



**BOARD OF DIRECTORS  
ANNUAL MEETING  
AGENDA**

DATE: Friday July 14, 2017  
TIME: 1:00 p.m. (EST)  
LOCATION: Cordova Room 4, JW Marriott, Orlando Grande Lakes  
CHAIR: Dave Bowen  
OFFICERS: Michael Ayotte, Vice Chair, Karen Bailey, Secretary and Greg Nazareth, Treasurer  
DIRECTORS: Dr. Jill Rosenthal, Dr. Samir Vakil, Dr. Daniel Gesek, Dr. Anthony Silvagni, Dr. Lee Ann Brown, Hon. Al Nienhuis and Sally West  
STAFF: Robert Macdonald, Executive Director  
DOH: Lucy Gee, Division Director, Becki Poston, E-FORCSE Program Director

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**Teleconference Information:**

**Access Number: (888) 537-7715**

**Participants Pass Code: 66812234#**

<b>CALL TO ORDER</b>	Mr. Bowen
<b>ROLL CALL/QUORUM</b>	Ms. Bailey
<b>SUNSHINE LAW STATEMENT</b>	Ms. Bailey
<b>INTRODUCTIONS</b>	Mr. Bowen
<b>APPROVAL OF MINUTES OF LAST MEETING (MAY 11, 2017)</b>	Mr. Bowen Attached
<b>ADDITIONAL AGENDA ITEMS</b>	Mr. Bowen
<b>REPORT OF THE CHAIR</b>	Mr. Bowen

A. Executive Director's Agreement FY 2017-2018

**TREASURER'S REPORT**

Mr. Nazareth

- A. Update on Close of FY 2016-2017 Financials
- B. Review of FY 2017-2018 Budget

**REPORT OF INVESTMENT COMMITTEE**

Mr. Nazareth

**EXECUTIVE DIRECTOR'S REPORT**

Mr. Macdonald

- A. Law Enforcement Fundraising Campaign:
  - (1) Florida Sheriffs
  - (2) Florida Police Chiefs
- B. Meeting with Drug Free America Foundation
- C. Status of PDMP Online Course Development
- D. PDMPF/E-FORCSE Exhibit at FAPM, FPA, FSA and FSAE Conferences
- E. Preparation of PDMP Foundation Annual Report to DOH
- F. Updates to PDMP Foundation Social Media
- G. Administration of Settlement Funds

Sheriff Nienhuis

**SPECIAL ORDER OF BUSINESS (1:45 P.M.)**

Opioid Warning Sticker Campaign and Funding

Ms. Poston  
Dr. Kjelson  
Dr. Alvarez

**REPORT OF E-FORCSE OPERATIONS**

Ms. Gee  
Ms. Poston

- A. PDMP Program Update
- B. Funding FY 2017-2018 and Use of Settlement Funds
- C. DOH 2018 Legislative Package Revisions to PDMP Law

**PDMP FOUNDATION CERTIFICATION AS DSO TO DOH FOR FY 17-18**

Ms. Poston

**REVIEW OF PDMP FOUNDATION BYLAWS**

Mr. Bowen  
Attached

**REAPPOINTMENT OF PDMP DIRECTORS BY STATE SURGEON GENERAL**

Ms. Gee

**ELECTION OF OFFICERS FOR FY 2017-2018**

Mr. Macdonald

- A. Chair
- B. Vice Chair
- C. Treasurer
- D. Secretary

**PUBLIC COMMENTS**

Mr. Bowen

**ANNOUNCEMENTS**

**DATE OF NEXT MEETING**

TBD

**ADJOURNMENT**



**BOARD OF DIRECTORS  
MEETING  
CONFERENCE CALL  
MINUTES**

Date: Thursday May 11, 2017  
Time: 6:00 p.m.  
Acting Chair: Greg Nazareth, Treasurer

Members Present (Directors): Dr. Jill Rosenthal, Dr. Lee Ann Brown, Dr. Samir Vakil, Dr. Anthony Silvagni, Sally West and the Hon. Al Nienhuis

Members Absent (Officers): Dave Bowen, Chair, Michael Ayotte, Vice Chair and Karen Bailey, Secretary

Member Absent (Director): Dr. Daniel Gesek

Staff: Robert Macdonald, Executive Director

DOH Staff: Erika Marshall, Outreach Director, E-FORCSE

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**Call to Order**

Acting chair Greg Nazareth called the PDMP Foundation Board of Directors conference call meeting to order at 6:05 p.m., Thursday May 11, 2017.

