority's indemnity obligation pursuant Section 7.2(d)(i) or (iv), then the Authority shall pay for or reimburse the reasonable expenses incurred by a Trustee or Officer as a party to a proceeding in advance of final disposition of the proceeding. If the resolution of a proceeding for which indemnity has been advanced is such that it is excluded from the Authority's indemnity obligation pursuant to Section 7.2(d)(ii) or (iii), then the Officer and/or Trustee shall be liable to repay the Authority the full amount of any indemnity advanced to him or her under Section 7.2(a). The Board may evaluate the reasonableness of the expenses incurred by the Trustee or Officer associated with the proceeding on an ongoing basis and shall have the right to review invoices evidencing the same (although the invoices may be redacted if necessary to preserve attorney-client privilege). The Authority may, at its option, select and retain counsel for the Trustee and/or Officer to be indemnified, so long as that counsel is reasonably acceptable to the Trustee and/or Officer.

Section 7.4 OMITTED.

Section 7.5 **COURT-ORDERED INDEMNIFICATION AND ADVANCES FOR EXPENSES.** A Trustee or Officer who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification or advances for expenses in the amount it considers proper if it determines that:

- (a) the applicant is entitled to mandatory indemnification under **Section 7.2(a)**; or
- (b) the applicant is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standard of conduct set forth in **Section 7.2(a)** above or was adjudged liable as described in **Section 7.2(d)** above

Section 7.6 **INDEMNIFICATION OF EMPLOYEES AND AGENTS.** The Authority may indemnify and defend under this Article an employee or agent (including, but not limited to, any advisors appointed by the Board of Trustees and serving

in such capacity) of the Authority who is not a Trustee or Officer to the same or any lesser extent as to a Trustee or Officer.

Section 7.7 **LIABILITY INSURANCE.** The Authority, or the Grady Memorial Hospital Corporation (“GMHC”) on behalf of the Authority, may purchase and maintain insurance on behalf of a Trustee or Officer or an individual who is or was an employee or agent of the Authority or who, while an employee or agent of the Authority, is or was serving at the request of the Authority as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Trustee, officer, employee, or agent, whether or not the Authority would have power to indemnify him or her against the same liability under **Sections 7.2, 7.3, or 7.4** above.

Section 7.8 **WITNESS FEES.** Nothing in this Article shall limit the Authority’s power to pay or reimburse expenses incurred by a person in connection with an appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

Section 7.9 **AMENDMENTS.** It is the intent of the Authority to indemnify and advance expenses to its Trustees and Officers to the full extent permitted by the Code, as amended from time to time. To the extent that the Code is hereafter amended to permit a Georgia nonprofit corporation to provide to its directors or trustees greater rights to indemnification or advancement of expenses than those specifically set forth hereinabove, this Article shall be deemed amended to require such greater indemnification or more liberal advancement of expenses to its Trustees and Officers, in each case consistent with the Code as so amended from time to time. No amendment, modification, or rescission of this **Article VII**, or any provision hereof, the effect of which would diminish the rights to indemnification or advancement of expenses as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification, or rescission.

Section 7.10 **SEVERABILITY.** In the event that any of the provisions of these Bylaws (including any provision within a single article, section, subsection, division, or sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

ARTICLE VIII
ETHICS AND CONFLICTS OF INTEREST

Section 8.1 **PURPOSE.** The Authority expects and demands ethical conduct and compliance with all laws by its employees, Officers, Trustees, and other agents, and the Authority relies on the good faith of its employees, Officers, Trustees, and agents in the exercise of their responsibilities to the Authority. The purposes of this Ethics and Conflicts of Interest Policy are to (a) memorialize the Authority’s commitment to ethical and legally compliant conduct; (b) provide guidance to the Authority’s Officers, Trustees, employees, and agents for avoidance of situations that are, or appear to be, in conflict with their responsibilities to the Authority and protect the Authority’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Trustee of the Authority; and (c) articulate the Authority’s policies regarding financial integrity, including financial accounting and executive compensation. This Policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to hospital authorities and nonprofit or charitable organizations.

