

**AMENDED AND RESTATED BYLAWS OF THE
TRAVIS COUNTY HEALTHCARE DISTRICT**

**EFFECTIVE JUNE 1, 2019
BOARD OF MANAGERS**

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**AMENDED AND RESTATED BYLAWS
OF THE
BOARD OF MANAGERS**

**TRAVIS COUNTY HEALTHCARE DISTRICT D/B/A
CENTRAL HEALTH**

PREAMBLE

The Travis County Healthcare District d/b/a Central Health (“District”) Board of Managers hereby adopts these Amended and Restated Bylaws to provide a framework for self-government of the District. This framework permits the District to operate pursuant to the Constitution and governing statutes of the State of Texas, including Chapter 281 of the Texas Health and Safety Code. Portions of these governing laws are included in these Bylaws for the purpose of clarification.

DEFINITIONS

“Board” means the Board of Managers of the District. The term “Board” shall have the same meaning as the term “board” under Chapter 281 of the Texas Health and Safety Code.

“President and Chief Executive Officer (CEO)” means the individual appointed by the Board to perform the duties described in Article IX. The term “President and CEO” shall have the same meaning as the term “administrator” under Chapter 281 of the Texas Health and Safety Code.

“Commissioners Court” means the members of the Commissioners Court of Travis County, Texas, being the elected officials of Travis County who are responsible for appointing certain Board members.

“District” means the Travis County Healthcare District d/b/a Central Health.

“Municipality” means the municipality with the largest population in Travis County.

“Travis County” means the political subdivision in Central Texas whose geographical center is located at 30°18' north latitude and 97°45' west longitude and is surrounded by Williamson, Bastrop, Caldwell, Hays, Blanco, and Burnet Counties. Travis County is comprised of 1,023 square miles and its territory fully encompasses nine municipalities: Bee Cave, Creedmoor, Jonestown, Lago Vista, Lakeway, Manor, Rollingwood, Sunset Valley, and Westlake Hills. Portions of seven municipalities, most notably Pflugerville and Austin, extend outside of Travis County’s boundaries.

“Program Budget” means a budget designed to reflect the costs of activities (programs) that are undertaken to achieve specific goals and objectives.

ARTICLE I

VISION

- 1.0 Central Texas is a model healthy community.

MISSION

- 1.1 By caring for those who need it most, Central Health improves the health of our community.

PURPOSE

- 1.2 The purpose of the District is to provide hospital and medical care to the extent required by law and to fulfill any other lawful purpose.

ARTICLE II

RESPONSIBILITIES AND POWERS OF THE DISTRICT

- 2.0 It is the responsibility of the District to seek to meet the requirements imposed upon it by Texas law.
- 2.1 Notwithstanding anything herein to the contrary, the District shall have all powers and rights that have been granted under Article IX, Section 9 of the Texas Constitution, Chapter 281 of the Texas Health and Safety Code, and all other applicable laws.

ARTICLE III

DUTIES AND AUTHORITIES OF THE BOARD

- 3.0 The Board shall, to the extent not prohibited or limited by law, seek to do the following:
- (A) be the governing body of the District;
 - (B) approve the annual budget for the District;
 - (C) retain independent auditors to make an annual audit of the fiscal records of the District;
 - (D) accept the annual audit at an open meeting and make the annual audit publicly available;
 - (E) select the depository for the funds of the District;
 - (F) appoint the President and CEO of the District;

- (G) approve, adhere to, and enforce the policies developed for the operation of the District, unless otherwise delegated to the President and CEO;
- (H) seek approval from the Commissioners Court on matters as required by law;
- (J) approve, modify, or deny contracts, unless otherwise delegated to a committee or the President and CEO;
- (K) develop a philosophy and strategic goals for the District to be reflected in a comprehensive, coordinated strategic plan (“Strategic Plan”);
- (L) serve as an advocate for the District;
- (M) appoint members to the governing boards of affiliated entities or other entities as provided by law, agreement, or other mechanism; and
- (N) meet other requirements imposed by law upon the Board.