**Roll Call/Sunshine Law**

The acting chair called on Mr. Macdonald to call the roll and to provide the Sunshine Law statement. He reported that there was a quorum with seven directors participating. Ms. Marshall said that she would be representing E-FORCSE in the absence of program director Becki Poston.

**Approval of Minutes of Last Meeting (December 15, 2016)**

The acting chair called for the approval of the Board of Directors minutes from the December 15, 2016 conference call. A motion was made by Dr. Brown and seconded by Sheriff Nienhuis to approve the minutes as distributed. The acting chair hearing no request for discussion called for a vote on the motion and it was adopted unanimously.

## **Treasurers Report:**

### **Financial Update:**

Mr. Nazareth presented the following report on current foundation finances. As of May 2, 2017, the PDMP Foundation had \$3,119.16 in its Wells Fargo Bank Cash Account. In the Money Market Business Savings Account the balance was \$84,507.86. In the brokerage account the amount is \$1,460,433.53. The foundation's total assets are \$1,548,060.55.

Of the funds in the money market savings account, \$27,931.41 is allocated for the E-FORCSE Designated Operations Fund and \$12,455.21 is an E-FORCSE operations contingency account. The total amount of settlement funds in the money market account is \$40,386.62. There is also \$1,460,433.53 of E-FORCSE designated funds in a brokerage account. These three fund accounts consist of unspent CVS/Caremark settlement funds for E-FORCSE operations contributed by the Attorney General's Office and interest earned.

The remainder of the funds in the checking and money market account are designated for foundation operations. These monies include \$21,580 which is the current balance of the PDMP Foundation Operations Fund for FY 2016-2017 and \$18,274 which is the PDMP Foundation Reserve Fund. The foundation has also received \$3,750 in contributions, \$111 in Interest and \$405.43 in credits to date. The current total of non-settlement funds in the Money Market operating and checking accounts is \$47,240.40.

### **Investment Report:**

Mr. Nazareth said that The PDMP Foundation Investment Committee consisting of Mr. Bowen, Dr. Vakil and he as chair continues to oversee the financial management of the \$1,460,433.53 in settlement funds by Wells Fargo private banking advisors. With the approval of the State Attorney General under its Memorandum of Understanding, the investment of the settlement funds is limited to managed CDs. Presently, all CDs have matured and the investment money is in a brokerage account awaiting further action by the foundation board.

Under the current MOU, the foundation can contribute up to \$500,000 per fiscal year to assist with the funding of the E-FORCSE database's operations. However, since 2014-2015, the Department of Health has been prohibited to use the settlement funds. Instead, the legislature has appropriated state general revenue funds for operation of the PDMP.

Once the foundation has been notified as to the status of the use of the settlement funds it can then determine how these funds should be distributed in the money market account awaiting distribution to DOH or purchasing addition CD investments. In the purchase of CDs, the bank will continue to rollover the certificates when they mature at the highest rate of return and until needed to be transferred back to the E-FORCSE operations fund to finance the database. All the investments are FDIC protected.

The foundation began purchase of jumbo certificates of deposit in January 2016. As of March 30, 2017, the foundation has received \$7,572.18 in interest income from its investments.

## **FY 2017 – 2018 Budget Overview:**

Mr. Nazareth presented the foundation proposed FY 2017 – 2018 budget. He said it uses projected unspent funds, donations and credits to fund daily operations including compensation for the part-time executive director. These funds total \$35,400. The budget line items directly related to marketing, public relations, promotions, special events to enhance E-FORCSE utilization and education about the program are being supplemented by a small portion of the designated settlement funds. This amount totals \$15,050. The total proposed budget for the FY is \$50,450.