Section 8.2 **CODE OF ETHICS.** The Authority requires compliance by all Authority employees, Officers, Trustees, and other agents with all laws and regulations to which the Authority is subject. When the application of a law or regulation is uncertain, the Authority’s employee, Officer, Trustee, or other agent shall seek guidance and advice from the Authority’s authorized representatives (e.g., legal counsel or financial advisors). The Authority is committed to maintaining accurate and reliable corporate records which disclose all disbursements and other transactions to which the Authority and its operating subsidiaries are parties. Furthermore, the Authority is committed to ensuring the accuracy of all filings required by local, state, and federal governmental agencies, including, without limitation, the Internal Revenue Service. Also, although the Authority generally demands and expects loyalty from their employees, Officers, Trustees, and other agents in the exercise of their responsibilities for the Authority, the Authority acknowledges that its Trustees and many of its other agents are engaged in other business activities, and it is in the Authority’s best interests to formulate a policy regarding potential conflicts of interest.

Section 8.3 **CONFLICTS OF INTEREST POLICY.**

Section 8.3.1 **PURPOSE.** The purpose of this Policy is to protect the Authority’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Trustee, or other agent of the Authority or might result in an excess benefit transaction under the Internal Revenue Code. This Policy is meant to supplement, but not replace, state and federal laws governing conflicts of interest that are applicable to hospital authorities and nonprofit or charitable organizations, including, but not limited to, O.C.G.A. § 31-7-74.1. To the extent any provisions of this Policy conflict with such laws, those laws shall govern. Although it is

impractical to define every situation that might be considered a conflict of interest, generally speaking, a conflict exists when an Officer's, Trustee's, employee's or other agent's personal interests or activities may influence his or her judgment in the performance of his or her duties for the Authority. There may be instances when such conflicts are more theoretical than real, but Officers, Trustees, and other agents of the Authority should be mindful at all times of both actual conflicts of interests, and circumstances that may create the appearance of a conflict of interest, and should disclose actual, potential, or perceived conflicts of interest to the Authority in accordance with the guidelines set forth in this Conflicts of Interest Policy. The service by the Trustee on the Board or on any committee of GMHC as a representative of the Authority pursuant to the terms and provisions of any document relating to the Authority, GMHC or both entities, shall not be considered or deemed a conflict of interest within the context of this Policy.

Section 8.3.2 **DEFINITIONS.** For purposes of this Policy, the following terms shall have the following meanings:

- (a) Interested Person. Any Trustee, Officer, or member of a committee of the Board of Trustees who has a direct or indirect Financial Interest, as defined below, is an "Interested Person." If a person is an Interested Person with respect to any entity in the Grady Health System, he or she is an Interested Person with respect to all entities in the Grady Health System.

- (b) Financial Interest. A person has a "Financial Interest" if the person, directly or indirectly (including through a parent, spouse, child, or sibling):
 - (i) has an ownership or investment interest of 10% or more of the equity or assets of any entity with which the Authority has, or with which the Authority is negotiating, a business relationship;

 - (ii) has actual plans to acquire an ownership or investment interest of 10% or more of the equity or assets of any entity with which the Authority has, or with which the Authority is negotiating, a business relationship;

 - (iii) receives compensation, or has actual plans to begin receiving compensation, from any entity or individual with which the Authority does business, or with which the Authority is negotiating a business relationship.

- (c) Substantial Interest. A person has a “Substantial Interest” in an entity if the person has direct or indirect ownership of more than twenty-five percent (25%) of the assets or equity of any entity.
- (d) Healthcare Affiliation. A Healthcare Affiliation exists when a Trustee or Trustee’s parent, sibling, spouse, or child serves as a hospital chief executive or hospital system chief executive officer.
- (e) Compensation. Compensation as used in this Section 8.3 includes monetary payments, payments in kind (e.g., bartering), or the receipt of gifts of a substantial nature, received either directly or indirectly.

Section 8.3.3

DUTY TO DISCLOSE. Trustees must complete and submit the Conflict of Interest Disclosure Form attached as Exhibit A to these Bylaws at least annually (as set forth in Section 8.3.8), and as necessary upon the existence of any actual, potential, or perceived conflict of interest. Should any actual, potential, or perceived conflict of interest arise, an Interested Person must disclose to the Board, or to a committee designated by the Board: (a) the Financial Interest implicated, and by whom it is held; and (b) any other facts material to the situation. The Board or its designated committee must discuss the situation with the Interested Person.