ARTICLE IV

APPOINTMENT OF THE BOARD

- 4.0 The Commissioners Court shall appoint four (4) members to the Board. The governing body of the Municipality shall appoint four (4) members to the Board, and the Commissioners Court and the Municipality shall jointly appoint one member to the Board. In selecting the members of the Board, the Board shall encourage the Commissioners Court and the Municipality to consider the duties of the Board, the candidates’ interests, availability, skills, and reputation for objectivity and fairness, as well as, any legal conflicts that may impact the candidate’s ability to effectively engage as a Board member.
- 4.1 The members of the Board serve staggered four-year terms, with as near as possible to one-fourth of the members’ terms expiring each year.
- 4.2 Subject to agreement by the Commissioners Court and the governing body of the Municipality, appointments shall take place each December, with terms beginning on January 1.
- 4.3 Members of the Board shall serve the length of their term and are eligible for re-appointment.
- 4.4 If a member resigns or is otherwise incapable of fulfilling his or her term, the Commissioners Court and/or the Municipality, as applicable, shall appoint an interim member to the Board to serve until the permanent member’s term expires.

- 4.5 In accordance with Article XVI, Section 17, of the Texas Constitution, members of the Board shall continue to perform the duties of their offices until their successors have met all qualifications for the office.

ARTICLE V

CONFLICT OF INTEREST

- 5.0 The requirements in this Article V are in addition to all requirements the Board members may have under any policies adopted by the Board.
- 5.1 Members of the Board shall comply with Chapter 171 of the Texas Local Government Code, by recusing themselves from any vote or decision and abstaining from participation in discussions on matters in which they have a substantial interest.

ARTICLE VI

OFFICERS OF THE BOARD

CHAIRPERSON

- 6.0 The Chairperson of the Board serves as the chief officer of the Board and shall have the following responsibilities and authority for:
- (A) enforcing compliance with standards of ethical conduct and professional demeanor by the Board in their relations with each other, District staff, and the community that the District serves;
 - (B) appointing Board members to chair and serve on Board committees;
 - (C) presiding over Board meetings and, in the absence of the committee chair, either presiding over committee meetings or appointing another member of the committee to do so; and
 - (D) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

VICE-CHAIRPERSON

- 6.1 The Vice-Chairperson of the Board shall have the following responsibilities and authority for:
- (A) assisting the Chairperson as requested;

- (B) in the case of absence, death, resignation, disability, refusal to serve, removal, or disqualification of the Chairperson, perform the duties of the Chairperson until the Chairperson shall resume his or her office or until the Chairperson's term expires; and
- (C) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

SECRETARY

6.2 The Secretary shall have the following responsibilities and authority for:

- (A) ensuring the adequacy and accuracy of minutes taken or recordings of the Board meetings;
- (B) keeping a suitable record of each Board meeting and the Official Seal of the District;
- (C) in the case of the absence, death, resignation, disability, refusal to serve, removal, or disqualification of the Chairperson and Vice-Chairperson, perform the duties of the Chairperson until the Chairperson and/or Vice-Chairperson shall resume his or her office or until the terms of the elected Chairperson and Vice-Chairperson have expired; and
- (D) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

TREASURER

6.3 The Treasurer shall have the following responsibilities and authority for:

- (A) serving as chair of the Budget and Finance Committee unless the Board votes otherwise;
- (B) in the case of the absence, death, resignation, disability, refusal to serve, removal, or disqualification of the Chairperson, Vice-Chairperson, and Secretary, exercising the duties of the Chairperson, as Acting Chairperson, until the Chairperson, Vice-Chairperson, or Secretary shall resume his or her office or the terms of the Chairperson, Vice-Chairperson, and Secretary have expired; and
- (C) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

ELECTIONS AND APPOINTMENTS

6.4 Every two (2) years, unless two-thirds of the Board vote to accept nominations for Board officers prior to the second year of the current Board officer's term, the members shall elect

from among themselves a Chairperson, Vice-Chairperson, and Treasurer, and shall appoint a Secretary. The Board may appoint the President and CEO to serve as the Secretary of the Board. If the Board appoints the President and CEO to serve as the Secretary, the President and CEO shall not have the right to vote at Board meetings.

