

BYLAWS OF TEXAS EMS, TRAUMA & ACUTE CARE FOUNDATION

These Bylaws (“Bylaws”) govern the affairs of Texas EMS, Trauma & Acute Care Foundation, a nonprofit corporation (“TETAF” or “Organization”) organized under the Texas Non-Profit Corporation Act (“Act”).

ARTICLE I **PURPOSES**

1.1 Purposes. The purposes of TETAF are:

(a) To minimize the human suffering and economic costs associated with health-related emergencies, traumatic injuries, and crisis events such as disasters or other major events affecting Texas communities.

(b) To provide support for the Texas Department of State Health Services as that state agency continues to develop the Texas EMS/Trauma System.

(c) To educate the public and increase public awareness regarding the impact of health emergencies, traumatic injuries, crisis events, perinatal care and acute care.

(d) To develop effective strategies to reduce the incidence of health emergencies, traumatic injuries, crisis events, perinatal care and acute care in a statewide, multidisciplinary, collaborative manner.

(e) To organize, operate, maintain, enhance or integrate pre-hospital, medical, acute care, rehabilitation, and community resources for health emergencies, traumatic injuries, crisis management, professional education, and injury prevention.

(f) To foster access to the appropriate level of emergency health care, trauma care, community crisis management, perinatal care and acute care through public, professional and provider education.

(g) To establish mechanisms that promote state growth in health care, trauma care, crisis management, injury control, perinatal care and acute care through grant writing and acquisition of public support.

(h) To promote advances in health care across the age spectrum from pediatric to geriatric care.

(i) To promote health care advances across diverse geographic boundaries from the rural, frontier and remote areas of Texas to the largest metropolitan areas of Texas.

(j) To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, transfer or otherwise dispose of

real or personal property of every kind, nature or description as may be necessary or desirable to promote the purposes of TETAF.

(k) To make and perform contracts of every kind for any lawful purpose and without limit with any individuals, firms, associations, corporations, municipalities, counties, special districts, states, agencies, governments, or political subdivisions.

(l) To have and exercise all the rights and powers conferred on nonprofit corporations under the Texas Nonprofit Corporations Act as such law is now in effect or may be amended.

(m) To qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or other applicable section, as amended, or the corresponding section of any future federal tax code.

ARTICLE II **OFFICES**

2.1 Principal Office. The principal office of TETAF in the State of Texas shall be located in Austin, Texas. TETAF may have such other offices as the Board of Directors may determine. The Board of Directors may change the location of any office of TETAF.

2.2 Registered Office and Registered Agent. TETAF shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with TETAF's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE III **MEMBERS**

3.1 Class of Members. TETAF shall have three (3) classes of membership. Membership in TETAF on an institutional or personal basis may be available to organizations and individuals interested in the objectives and purposes of TETAF on application as provided in these Bylaws. Conditions of membership and definition beyond that described in these Bylaws shall be determined by the Board of Directors.

(a) RAC Members. RAC Members shall be regional advisory councils for the trauma service areas that have been recognized by the Texas Department of State Health Services pursuant to DSHS rules. RAC Members shall be represented in the General Assembly by two designated representatives: the Chair of the Regional Advisory Council or his/her designee and an executive of the Regional Advisory Council designated by the RAC Member. The individuals shall serve in an ex officio capacity, and it shall be the responsibility of the RAC Member to inform TETAF of any changes in its designated representatives.

(b) At-Large Members. Not more than three (3) individuals may be elected by the General Assembly as At-Large Members to serve three-year terms. At-Large Members shall be entitled to vote at meetings of the General Assembly.

(c) Associate Members. Associate Members may be individuals interested in supporting the purposes of TETAF. An Associate Member must be recommended by a Council for membership in the Organization. Associate Members shall not have the right to vote at meetings of the General Assembly. The Board of Directors may from time to time establish eligibility criteria for Associate Members and describe the benefits and/or responsibilities of such membership.