Section 8.3.4

DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS. The existence of a Financial Interest or Healthcare Affiliation does not necessarily create a conflict of interest. After disclosure of the Financial Interest and/or Healthcare Affiliation and all material facts, and any discussion with the Interested Person, the Interested Person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed or voted upon. Whether a conflict exists shall be determined by a majority of the Board’s or committee’s disinterested members, but in any event, not less than 2 members. Interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board or committee thereof which authorizes the contract or transaction. If either (a) a majority of a quorum of the Board present at any meeting to consider a transaction determines by vote that no conflict of interest exists, or (b) the majority of any committee designated by the Board to consider a transaction determines by vote that no conflict of interest exists, then the Interested Person shall not be excluded from future discussions of the transactions in which the Interested Person has a Financial Interest, but the Interested Person may opt to abstain from voting on such transactions. With respect

to a Healthcare Affiliation, the Board may, without going through the procedure in Section 8.3.5 of these Bylaws, allow the Authority to transact business with the Interested Trustee, or that person's family member who holds the position of hospital or hospital system chief executive, if any of the following are true: (i) the person is providing services to the Authority or its medical facilities as a professional licensed under Title 43 of the Georgia Code; (ii) if the total amount of the transaction between the Authority, on one hand, and the Interested Person (or his or her family, as the case may be) is \$1,000 or less in any one year; or (iii) the Interested Person or that person's family member is the officer or employee of a trust company or bank which has been selected as a depository institution of funds for the Authority.

Section 8.3.5 **PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST.** If the Board or committee decides that a conflict of interest exists, the Board or committee should proceed as follows:

- (a) If requested by the Board, the Interested Person may make a presentation at the Board or committee meeting, but, after such presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- (b) The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the Board or committee shall determine whether the Authority can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Authority's best interest and for its own benefit and whether the transaction is fair and reasonable to the Authority and shall make its decision as to whether to enter into the transaction or arrangement in accordance with such determination.
- (e) Upon the Board's determination that a conflict exists, the Interested Person shall thereafter abstain from being present during or participating in any discussion or votes in any way

related to the subject matter giving rise to the conflict, provided that the Interested Person may respond to inquiries from disinterested members of the Board or committee.

- (f) In addition to the foregoing, upon the Board's determination that the conflict involves a Substantial Interest, the Board may approve the transaction only if the transaction is (i) submitted to a competitive process for requests for proposals, which includes, but is not limited to, consideration of all submitted proposals for price, quality, and appropriateness; (ii) notice of the transaction is published in the official Fulton and DeKalb County organs at least two (2) weeks prior to the vote on the transaction; (iii) opportunity for public comment concerning the proposed transaction is provided at a meeting of the Board; and (iv) at the time of approval, the members approving the transaction in good faith reasonably believe that the transaction is fair and in the best interests of the Authority.

Section 8.3.6 VIOLATIONS OF THE CONFLICT OF INTEREST POLICY.

- (a) Failure to Disclose a Conflict. If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to respond.
- (b) Disciplinary Action. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including, without limitation, possible recommendations to the appointing authority that the Trustee be removed from the Board of Trustees or any committee thereof or as an officer; provided that the Board or committee shall not have the independent authority to assess fines or monetary penalties.

Section 8.3.7 RECORDS OF PROCEEDINGS REGARDING CONFLICTS OF INTEREST. The minutes of the Board and all committees with Board-delegated powers shall contain the following:

- (a) Identification of Financial Interest. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to

determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

- (b) Identification of Disinterested Persons. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 8.3.8 **ANNUAL CONFLICT OF INTEREST STATEMENTS.** Each Trustee and member of a committee with Board-delegated powers shall annually sign a statement in form appended hereto as Exhibit A providing the following:

- (a) any financial interest (which, for purposes of this **Section 8.3.8** means any direct or indirect ownership of any assets, stock, or membership interests) held by the individual or a member of the individual's family, or held by an entity in which the individual or the individual's family member owns a financial interest in any health care provider, managed care provider or network, or any entity that sells products or services to the Authority;
- (b) any position held by the individual or the individual's family as an officer, director, or employee of a hospital, hospital holding company, other health care provider, or managed care network;
- (c) any contract that exists between the individual or the individual's family member or any entity in which the individual or the individual's family member owns a financial interest, and the Authority including, but not limited to, supply contracts, services contracts, and leases; and
- (d) an affirmation that (i) the individual has received a copy of the Conflicts of Interest Policy; (ii) has read and understands the Policy; (iii) has agreed to comply with the Policy; and (iv) understands that the Authority is a tax-exempt organization and in order to maintain its federal tax exemption the Authority must engage primarily in activities that accomplish one (1) or more of its tax-exempt purposes.

Section 8.3.9 **CONFLICTS OF INTEREST REGARDING GRANTS AND ENDOWMENT FUNDS.** It shall be an unlawful and prohibited conflict of interest for any Trustee, Officer, or employee of the Authority, directly or indirectly, including through their respective

family members, personal representatives, or any entity wholly or partially owned by any of the foregoing individuals, to request, bargain for, accept, or actually be paid any value, in cash or in kind, in connection with or in any way relating to the making of a grant or endowment, or to renewing, adjusting, or increasing the amount or terms of any grant or endowment. The reference to “wholly or partially owned” entities above expressly excludes passive, minority ownership interests in publicly held companies.

ARTICLE IX **MISCELLANEOUS**

Section 9.1 **OUTSIDE PROFESSIONALS.** The Board of Trustees shall select and appoint, from time to time, such outside professionals, including accountants, attorneys, and other professionals as the Board of Trustees may deem necessary. All of such professionals shall be accountable directly to the Board of Trustees and shall undertake to perform such services as shall be assigned to them by the Board of Trustees.

Section 9.2 **AUXILIARIES.** Auxiliary organizations may be established to promote and advance the purposes of the Authority. Auxiliaries shall be composed of volunteers who donate their services in furtherance of the goals, objectives, and policies of the Authority. Auxiliaries may adopt rules, regulations, and procedures for the conduct of their affairs, such rules, regulations, and procedures to take effect upon review by the Chairperson and approval by the Board. All voluntary groups or auxiliaries shall be reviewed by the Chairperson and approved by the Board prior to engaging in any activity in the name of or on behalf of the Authority.

Section 9.3 **NOTICE AND WAIVER OF NOTICE.** Whenever, under the provisions of these Bylaws, notice is required to be given to any person, and the acceptable methods of notice are not specified, it shall not be construed to mean personal service, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, in a postage paid sealed wrapper addressed to such person at such address as appears on the records of the Authority for such person, or the same may be given by electronic mail or facsimile transmission, duly addressed, and such notice shall be deemed to be given at the time when the same is mailed or transmitted, and shall be full compliance with the manner of giving notice herein required. Any person may waive any notice required to be given under these Bylaws.

Section 9.4 **AMENDMENT.** These Bylaws may be amended, altered, or repealed upon the vote of two-thirds (2/3rds) of the members of the Board of Trustees, provided notice of such amendment, alteration, or repeal is proposed at a prior regular meeting of the Board, and provided the notice of the meeting at which the vote is to be taken shall set forth the proposed amendment, alteration, or

repeal, and shall state that the same shall be acted on at the meeting of which notice is being given.

Section 9.5 **BYLAWS REVIEW.** It shall be the duty of the Chairperson to keep under consideration these Bylaws and their adequacy and, from time to time, to recommend needed changes, and the Chairperson shall appoint a committee every second (2nd) year to review the Bylaws and make recommendations for changes desirable to improve same.