The executive director then discussed the use of settlement funds for marketing and promotion of E-FORCSE programs. He said that if the board adopts the proposed budget then it would be up to the Department of Health to determine if any settlement funds could be used for marketing and promotional purposes based on the legislatures prohibition of using these monies for PDMP database administration. If these funds could not be used he said that an alternative budget would need to be adopted to address funding for these projects.

Mr. Nazareth said that It is anticipated that this budget will be revised in December as there should be additional revenues received from annual campaigns to law enforcement agencies and from registration fees for the PDMP CE Course being finalized by the Florida Medical Association in cooperation with the foundation. He said that the delay in marketing the course was due to the change in State Surgeon Generals. The foundation will also apply for any funding available for operations from the large federal grant to Florida to address the Opioid addiction epidemic.

Following discussion on the budget, Dr. Silvagni moved and it was seconded by Sheriff Nienhuis to adopt the following motion:

MOVED, that the FY 2017-2018 PDMP Foundation budget be adopted and forwarded to the Department of Health for its review and comment.

Motion Passed Unanimously

## **Executive Director Report:**

Mr. Macdonald gave an update on the 2017 legislative session dealing with the final passage by the Senate of a bill continuing the operation of the PDMP Foundation as a Direct Support Organization to the Department of Health through 2027 to provide supplemental funding for E-FORCSE operations. He said that he attended both House and Senate sub-committee and committee meetings in Tallahassee dealing with the DSO legislation. He said that during these several hearings no legislator opposed or had any major questions about the foundation's operations and its mission.

He said that with the conclusion of the session and with the foundation approved to continue as a DSO that several fundraising projects would be initiated to attempt to increase revenue of non-designated funds that could be used for foundation operations as well as support of the PDMP database. He said that he had met with newly appointed board member Hernando County Sheriff Al Nienhuis who agreed to take the lead in seeking continued support from the sheriffs for the PDMP. He also said that he would be contacting the over 300 Florida police chiefs to seek donations. Other projects were the final production of the Online PDMP course to be promoted to health care practitioners and whose portion of its registration fees would be contributed to the

foundation. Mr. Macdonald also said that he would seek new corporate funding and any grants for operations dealing with the PDMP's scope.

Mr. Macdonald said that Dr. Silvagni and Sheriff Nienhuis were the two new board appointments made following the December conference call. He said that Mr. Nazareth, Dr. Brown, Dr. Gezek and Ms. West had agreed to continuing serving on the board and that their appointment applications were being reviewed by the State Surgeon General. He said that their current terms expire in July.

### **E-FORCSE Outreach Director Report**

Ms. Marshall provided the board with an update on statistics from the operation of the PDMP database. She said that since the database was operational in September 2011 over 200M prescription records have been maintained. The system receives about 3.5M prescriptions per month. She mentioned that prior to the 2017 legislative session dispensers had up to seven days to enter data into the system. However, she said that the law was amended this year to require that the information be forwarded to E-FORCSE within 24 hours or the next business day. She also said that of the 200 top prescribers of controlled substances, 181 (90.5%) have registered to use the database.

She also said that PDMP users has increased by 50.8% since 2012. There are currently nearly 40,000 health care practitioners registered with E-FORCSE. In 2016, these practitioners made over 31.5M queries for patient information.

Ms. Marshall said another important factor was that the PDMP has influenced prescriber behavior regarding Morphine Milligram Equivalents. She said that since the database became operational the mean MME of 112.2 in 2012 dropped to 68.5 in the second quarter of 2012. Based on the patient's health status, the Center for Disease Control recommends not increasing a patient's MME to over 50MME per day. She said a patient receiving 100MMEs per day is nine times more likely to overdose. She also pointed out that E-FORCSE has helped decrease multiple provider episodes (doctor shopping) by 79%.

Regarding continued funding for the PDMP database's operations she said that the legislature appropriated \$499,985 in the 2017-2018 budget and continued its restriction in using settlement funds for administration. She said that the Department also received \$2.4M in federal and state grants for upgrades, operations and special projects. However, she said that these funds will end in 2018. Future federal funding may be unavailable as the state continues to prohibit the exchange of patient data with other states.

### **Public Remarks**

The acting chair called for any public remarks. None were presented.

### **Announcements**

The acting chair called for any announcements. None were made.