3.2 Application. Application for membership in TETAF shall be in writing on the proper form as prescribed by the Board of Directors and shall become effective when the proper application form with the accompanying dues payment have been received at the TETAF Principal Office and approved by the Board of Directors or by a committee or council, an authorized officer, or designee.

3.3 Non-Transferable Membership. Membership in the Organization, regardless of the class of membership, is non-transferable.

3.4 Membership Fees and Dues. The Board of Directors may set and change the amount of the annual dues payable to TETAF by members.

3.5 Sanction, Suspension, or Termination of Members. The Board of Directors may impose reasonable sanctions on a member, or suspend or expel a member from TETAF, for good cause upon the vote of at least two-thirds (2/3) of the members of the Board of Directors present at a meeting at which a quorum is present. Good cause includes the default of an obligation to TETAF to pay fees or dues for a period of thirty (30) days following delivery of notice of default; any act that negatively reflects on the integrity or reputation of TETAF, or a material and serious violation of TETAF's certificate of formation, bylaws, or rules, or of law. In the event a RAC Member is suspended for non-payment, the representatives described in Section 3.1(a) shall not be entitled to vote until such suspension has been lifted. Upon payment of back dues, a member suspended for non-payment shall be automatically reinstated.

3.6 Resignation. Any member may resign from TETAF by submitting a written resignation to the secretary. The resignation need not be accepted by TETAF to be effective. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

3.7 Reinstatement. A former member may submit a written request for reinstatement of membership. The Board of Directors may reinstate membership on any reasonable terms that the Board of Directors deems appropriate.

3.8 Waiver of Interest in TETAF Property. All real and personal property, including all improvements located on the property, acquired by TETAF shall be owned by TETAF. A

member shall have no interest in specific property of TETAF. Each member hereby expressly waives the right to require partition of all or part of TETAF's property.

ARTICLE IV
MEETINGS OF GENERAL ASSEMBLY

4.1 Annual Meeting. An annual meeting of the members, known as the General Assembly, shall be held at a time and place to be designated by the Board of Directors. At the annual meeting, the General Assembly shall:

- (a) Elect the Chair of the General Assembly.
- (b) Elect the three (3) At-Large Members.
- (c) Elect the Board of Directors of the Organization.
- (d) Appoint as the auditor of the Organization an experienced, certified public audit firm.
- (e) Consider and approve any amendments to the Organization's Certificate of Formation or Bylaws.
- (f) Provide a forum for an annual awards program that recognizes and celebrates the contributions of innovative and successful RAC leaders and EMS, trauma system, perinatal care and acute care from across Texas.
- (g) Conduct other business of the General Assembly.

4.2 Special Meetings. Special meetings of the members may be called at any time by the Chair of the General Assembly or the Board of Directors, and shall be called by the Chair of the General Assembly upon written application of not less than ten percent (10%) of the RAC Members in good standing within twenty (20) days after the filing of a valid and proper application with the Board Secretary. The application shall state the purpose of the meeting. Special meetings of the members shall be held at a time and place to be designated by the Chair of the General Assembly, or in the event of the Chair's inability or refusal to act, by the Board of Directors.

4.3 Place of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the principal office of TETAF in Texas.

4.4 Notice of Meetings. TETAF shall provide to each RAC Member and its designated representatives notice of the place, date and time of a meeting of the General Assembly. Notice of a special meeting of the General Assembly shall also include a statement of the purpose(s) for which the meeting is called. Notice shall be delivered not later than the 14th day and not earlier than the 60th day before the date of the meeting by mail, facsimile, email or other electronic

submission at the address, fax number, email or other applicable address provided by the RAC Member and its designated representatives.

4.5 Voting. Each At-Large Member and each of the designated representatives of a RAC Member shall be entitled to cast a vote at meetings of the General Assembly. At any meeting of the General Assembly, an individual entitled to vote may vote by proxy executed in writing by the individual and granted to a specific individual proxyholder. A written proxy shall entitle the proxyholder to vote on any matter before the General Assembly unless the proxy specifies otherwise. No proxy shall be valid after thirty (30) days from the date of its execution.