These Bylaws were:

- Adopted March 23, 1970
- Amended July 26, 1971
- Amended March 27, 1972
- Amended July 22, 1974
- Amended May 26, 1975
- Amended May 22, 1978
- Reviewed; no amendment necessary; October 16, 1980
- Reviewed; no amendment necessary; August 25, 1982
- Amended February 14, 1983
- Amended September 26, 1983
- Reviewed; no amendment necessary; November 18, 1985
- Amended July 28, 1986
- Amended March 27, 1989
- Amended September 24, 1990
- Amended November 23, 1992
- Amended January 25, 1993
- Amended November 22, 1993
- Amended March 27, 1995
- Amended January 27, 1997
- Amended July 27, 1998
- Amended March 26, 2001
- Amended November 22, 2004
- Amended March 27, 2006B
- Amended and Restated November 24, 2008
- Amended and Restated December 17, 2012
- Amended and Restated December 16, 2014
- Reviewed; no amendments necessary; December 13, 2016
- Amended and Restated _____, 2022

EXHIBIT A

CONFLICT OF INTEREST DISCLOSURE FORM



CONFLICT OF INTEREST DISCLOSURE FORM

Purpose: The Fulton-DeKalb Hospital Authority (“Authority”) has a robust policy designed to protect the integrity of its transactions from actual, potential, or perceived conflicts of interests on the part of its Trustees, Officers, and employees. Those policies are set forth in full in Section 8.3 of the Authority’s Bylaws. Nothing in this disclosure form is meant to abridge or otherwise modify the Bylaws. This form has been created for Trustee’s, Officers, and employees to report any actual, potential, or perceived, conflicts of interest to the Board of Trustees. This form must be completed by Trustees and Officers (as defined in the Bylaws) at least on an annual basis, and as often necessary to inform the Board of any issues that may arise between annual submissions of the form. It must also be completed by employees upon hire and annually thereafter.

Conflicts of Interest. Generally speaking, a conflict exists when an Officer’s, Trustee’s, employee’s or other agent’s personal interests or activities may influence his or her judgment in the performance of his or her duties for the Authority. There may be instances when such conflicts are more theoretical than real, but Officers, Trustees, and other agents of the Authority should be mindful at all times of both actual conflicts of interests, and circumstances that may create the appearance of a conflict of interest, and should disclose actual, potential, or perceived conflicts of interest to the Board of Trustees.

Family. For purposes of this form, references to “family” mean the reporting person’s parents, spouse, sibling(s), and children.

QUESTIONS

Please select “yes” or “no” in response to the questions below. For any answer of “yes,” *please attach a separate sheet explaining the answer in full.*

1. Do you or any family member have an ownership or investment interest of the equity or assets of any entity with which the Authority or Grady Memorial Hospital Corporation (“GMHC”) has a business relationship, or with which the Authority or GMHC is negotiating a business relationship?

Yes **No**

2. Do you or any family member have plans to acquire an ownership or investment interest of the equity or assets of any entity with which the Authority or GMHC has, or with which the Authority or GMHC is negotiating, a business relationship?

Yes No

3. Do you or any family member receive compensation, or have actual plans to begin receiving compensation from any entity or individual with which the Authority or GMHC does business, or with which the Authority or GMHC is negotiating a business relationship? Compensation includes monetary payments, payments in kind, or the receipt of gifts of a substantial nature, either directly or indirectly.

Yes No

4. Do you or a family member hold any position as the officer, director, or employee of a hospital, hospital holding company, healthcare provider, or managed care network?

Yes No

5. Are you or a family member, either directly or indirectly (including through an entity you or your family owns, in whole or in part) party to any contracts with the Authority or GMHC, including contracts for supplies, services, or leases?

Yes No

6. Have you or a family member, either directly or indirectly (including through an entity you or your family owns, in whole or in part), sought a grant or endowment from the Authority or GMHC within the past year, or do you or a family member have active plans to do so in the future?

Yes No

7. Have you or a family member, either directly or indirectly, bargained for and/or received any value in cash or in kind in connection with the making, renewal, or adjustment of any grant or endowment?

Yes No

8. Are you aware of any other circumstances that you believe may give rise to a conflict of interest between you and either the Authority or GMHC, or that may create the appearance of a conflict of interest between you and either the Authority or GMHC?

Yes No

AFFIRMATION

I affirm that the following statements are true:

I have received a copy of the Authority's Conflicts of Interest policy as set forth in Section 8 of the Authority's Bylaws. I have read and understood that policy and agree to comply with it. I also understand that the Authority is a tax-exempt organization and that, in order to maintain its federal tax exemption, the Authority must engage primarily in activities that accomplish one (1) or more of its tax-exempt purposes.

Date: _____

Printed Name: _____

Signature: _____

Title: _____