**Date of Next Meeting**

In the absence of Chair Bowen, Mr. Macdonald said that he would develop potential meeting dates, times and locations for the foundation board's annual meeting. He said that it would be centrally located for ease of travel and possibly tied into a major healthcare or law enforcement conference.

**Adjournment**

Hearing no further business, the acting chair called for the adjournment of the PDMP Foundation Board of Directors meeting. The meeting was adjourned at 6:55 p.m., Thursday May 11, 2017.



**AMENDED AND RESTATED BYLAWS  
OF  
THE FLORIDA PDMP FOUNDATION, INC.  
A Florida Not-For-Profit-Corporation Established As A  
Direct Support Organization of the Florida Department of Health**

**ARTICLE I     NAME**

The name of the Corporation shall be: THE FLORIDA PDMP FOUNDATION, INC. (hereafter the "Foundation").

**ARTICLE II     PRINCIPLE OFFICE**

a.     Principal Office:

The principal office of the Foundation in the State of Florida shall be in Seminole, Florida, County of Pinellas.

b.     Other Offices:

The Foundation may have such other office(s) at such suitable place(s) within the State of Florida as may be designated from time to time by the Board of Directors.

**ARTICLE III     PURPOSE**

The Foundation is established to operate as a Direct Support Organization of the Florida Department of Health ("FLDOH") as provided by section 893.055(11), Florida Statutes, and shall operate exclusively for the direct or indirect benefit of the Florida Department of Health and Florida's Prescription Drug Monitoring Program ("PDMP") and must always operate in a manner consistent with the goals of the FLDOH and the best interests of the State of Florida.

The Foundation shall provide direct-support to the FLDOH in carrying out its mission, in compliance with the requirements of Section 893.055, Florida Statutes. The Foundation shall act in accordance with the goals of the PDMP and in the best interests of the State as determined by the FLDOH. The Foundation is organized and operated to conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money; acquire, receive, hold and invest, in its own name, securities, funds, objects of value, or other property, either real or personal, and make expenditures or provide funding to or for the direct or indirect benefit of the FLDOH in furtherance of the Prescription Drug Monitoring Program (as more particularly described in Section 893.055, Florida Statutes and any subsequent successor Statutes). Pursuant to Section 893.055(11), Florida Statutes: and, consistent with the above, to exercise all powers available to not-for-profit corporations under Section 617.0302 of the Florida Not for Profit Corporation Act. Provided; however, pursuant to Section 893.055(11) (y), the Foundation may not exercise any power under Section 617.0302(12) or (16), Florida Statutes.

The purposes of the Foundation are to engage in charitable activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable

rules and regulations thereunder (the "Code"), together with all other activities permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act, as amended, which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its officers and employees where necessary to carry out the exempt purposes of the Foundation. The purposes for which this Foundation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Code. Provided, however, that: (i) no part of the net earnings of the Foundation shall inure to the benefit of any member of the Foundation or other individual; (ii) no substantial part of the activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; and (iii) the Foundation shall not conduct its business or affairs in such a manner as to discriminate against any person based on race, color, religion, sex, or age. It is the specific intention of the Board of Directors that the purposes and application of the Foundation be as broad as permitted by Section 617.0301 of the Not for Profit Corporation Act, but only to the extent that the Foundation qualifies as a tax-exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

In no event shall the Foundation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Code; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as hereafter amended, and the applicable rules and regulations thereunder.

The Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Foundation engage in subversive activities.

The Foundation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Foundation or substantial contributor to it except as a reasonable allowance for services rendered to or for the Foundation.

The Foundation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

#### **ARTICLE IV OPERATING AGREEMENT & ANNUAL DEPARTMENT CERTIFICATION**

The Foundation shall operate under written contract (the "Contract") with the Florida Department of Health pursuant to Paragraph 11(d) of Section 893.055, Florida Statutes. Among the other requirements of the Contract, the Foundation must obtain certification by the Florida Department of Health that the Foundation is complying with the terms of the Contract in a manner consistent with and in furtherance of the goals and purposes of the Prescription Drug Monitoring Program (more particularly described in Section 893.055, Florida Statutes) and in the best interest of the State of Florida. Such certification must be made annually and reported in the official minutes of a meeting of the Foundation.