4.6 Quorum. Fifty-one percent (51%) of the individuals comprising the General Assembly shall constitute a quorum of the General Assembly.

4.7 Actions of Membership. The vote of a majority of voting individuals in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the General Assembly unless the vote of a greater number is required by law, the Certificate of Formation, or the Bylaws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. Voting shall be by ballot or voice, except that any election of directors shall be by ballot if demanded by any voting member at the meeting before the voting begins.

4.8 Voting by Mail or Facsimile Transmission. The Board of Directors may authorize individuals to vote by mail, by facsimile, by email or by a combination of mail, facsimile or email on the election of directors and officers or on any other matter that may be voted on by the members.

4.9 Compensation. TETAF members shall not receive salaries from TETAF for their services as members of the Organization. TETAF may reimburse members for expenses incurred by the member on behalf of TETAF if approved by the Board of Directors and consistent with the Organization's conflict of interest policy.

4.10 Chair of the General Assembly. The General Assembly elects a Chair to serve for a three (3) year term. The Chair of the General Assembly shall serve no more than one (1) three-year term; provided that an individual may be elected as Chair of the General Assembly if he/she has not served in that capacity during the preceding twelve (12) months.

(a) Qualifications. The Chair of the General Assembly shall have at least three (3) years of experience in emergency care, trauma care, or an acute care hospital in the State of Texas immediately preceding the date of the election.

(b) Duties. The Chair of the General Assembly shall:

(1) Preside at all meetings of the General Assembly.

(2) Work with the staff of TETAF to coordinate the Annual Meeting and work of the General Assembly.

(3) Collaborate with the Chair of the Board of Directors for activities of the Organization.

(4) Communicate with outside parties regarding the activities of the General Assembly.

ARTICLE V

BOARD OF DIRECTORS

5.1 Oversight of TETAF. The affairs of TETAF shall be overseen by the Board of Directors.

5.2 Number and Tenure of Directors. The Board of Directors shall be comprised of seventeen (17) individuals elected by the General Assembly, including the Chair of the General Assembly who shall serve as a voting ex officio member of the Board of Directors. Each director shall serve for a term of three (3) years. The terms of the directors shall be staggered so that approximately one-third (1/3) of the Board of Directors is elected each year.

(a) Limit on Terms. Directors may serve no more than two (2) consecutive three-year terms, provided that a director may be elected to serve on the Board of Directors if he/she has not served on the Board of Directors during the preceding twelve (12) months. A director appointed to fill a vacancy of less than eighteen (18) months may serve another two (2) full three-year terms.

5.3 Qualifications of Directors. TETAF directors shall have the knowledge, skills and attitudes needed to support the purposes of the Organization. Directors need not be individuals entitled to vote in the General Assembly. Every effort shall be made to recruit and nominate individuals who will result in a multi-disciplinary board with diversity of geography and experience.

5.4 Nomination of Directors. At least sixty (60) days prior to the annual meeting, the Governance Council shall invite the membership to submit nominations for the Board of Director positions. The Governance Council shall call for suggested nominations from the members of the General Assembly, consider possible nominees, and make nominations for each election of directors. The Chair of the General Assembly shall include the names nominated by the Governance Council, and any report of the Governance Council, with the notice of the meeting at which the election occurs. At any meeting at which the election of a director occurs, an individual with the right to vote in the General Assembly may nominate a qualified person.

(a) In the event the Governance Council cannot or does not present a slate of nominees, nominations shall be made during the meeting of the General Assembly by any individual with the right to vote in the General Assembly.

5.5 Vacancies. Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of

Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

5.6 Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings on a quarterly basis, one of which may be a strategic review and planning retreat. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the date, time and place of the meetings.

5.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Board Chair or any three (3) directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within or without Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting.

(a) Notice. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director at least three (3) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

5.8 Quorum. A majority of the number of directors then in office, but no fewer than seven (7) directors, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

5.9 Duties of Directors. A Director shall discharge the director's duties in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of TETAF. In the discharge of any duty imposed or power conferred on a director, the director may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning TETAF or another person that were prepared or presented by one or more officers or employees of TETAF or employees of TMC; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence. A director is not liable to TETAF, any member, or any other person for any action taken or not taken as a director if the director acted in compliance with this Article.