- 6.5 Nominations for the position of Chairperson, Vice-Chairperson, Treasurer, and any other position that requires election or appointment may be made by a Board member at a Board meeting or by a special ad hoc committee established pursuant to Section 7.2.1(A). Board members may nominate themselves for any Board officer position.
- 6.6 Elections or appointments conducted at Board meetings shall be conducted in an open meeting. Unless a different number is required by law, a majority vote of a quorum is required to elect a nominee for each election required by these Bylaws.
- 6.7 When a Board officer position other than Chairperson becomes vacant, an election or appointment for the position shall take place at the next meeting of the Board, or as soon thereafter as practicable.
- 6.8 No Board member may hold the same office for more than one (1) term, unless two-thirds of the Board vote to suspend the term limits imposed by these Bylaws.

REMOVAL AND RESIGNATIONS

- 6.9 A Board member may be removed from office pursuant to Chapter 87 of the Texas Local Government Code or other Texas law. Additionally, a Board member may resign at any time by giving written notice to the Board Chairperson or Secretary and to the governmental entity that appointed the member (i.e., the Travis County Commissioners Court and/or the governing body of the Municipality). Any such resignation shall take effect as soon as a replacement is appointed and sworn into office.

ARTICLE VII

COMMITTEES

7.0 *BUDGET AND FINANCE COMMITTEE*

The Budget and Finance Committee shall be responsible for assisting the President and CEO in preparing the District's annual budget, reviewing and monitoring financial statements, advising on audit matters, and making recommendations regarding financial transactions. The Budget and Finance Committee shall meet at least monthly.

7.0.1. The Budget and Finance Committee shall also:

- (A) advise on financial policies of the District, as necessary;
- (B) assist in the selection of an external independent auditor; and

- (C) review the annual audit report prepared by the independent auditor.

7.0.2 The Budget and Finance Committee shall have standing authority to act on behalf of the Board with respect to the following:

- (A) approve the expenditure of funds for goods and services at any meeting of the committee at which at least seven (7) members of the committee (including, without limitation, any Board members who are not regular appointed members of the committee but who are appointed automatically to be members of the committee for such meeting in accordance with Section 7.8.2 of these Bylaws) are present, and with respect to such expenditure, at least five (5) of the committee members vote for approval at such meeting in a session that is open to the public;
- (B) approve the appointment of depositories;
- (C) ratify investments and take appropriate action on cash management, borrowings, and other District financial transactions; and
- (D) receive financial information from affiliated organizations.

7.1 EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of Board officers and shall be responsible for making recommendations concerning the types of appointments described in Article III, candidates for Board officers, the President and CEO's employment, items for future Board discussions, and compliance activities.

7.1.1 The Executive Committee shall:

- (A) ensure the formation of a special ad hoc committee comprised of two (2) Executive Committee members, one of whom must be the outgoing Board Chairperson, and two members of the Board who are not members of the Executive Committee for the purpose of (i) accepting self-nominations for Board officers; (ii) discussing the merits that a particular Board member may bring to the position that he or she has expressed interest in assuming; and (iii) making recommendations on candidates for Board officers. As outlined in Section 7.7, the outgoing Chairperson shall appoint the members of such special ad hoc committee, and he or she shall do so at least one (1) month prior to the date on which Board officers are set to be elected or appointed;
- (B) present the Board with nominations for candidates to the governing boards of affiliated entities or other entities who have contracts with

or are under the oversight of the District. Appointed candidates shall receive no compensation for their services and shall represent the District in their service on the entity board;

- (C) conduct and make recommendations to the Board concerning the President and CEO's evaluation process and compensation;
- (D) review policies and other documentation related to the District's compliance program;
- (E) monitor and advise on compliance investigations and corrective action plans; and
- (F) seek input from District staff and Board members on governance processes, including the development of Board agendas under Section 8.18.