## **ARTICLE V BOARD OF DIRECTORS**

### a. Creation:

The individuals listed in the Articles of Incorporation, as amended, shall comprise the members of the Board of Directors, with subsequent members appointed by the State Surgeon General pursuant to Paragraph 11(c) of Section 893.055, Florida Statutes. The Board of Directors of the Foundation is subject to the Contract between the Foundation and the Florida Department of Health and is subject to annual certification by the FLDOH.

### b. Manner of Appointment and Terms:

The manner of appointment and terms of the members of the Board of Directors shall be in accordance with the Articles of Incorporation.

### c. Qualifications:

Board members do not have to be a current resident of the state of Florida, but must be a resident of the United States of America. The Directors shall receive no compensation; except for reasonable reimbursement of authorized travel expenses not exceeding the reimbursement authorized for State of Florida employees. Each member of the Board should have demonstrated active interest in the principle objectives, concepts, and goals of the Foundation and the ability or desire to raise funds. Further, membership in the Board should incorporate representation of skills, knowledge and/or background in the areas of community service, local and state knowledge of government and other funding mechanisms, the general community and other areas deemed appropriate.

No person shall be denied membership on the Board of Directors because of race, creed, national origin, age, disability, color marital status, sex or religion.

Membership on the Board of Directors may include: state employees other than state employees from the Department of Health, and any other non-state employees as appropriate to serve on the Board e.g. health care practitioners licensed under Chapters 458, 459, 461, 462, 463, 464, 465, and 466, Florida Statutes and those members of the public who are interested in improving patient standard of care and reducing controlled prescription drug abuse and controlled prescription drug diversion.

### d. Powers:

The Foundation shall have all powers authorized under section 617.0302 and 617.0303, Florida Statutes, and shall exercise that power through the Board of Directors, or persons designated in the Articles of Incorporation, these Bylaws, or Board resolution.

### e. Vacancies:

Vacancies as they occur on the Board of Directors by removal, resignation, death, incapacity, or the like of one or more of the members thereof, shall be filled by the State Surgeon General in accordance

with the requirements set forth in the Articles of Incorporation, pursuant to Paragraph 11(c) of Section 893.055, Florida Statutes.

f. Resignation:

Any Director may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof, as determined by the Chairperson of the Board of Directors. All Board resignations shall be forwarded to the State Surgeon General who shall make a new appointment to fill the vacant Board position.

g. Quorum:

A simple majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. An affirmative vote of a majority of Directors constituting such quorum shall be necessary to take any official action. All votes will be recorded in the meeting's minutes.

h. Compensation:

Directors shall not receive any compensation for service as Director. The Board of Directors may authorize reimbursement expenses incurred by Directors in connection with Board business or other activities directly related to the Foundation, including travel, at rates comparable to those authorized for state of Florida officers and employees.

## **ARTICLE VI BOARD MEETINGS**

a. Meetings:

The Board of Directors of the Foundation shall meet at least four (4) times a year. One of those meetings shall be concurrent with the annual meeting of the Board of Directors. The Board will meet annually to review the actions of the Foundation Executive Committee, to receive the report of the Chairperson of the Board and the status of the Foundation, and for such other purposes as may be placed on the agenda by the Chairperson of the Foundation, the Foundation Executive Director or as requested by members of the Board.

Notice of meetings shall be made by mail or email to each Director, with the agenda, at least seven (7) days prior to the date of the meeting. Business for inclusion in the Agenda may be submitted to the Executive Director by a Board member any time prior to the seven (7) day period.

b. Special Meetings:

Special meeting of the Board of Directors may be called at the direction of the Foundation Executive Director or the Chairperson of the Board to be held at such time, day, and place as shall be designated in the notice of the meeting.

c. Quorum:

As stated in Article V g., a simple majority of all sitting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors may attend meetings of the Board by telephone, and a member's telephonic attendance may be counted towards a quorum.