5.10 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

5.11 Proxies. A director may not vote by proxy.

5.12 Compensation. Directors shall not receive salaries for their services as directors. The Board of Directors may adopt a resolution providing for payment to directors of expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A director may serve TETAF in any other capacity and receive compensation for those services. Any compensation that TETAF pays to a director shall be commensurate with the services performed and reasonable in amount.

5.13 Removal of Directors. The Board of Directors may remove any elected or appointed director by a two-thirds (2/3) vote of the directors present at a meeting at which a quorum is present when, in the Board's judgment, such removal would be in the best interest of the Organization.

5.14 Attendance at Meetings. Directors shall attend in person or by teleconference at least 70% of all meetings of the Board of Directors each year. The Board may, in its sole discretion, remove a director who does not meet this attendance requirement pursuant to Section 5.13 above.

ARTICLE VI **OFFICERS**

6.1 Officer Positions. The officers of the Board of Directors shall be a Chair, Vice-Chair, Secretary, and Treasurer. The officers shall be members of the Board of Directors in good standing at the time of their election.

6.2 Election and Term of Office. The Board shall elect officers for the next year at the last meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office for three (3) years and until a successor is duly selected and qualified. No individual shall be elected an officer unless that individual is eligible to serve the full term given the restrictions on terms for Board members described in Section 5.2(a). The Governance Council shall call for suggested nominations from the Board of Directors for officer positions and shall recommend one or more individuals for each position.

(a) Elected officers shall be eligible for re-election for not more than one additional three-year term in succession for each office; provided, however, that the Board Chair shall not serve more than one (1) three-year term.

6.3 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

6.4 Appointed Management. The Board of Directors may appoint a Chief Executive Officer to conduct the business of the Organization. The Chief Executive Officer shall have

authority to perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine. The Chief Executive Officer shall hold the title “President/CEO.”

6.5 Chair. The Board Chair shall be the principal officer and legal head of the Organization and, subject to the control of the Board of Directors, he or she shall:

- (a) Provide leadership and general supervision over the organization and all activities.
- (b) Preside at all meetings of the members, Board of Directors, and Executive Committee.
- (c) Represent and speak for the organization to the public and to other organizations;
- (d) Appoint all committees and be an ex-officio member of all committees except the Committee on Nominations and Elections;
- (e) Have the general powers and duties of management usually vested in the office of Chairman of a non-profit corporation; and
- (f) Have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

6.6 Vice-Chair. In the absence of the Chair or in the event of the Chair’s inability or refusal to act, the Vice-Chair shall perform all the duties of the Chair, and when acting as Chairman, shall have all the powers of and be subject to all the restrictions upon the Chair. He or she shall serve as the chair of the Governance Council, and shall have such other powers and perform other duties as assigned by the Chair or the Board of Directors.

6.7 Secretary. The Secretary shall be responsible for overseeing the keeping of minutes of all Board and Executive Committee meetings; serving notice of all meetings of the Board and the Executive Committee; and keeping the Organization’s membership records, the Bylaws, and such other papers as the Board may direct. The Secretary shall perform other duties as assigned by the Chair or the Board of Directors.

6.8 Treasurer. The Treasurer shall be responsible for overseeing the collection of all membership dues; establish proper accounting procedures for the handling of TETAF funds; and reporting on the financial condition of the Organization at all meetings of the Board. At the end of each fiscal year, the Treasurer shall assure that an annual report on the financial standing of the Organization is prepared and submitted to the Board of Directors. The Treasurer shall also serve as chair of the Finance and Audit Council. The Treasurer shall perform other duties as assigned by the Chair or the Board of Directors.

