

Proposed insertion into Article V – Officers as new Section 5.6.

This addition establishes a clear process for appointing an Interim Chief Executive Officer in the event of an unexpected vacancy.

Section 5.6 – Interim Chief Executive Officer (Unexpected Vacancy)

- (a) The Chair of the Board shall convene a special meeting of the Board of Directors within seventy-two (72) hours of notice of such vacancy.
- (b) The Board of Directors shall appoint an Interim Chief Executive Officer (“Interim CEO”) to ensure continuity of operations. The Interim CEO may be selected from among qualified internal executives or external candidates with appropriate experience.
- (c) The Interim CEO shall have authority to manage the day-to-day operations of the Corporation, subject to oversight by the Board of Directors. The Interim CEO shall not undertake material organizational restructuring, enter into significant long-term financial commitments, or make other extraordinary decisions outside the ordinary course of business without prior approval of the Board.
- (d) The Board shall define the scope of authority, duration of appointment, and performance expectations of the Interim CEO at the time of appointment.
- (e) The Board shall ensure timely and appropriate communication regarding the leadership transition to employees, medical staff, governmental partners, and the public, consistent with applicable law and confidentiality requirements.
- (f) Governance Safeguards.
 - (i) The Board shall seek to ensure that the selection process is free from undue political influence;
 - (ii) The Board shall act in a manner that protects the long-term stability and integrity of the Corporation as a public, safety-net healthcare provider; and
 - (iii) No individual Director, elected official, or subset of the Board shall exercise unilateral authority to appoint an Interim Chief Executive Officer. Any such appointment shall require approval by the Board in accordance with these Bylaws.