Any regular or special meeting may be held by conference telephone or similar communication equipment, if the Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

d. Manner of Acting:

Section 1: The vote of a majority of the Directors at a meeting of the Board of Directors shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be a recommendation only, but may be valid if subsequently confirmed by a majority vote, in conformance with quorum requirements, of the Board of Directors.

Section 2: Each Director shall be entitled to one (1) vote in a matter coming before the Board. Directors may vote by proxy. Directors may participate in a meeting by means of a conference telephone call or similar communication equipment whereby all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

e. Attendance/Presumption of Assent:

Board members are responsible for the effective management of the Foundation. Therefore, the active involvement at Board meetings is essential. Members missing more than two meetings within one year may be required by the Board of Directors to resign from the Board. Mitigating circumstances will be considered. Meeting structure may include telephone conference calls.

A Director of the Foundation who is present at a meeting of the Board at which action on any Foundation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meetings.

f. Notice; Waiver of Notice:

Notice of Board meetings shall be given by the Executive Director of the Foundation at the request of any person authorized under these Bylaws; Sunshine Law notification is required also. Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of the Articles of Incorporation or these Bylaws, such notice shall be given either personally, by telephone, facsimile, e-mail, or mail addressed to the director at his or her address as it appears on the records of the Foundation and, unless otherwise provided in these Bylaws, at least ten days before the date designated for such meeting. A waiver of notice, in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail, with postage thereon prepaid, transmitted by facsimile, or sent by e-mail. Neither the

business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection shall constitute waiver of any required notice.

g. Sunshine Law Compliance:

Notwithstanding anything to the contrary in these Bylaws, the Board of Directors of the Foundation shall conduct its activities and its meetings (regular and special) in accordance with the Florida Open Meetings Laws (also Florida Sunshine Law) as set forth in Article I, Section 24 of the Florida Constitution as it may exist from time to time and in Florida Statutes Chapter 286.011 as amended or restated from time to time, and must comply with all applicable requirements of Chapter 26, Florida Statutes, including, but not limited to:

- Meetings of the Board of Directors must be open to public;
- Notice of such meetings must be given as set forth in such laws; and
- Minutes of the meetings must be taken

## **ARTICLE VII BOARD OFFICERS; EXECUTIVE COMMITTEE**

Section 1. Officers: The officers of the Foundation shall consist of a Chairman, Vice Chairman, Secretary and Treasurer, each of whom shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors, and shall serve until their successors are chosen and qualify. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. The Executive Director shall serve as an ex-officio member of the Board without vote. Any two (2) or more offices may be held by the same person. The failure to elect a Chairman, Vice Chairman, Secretary or Treasurer shall not affect the existence of the Foundation.

Section 2. Chairman: The Chairman shall be the chief executive officer of the Foundation and shall preside at all meetings of the members and Board of Directors. The Chairman shall coordinate with the Executive Director the general management of the affairs of the Foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 3. Vice Chairman: During the absence or disability of the Chairman, the Vice Chairman shall have all the powers and functions of the Chairman. The Vice Chairman shall perform such other duties as the Board of Directors shall prescribe.

Section 4. Secretary: The Secretary shall provide the initial review of the minutes of the meetings of the Board of Directors in conjunction with the Executive Director and shall assign the custody of the seal of the Foundation to such administrative staff of the Foundation as appropriate. The Secretary shall have the power to affix and attest the seal of the Foundation to documents when duly authorized by the Board of Directors. The Secretary shall review with the Executive Director the giving and serving of all notices of the Foundation, and shall, in cooperation with the Executive Director, assign and supervise the custody and keeping of such books and papers as the Board of Directors may direct. The Secretary shall also coordinate with the Executive Director such correspondence as may be assigned, and perform or assign and supervise all duties incidental to the office.