6.9 President/Chief Executive Officer. The President/Chief Executive Officer (President/CEO) shall be the chief executive officer of TETAF and shall be subject to the control and oversight of the Board Chair and the Board of Directors. The CEO shall:

- (a) Supervise, direct, and control the business and affairs of the Organization.
- (b) Hire, supervise, and direct all employees of the Organization and have the power to delegate responsibilities and commensurate authority to his or her subordinates.
- (c) Supervise, direct, and control the collection, deposit, and disbursement of all funds of the Organization in accordance with the specific or general instructions and policies of the Board of Directors.
- (d) Attend all meetings of the Board of Directors and the Executive Committee and all Councils and, whenever practical, serve as the staff adviser and Recording Secretary thereof.
- (e) Execute on behalf of the Board of Directors those certain contracts, agreements, instruments or other documents as may be approved from time to time by the Board of Directors.
- (f) Have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE VII **COMMITTEES AND COUNCILS**

7.1 Establishment of Committees and Councils. The Board of Directors may adopt a resolution establishing one or more committees or councils delegating specified authority to the committee or council, and appointing or removing members of a committee or council. A committee or council shall include three or more directors and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee or council, the majority of the committee or council shall consist of directors. The Board of Directors may establish qualifications for membership on a committee or council. The establishment of a committee or council or the delegation of authority to it shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee or council shall have the authority of the Board of Directors to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of TETAF.
- (d) Authorize the voluntary dissolution of TETAF.

- (e) Revoke proceedings for the voluntary dissolution of TETAF.
- (f) Adopt a plan for the distribution of the assets of TETAF.
- (g) Amend, alter, or repeal the bylaws.
- (h) Elect, appoint, or remove a member of a committee or council or a director or officer of TETAF.
- (i) Take any action outside the scope of authority delegated to it by the Board of Directors.
- (j) Take final action on a matter that requires the approval of the General Assembly.

7.2 Executive Committee. The Board of Directors shall create an Executive Committee to act on its behalf in carrying out the regular business of the organization and its administration. The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary, the Treasurer, and the chair of the Councils. The Executive Committee shall provide the Board of Directors with regular reports of its actions at each regular or special meeting of the Board of Directors. Unless the Board of Directors specifically acts to reverse a decision or action of the Executive Committee at the meeting of the Board of Directors which next follows the Executive Committee meeting where the decision was made or action taken, the actions taken by the Executive Committee shall be considered to be automatically approved by the Board of Directors. As part of its duties, the Executive Committee shall develop a tool for the evaluation of the President/CEO and conduct an annual evaluation of the President/CEO.

7.3 Councils. The Board of Directors shall create the Councils described below to assist the Board in carrying out its functions. Each Council shall meet on a quarterly basis in person or via teleconference and report to the Board of Directors at the Board's regular meetings. The Board shall review each Council's effectiveness on an annual basis.

(a) Finance and Audit Council. The Finance and Audit Council shall be responsible for identifying strategies and plans to enhance the long range financial vitality of TETAF. The Treasurer shall serve as the Chair of this Council. The Finance and Audit Council shall:

- (1) Recommend to the Board finance goals for the Organization.
- (2) Support the Organization's budgeting process.
- (3) Oversee the Organization's financials.
- (4) Cause an audit of the Organization to be performed on an annual basis.

- (5) Oversee the Organization's audit process.
- (6) Support financial planning for RAC Members as requested.

(b) Survey/Verification Council. The Survey/Verification Council shall be responsible for enabling the conduct of respected surveys that enhance the quality of services provided by EMS, trauma, and related acute care services across Texas. The Survey/Verification Council shall:

- (1) Ensure the rigor of surveys conducted by or on behalf of TETAF and the impact of designation.
- (2) Ensure the competence and capabilities of surveyors retained by TETAF.
- (3) Advise the Board on fees for surveys.
- (4) Develop and oversee a policy on surveyor conflicts of interest.
- (5) Oversee development of survey guides to assist healthcare providers.
- (6) Coordinate with the Department of State Health Services regarding surveys.
- (7) Educate stakeholders on the value of designation and the survey process.
- (8) Liaison with the Governor's EMS and Trauma Advisory Council (GETAC) on clinical policies used in the survey process.

(c) Advocacy Council. The Advocacy Council shall amplify the voice and influence of all Regional Advisory Councils and related EMS and trauma stakeholders by educating and advocating to local and state policy makers and statewide associations to shape policies, laws, regulations, and funding that maximizes the Texas EMS and trauma system. The Advocacy Council shall:

- (1) Conduct and/or oversee research and analysis regarding the Texas EMS and trauma system.
- (2) Increase awareness and impact of TETAF.
- (3) Develop an advocacy agenda for TETAF and its membership.

(4) Influence policy on behalf of the Regional Advisory Councils and the statewide EMS and trauma system.

(5) Liaison with the Governor's EMS and Trauma Advisory Council (GETAC) and other provider associations on policy refinements.

(d) Education Council. The Education Council shall assess and respond to unique non-competitive and ultimate needs for educational programming and consulting support for Regional Advisory Councils and their stakeholder organizations and professionals. The Education Council shall:

(1) Support education of the general public, policy makers, Regional Advisory Council boards and staff, and providers regarding issues related to the EMS and trauma system.

(2) Develop web-based academies to be sponsored by TETAF.

(e) Governance Council. The Governance Council shall ensure the pursuit and achievement of continuous governance enhancement. The Vice-Chair shall serve as the Chair of the Governance Council. The Governance Council shall:

(1) Coordinate recruitment of nominees for the Board of Directors.

(2) Propose a slate of nominees for the Board of Directors.

(3) Conduct orientation of new Board members.

(4) Coordinate an evaluation of the Board of Directors and the Councils on an annual basis, including a formal self-assessment for the Board of Directors.

(5) Liaison with the chairs of the Regional Advisory Councils.

(6) Liaison with identified affinity groups

(f) Chairpersons Council. The Chairpersons Council will foster positive two-way communications and collaboration among the boards of TETAF and the Regional Advisory Councils. The Chairpersons Council shall:

(1) Exchange insights into strategic challenges and plans.

(2) Identify advocacy priorities for consideration by TETAF.

7.4 Term of Office. Each member of a committee or council shall continue to serve on the committee or council until the next annual meeting of the members of TETAF and until a successor is appointed. However, the term of a committee or council member may terminate earlier if the committee or council is terminated, or if the member dies, ceases to qualify, resigns, or is

removed as a member. A vacancy on a committee or council may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee or council shall serve for the unexpired portion of the terminated member's term.

7.5 Chair and Vice-Chair. One member of each committee or council shall be designated as the chair of the committee or council and another as the vice-chair. The chair and vice-chair shall be appointed by the Board Chair except where these Bylaws specify who shall serve as chair of the committee or council. The chair shall call and preside at all meetings of the committee or council. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

7.6 Notice of Meetings. Written, or printed or oral notice of a committee or council meeting shall be delivered to each member of a committee not less than three (3) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

7.7 Quorum. One-third (1/3) of the number of members of a committee or council, but no fewer than three (3) members, shall constitute a quorum for the transaction of business at any meeting of the committee or council. The committee or council members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee or council members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

7.8 Actions of Committees and Councils. Committees and councils shall try to take action by consensus. However, the vote of a majority of committee or council members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee or council unless the act of a greater number is required by law or the bylaws. A committee or council member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee. All committees and councils shall keep regular minutes of all meetings and transactions and shall cause them to be recorded and shall report the same to the Board at its regular meeting.

7.9 Proxies. A committee or council chair or member may not vote by proxy.

7.10 Compensation. Committee and council members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for reimbursement to committee or council members of expenses of attendance, if any, for attendance at each meeting of the committee or council. A committee or council member may serve TETAF in any other capacity and receive compensation for those services. Any compensation that TETAF pays to a committee or council member shall be commensurate with the services performed and shall be reasonable in amount.