Section 5. Treasurer: The Treasurer shall have the care and custody of the funds and securities of the Foundation, and shall deposit or designate in writing the Executive Director to deposit said funds in the

name and to the credit of the Foundation in such bank or trust company as the Board of Directors may elect; and shall, when duly authorized by the Board of Directors sign and execute all contracts in the name of the Foundation, when countersigned by the Chairman or Executive Director or their designee; and shall also sign or designate in writing the Executive Director to sign in the Treasurer's place all checks, drafts, notes and orders for payment of money, which shall be duly authorized by the Board of Directors. Any payment in excess of \$5,000.00 shall require signatures by two (2) authorized signers: The Chairman and the Treasurer or his designee as provided herein. The Treasurer shall with the approval of the Chairman direct in writing the Executive Director to provide the financial statements to any Director of the Foundation upon request within three (3) business days. At the end of each corporate or fiscal year, the Treasurer shall designate in writing the Executive Director to have an audit of the accounts for the Foundation made by a Certified Public Accountant approved by the Board of Directors, and shall present such audit in writing at the regular annual meeting of the Board of Directors and at which time shall also present an annual report setting forth in full the financial condition for the Foundation. The annual audit and the annual report shall be presented in writing to the Florida Department of Health and Department of Financial Services of the State of Florida.

If deemed necessary in the absolute discretion of the Board of Directors, the Board shall establish an "Executive Committee" to assist in the operation of the Foundation. The Executive Committee, if established, shall consist of the Board Officers with an additional Director as a member at large. Board Officers and members of the Executive Committee may be removed or replaced at any time with or without cause by the Board of Directors. Except where its actions would be prohibited by law, or in conflict with the Operating Agreement (the Contract between the Foundation and the Florida Department of Health), the Articles of Incorporation, these Bylaws or a resolution of the full Board of Directors, the Executive Committee shall have complete authority to conduct the Foundation's business between meetings of the Board, without additional Board authorization. The Executive Committee shall meet at the call of the Chairman or Vice Chairman of the Foundation. Members may appear telephonically with the approval of the Chairman and in accordance with Florida law applicable to such meetings. A majority vote of the Executive Committee shall be the will and the act of the committee.

The Board of Directors may, from amongst its members, establish one or more committees in addition to the Executive Committee (if established) as may be deemed necessary to carry out the purposes of the Foundation, each with the authority to perform duties as prescribed by the Board of Directors such as the audit committee and/or nomination committee.

## **Article VIII      FOUNDATION OFFICERS AND PROGRAM STAFF**

The Board may employ or designate a person as Executive Director to oversee the daily operation of the Foundation and program implementation. The Executive Director shall act as Chief Operating and Development Officer of the Foundation. Program staff may also be hired to coordinate Foundation programs as set forth by the Board. These staff will not be full-time state employees and they will be compensated by the Foundation for duties set forth by the Board. The Board shall terminate or remove the Executive Director and/or program staff as it deems appropriate.

## **Article IX FISCAL PROCEDURE**

Section 1. Annual Budget: The Executive Committee shall develop and submit a proposed annual budget for consideration and approval by the Board. The Board or the Executive Committee may amend the approved annual budget as necessary.

Section 2. Depository: The Executive Committee shall designate a depository or depositories in which funds of the Foundation shall be maintained. The Executive committee may make determinations as to how funds not immediately needed shall be invested in a manner, which will maximize earnings of the Foundation while at the same time retaining sufficient liquidity for carrying out the objectives of the Foundation.

Section 3. Disbursements: Disbursements from Foundation funds shall only be made pursuant to the approved budget and shall require a written request identifying the payee, the nature of the disbursement and the program to which the disbursement is to be charged. All disbursements by check for more than \$5,000 shall require signatures by two authorized signers: The Chairperson and the Treasurer.

Section 4. Records: The Treasurer in cooperation with the Executive Director shall maintain at the office of the Foundation, or a location approved by the Board, the records of all receipts and disbursements of the Foundation in sufficient detail to permit a complete accounting for the reconciliation of all receipts and expenditures. These records will be audited annually by an independent firm of certified public accountants. The Treasurer shall make a report of financial activities of the Foundation at each meeting of the Executive Committee and the Board of Directors.

Section 5. Annual Audit: The Foundation shall make provision for an annual audit of its financial accounts to be conducted by an independent certified public accountant.

## **ARTICLE X MEMBERS; PARTNERS; SUPPORTERS; AFFILIATIONS**

The Foundation may have one or more categories of members, partners and supporters as may be approved by resolution of the Board of Directors from time to time. All memberships of any type shall be non-voting. In addition, the Foundation may affiliate with other organizations at the state, national, or local level and may form additional related organizations where it would further the purposes of the Foundation to do so.