7.11 Rules. Each committee or council may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII **TRANSACTIONS OF TETAF**

8.1 Contracts. The Board of Directors may authorize any officer or agent of TETAF to enter into a contract or execute and deliver any instrument in the name of and on behalf of TETAF. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

8.2 Deposits. All funds of TETAF shall be deposited to the credit of TETAF in banks, trust companies, or other depositories that the Board of Directors selects.

8.3 Gifts. The Board of Directors may accept on behalf of TETAF any contribution, gift, bequest, or devise for the general purposes or for any special purpose of TETAF. The Board of Directors may, upon approval by the members, make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining TETAF's federal and state tax status.

8.4 Conflicts of Interest. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

(a) Interested Person. Any director, principal officer, or member of a committee with Board delegated powers 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 health care system of which TETAF is a part, he or she is an interested person with respect to all entities in the health care system.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(1) An ownership or investment interest in any entity with which TETAF has a transaction or arrangement, or

(2) A compensation arrangement with TETAF or with any entity or individual with which TETAF has a transaction or arrangement, or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which TETAF is negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

(c) Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(2) The chair of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board or committee shall determine whether TETAF 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.

(4) 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 directors whether the transaction or arrangement is in TETAF’s best interest and for its own benefit and whether the transaction is fair and reasonable to TETAF and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate and disciplinary and corrective action.

(e) Records of Proceedings. The minutes of the Board and all committee with Board-delegated powers shall contain:

(1) 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; and

(2) 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.

(f) Annual Statements. Each director, principal officer and member of a committee or council with Board delegated powers shall annually sign a statement which affirms that such person:

(1) Has received a copy of this Section 8.4 of the Bylaws;

(2) Has read and understands this Section 8.4;

(3) Has agreed to comply with this Section 8.4; and

(4) Understands that TETAF is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

(g) Periodic Reviews. To ensure that TETAF operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted by the TETAF staff.

8.5 Prohibited Acts. As long as TETAF is in existence, and except with the prior approval of the Board of Directors or the members, no member, director, officer, or committee or council member of TETAF shall:

(a) Do any act in violation of the bylaws or a binding obligation of TETAF.

(b) Do any act with the intention of harming TETAF or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of TETAF.

(d) Receive an improper personal benefit from the operation of TETAF.

(e) Use the assets of TETAF, directly or indirectly, for any purpose other than carrying on the business of TETAF.

(f) Wrongfully transfer or dispose of TETAF property, including intangible property such as good will.

(g) Use the name of TETAF (or any substantially similar name) or any trademark or trade name adopted by TETAF, except on behalf of TETAF in the ordinary course of TETAF's business.

(h) Disclose any of TETAF business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE IX **BOOKS AND RECORDS**

9.1 Required Books and Records. TETAF shall keep correct and complete books and records of account. TETAF's books and records shall include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to TETAF, including, but not limited to, the certificate of formation (formerly known as articles of incorporation), and any amendment, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of the bylaws, and any amended versions or amendments to the bylaws.

(c) Minutes of the proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors.

(d) A list of the names and addresses of the members, directors, officers, and any committee or council members of TETAF.

(e) A financial statement showing the assets, liabilities, and net worth of TETAF at the end of the three (3) most recent fiscal years.

(f) A financial statement showing the income and expenses of TETAF for the three (3) most recent fiscal years.

(g) All rulings, letters, and other documents relating to TETAF's federal, state, and local tax status.

(h) TETAF's federal, state, and local information or income tax returns for each of TETAF's three (3) most recent tax years.

ARTICLE X **FISCAL YEAR**

10.1 The fiscal year of TETAF shall begin on September 1 and end August 31 in each year.

ARTICLE XI
INDEMNIFICATION

11.1 When Indemnification is Required, Permitted, and Prohibited.

(a) TETAF shall indemnify a director, officer, committee or council member, employee, or agent of TETAF who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in TETAF. For the purposes of this article, an agent includes one who is or was serving at the request of TETAF as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, TETAF shall indemnify a person only if he or she acted in good faith and reasonably believed in the case of conduct in his official capacity as a director of TETAF, that his conduct was in TETAF's best interests and, in all other cases, that his conduct was at least not opposed to TETAF's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful.