## **ARTICLE XI THE FISCAL YEAR**

The fiscal year of the Foundation shall commence July 1 of each calendar year and terminate on June 30 of the following calendar year.

## **ARTICLE XII SEAL**

The Board of Directors of the Foundation may authorize the creation of its own seal, may request permission of the FLDOH to use its seal and may upon appropriate authorization use the Great Seal of the State of Florida.



## **ARTICLE XIII INDEMNIFICATION AND LIMITS ON LIABILITY**

### a. Indemnification:

Unless otherwise prohibited by law, the Foundation shall fully indemnify any Officer, Employee, Contract Service provider or Board Member who is made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that such Officer, Employee, Contractor, or Board Member or such person's testator or intestate estate, is or was a director, officer, employee or agent of the Foundation or serves or served any other enterprise at the request of the Foundation, against all expenses (including attorney's fees), judgments, fines and amounts paid or to be paid in the settlement incurred in connection with such action, suit, or proceeding. Unless otherwise expressly prohibited by law, the Foundation shall have the option of providing a defense or reimbursing for the expenses of a defense.

### b. Limitation of Liability:

Section 1: Furthermore, in any proceeding against an officer, employee, contract service provider or director who receives compensation for his or her services as such, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the Foundation during the twelve months immediately preceding the act or omission for which liability was imposed. An officer or director who serves the Foundation without compensation for his or her services shall not be liable for damages in any such proceeding. Notwithstanding the foregoing, the liability of an officer or director shall not be limited as provided in this section if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

Section 2: The Foundation shall keep Directors and Officers insurance for Board members.

## **ARTICLE XIV CERTIFICATION**

The Board of Directors shall certify the currency of the Articles of Incorporation and Bylaws of the Foundation at its annual meeting; a letter so certifying shall be signed and dated by the chairman of the Board of Directors and placed in the minutes of the Foundation and provided to the Florida Department of Health.

## **ARTICLE XV BOOKS AND RECORDS**

The Foundation shall keep complete books and records of account, and shall keep minutes of the proceedings of its members, Board of Directors, the Executive Committee and each other committee of the Board of Directors. The books and records of accounts will be subject to an annual audit as required by Section 215.98, Florida Statutes. Audit findings will be made available to the Board of Directors, the Department of Revenue and the Florida Department of Health pursuant to the Articles of Incorporation.

## **ARTICLE XVI AMENDMENTS TO BYLAWS**

These Bylaws may be amended by a majority vote at any meeting of the Board of Directors and must be approved by the Florida Department of Health. No action shall be taken to amend these Bylaws unless written notice (email is acceptable) of the action to be approved shall have been discussed at a

previous meeting of the Board of Directors or distributed to the Board of Directors at least seven (7) days prior to the meeting of the members of the Board where action will be taken.

**ARTICLE XVII PUBLIC RECORDS**

The Foundation shall make its records available in accordance with Chapter 119, Florida Statutes, and the exemptions thereto, and the Florida laws governing the maintenance of corporate records under Chapter 617, Florida Statutes.

**ARTICLE XVIII GOVERNING LAWS**

The Foundation shall be governed by the corporate and general laws of the State of Florida.

**ARTICLE XIX DISSOLUTION**

Upon the liquidation or dissolution of the Foundation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Foundation, shall revert to the Florida Department of Health or to the State of Florida if the Florida Department of Health no longer exists. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Foundation is located, exclusively for such purposes described herein, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for charitable, educational or scientific purposes and which have a mission and purpose substantially similar to this. No part of the assets or the net earnings current or accumulated of the Foundation shall inure to the benefit of a private individual.

**THESE AMENDED AND RESTATED BYLAWS** are hereby accepted and approved by the Florida Department of Health and by majority vote of the Board of Directors of The Florida PDMP Foundation, Inc. at its meeting held this \_\_\_day of \_\_\_\_\_, 2014.

Witness the Hand and Seal of:

\_\_\_\_\_David S.  
Bowen II, Chairman of the Board

\_\_\_\_\_  
Karen Bailey, Board Secretary