(b) TETAF shall not indemnify a person who is found liable to TETAF or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(c) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by TETAF.

(d) TETAF shall pay or reimburse expenses incurred by a director, officer, member, committee member, employee, or agent of TETAF in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting TETAF when the person is not a named defendant or respondent in the proceeding.

(e) In addition to the situations otherwise described in this paragraph, TETAF may indemnify a director, officer, member, committee member, employee, or agent of TETAF to the extent permitted by law. However, TETAF shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 11.1(a), above.

(f) Before the final disposition of a proceeding, TETAF may pay indemnification expenses permitted by the bylaws and authorized by TETAF. However, TETAF shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by TETAF or one or more members; or the person is alleged to have improperly received a personal benefit or committed other wilful or intentional misconduct.

(g) If TETAF may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the person was found liable to TETAF or is found liable on the basis that personal benefit was improperly received, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding and shall not be made with respect to any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to TETAF.

11.2 Procedures Relating to Indemnification Payments.

(a) Before TETAF may pay any indemnification expenses (including attorney's fees), TETAF shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 11.2(c), below. TETAF may make these determinations and decisions by any one of the following procedures:

(1) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(2) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(3) Determination by special legal counsel selected by the Board of Directors by vote as provided in Section 11.2(a)(1) or 11.2(a)(2), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(4) Majority vote of members, excluding directors who are named defendants or respondents in the proceeding.

(b) TETAF shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section 11.2(a)(iii), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by Section 11.1, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) TETAF shall pay indemnification expenses before final disposition of a proceeding only after TETAF determines that the facts then known would not preclude indemnification and TETAF receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 11.2(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by TETAF if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

(d) Any indemnification or advance of expenses shall be reported in writing to the members of TETAF. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE XII **NOTICES**

12.1 Delivery of Notice. Any notice required or permitted by the bylaws to be given to a member, director, officer, or member of a committee or council of TETAF may be given by delivery in person, by mail, by facsimile, or by email or other electronic transmission. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of TETAF, with postage prepaid. If transmitted by facsimile or email, notice is deemed to be delivered on transmission of the facsimile or email. A person may change his or her address by giving written notice to the secretary of TETAF.

12.2 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the certificate of formation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

12.3 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIII **SPECIAL PROCEDURES CONCERNING MEETINGS**

13.1 Meeting by Telephone. The General Assembly, Board of Directors, and any committee or council of TETAF may hold a meeting by using a conference telephone or similar

communications equipment or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the system permits each person participating in the meeting to communicate with all other persons participating in the meeting. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

13.2 Decision without Meeting. Any decision required or permitted to be made at a meeting of the Board of Directors or any committee or council of TETAF may be made without a meeting if a written consent stating the action to be taken is signed by the number of directors or committee or council members necessary to take that action at a meeting at which all of the directors or committee or council members are present and voting. The consent must state the date of each director's or committee or council member's signature. The original signed consents shall be placed in TETAF minute book and kept with TETAF's records. Prompt notice of the taking of an action without a meeting by less than unanimous written consent shall be given to each director or committee or council member who did not consent in writing to the action.

ARTICLE XIV **AMENDMENTS TO BYLAWS**

14.1 The bylaws may be amended or repealed, and new bylaws may be adopted by a vote of 75% of the General Assembly present at a meeting at which a quorum is present. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. Additional revisions may be proposed and voted on at the meeting where the proposed bylaws are presented.

ARTICLE XV **MISCELLANEOUS PROVISIONS**

15.1 Legal Authorities Governing Construction of Bylaws. The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

15.2 Legal Construction. If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

15.3 Headings. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

15.4 Gender. Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Board of Directors of TETAF and that the foregoing Bylaws constitute the Bylaws of TETAF. These Bylaws were duly adopted at a meeting of the General Assembly held on _____, 20_____.

DATED: _____, 20_____.

_____[SIGNATURE]
_____[TYPED NAME]
Secretary of TETAF