7.2 ***STRATEGIC PLANNING COMMITTEE***

The Strategic Planning Committee shall be responsible for developing the Strategic Plan and performance metrics and dashboards related to the business of the District.

7.2.1 **The Strategic Planning Committee shall:**

- (A) develop and present the Strategic Plan to the Board;
- (B) monitor the implementation of the Strategic Plan;
- (C) recommend interim updates to the Strategic Plan whenever such updates are, in the opinion of the committee, necessary to reflect the District's current operating environment or shifting priorities, such as new strategic initiatives;
- (D) assist in evaluating service delivery methods in relation to the implementation of the Strategic Plan;
- (E) develop and recommend communication strategies that align with the Strategic Plan and promote District initiatives;
- (F) develop and recommend community engagement strategies that align with the Strategic Plan and promote District initiatives that are unrelated to the reuse and redevelopment of the Downtown Campus; and
- (G) receive reports from District staff on the progress and results of communications and community engagement initiatives.

7.3 REAL ESTATE COMMITTEE

The Real Estate Committee shall be responsible for managing the reuse and redevelopment of the Central Health Downtown Campus and for developing and making recommendations to the Board on other proposed real estate transactions, including sales, leases, or acquisitions and the methods to finance same, in order to accomplish the strategic goals of the District.

SPECIAL COMMITTEES AND SUBCOMMITTEES

7.4 Special ad hoc committees may be created by the Chairperson of the Board to perform specific tasks or to address specific issues. The formation of a special ad hoc committee must be approved by the Board, unless another section of these Bylaws gives a different person or body the ability to approve of the committee's creation. All special ad hoc committees are accountable to the Board.

7.5 Any committee may elect to perform any of its designated advisory functions by constituting any two of its members as a subcommittee for that purpose and reporting such action to the Board. Any such subcommittee may include non-board members in addition to members of the committee.

COMPOSITION AND TERM

7.6 Except as otherwise specified herein, committees shall be composed of no more than four Board members, each of whom shall be appointed by, and may be removed by, the Chairperson of the Board. The Chairperson shall be an ex-officio member, without vote, of all committees; provided, however, that the Chairperson shall be automatically appointed as a temporary committee member, with the right to vote, whenever such appointment is necessary to achieve a quorum of a committee.

7.7 Committee members are appointed for a term of one (1) year and shall serve until the end of this period or until the member's successor is appointed, unless the member shall resign or be removed from the committee. The Chairperson may appoint an interim successor to the committee for a member whose Board term has expired and who is holding over as a Board member, but who has resigned his or her committee position. Any such interim successor may serve until the meeting of the Board at which the Board votes to consent to the appointment of a new committee member.

QUORUM AND VOTING

7.8 Committees are advisory in nature and, unless they have been given authority to act on behalf of the Board under these Bylaws or through Board action, may not take action on their own other than to make recommendations to the Board. To the extent that committees are authorized to develop strategies and make recommendations, committee members have voting privileges.

- 7.8.1 Quorum Generally. A majority of the voting members of a committee shall constitute a quorum.
- 7.8.2 Quorum of the Budget and Finance Committee. A quorum of the Budget and Finance Committee shall consist of either: (A) a majority of the voting members of the committee or (b) a majority of the Board.
- 7.8.3 Special Voting Rights Related to the Budget and Finance Committee. All non-committee Board members in attendance at a Budget and Finance Committee meeting are automatically appointed as members of such committee and shall have the same voting rights, without limitations, as regularly-appointed members of the Budget and Finance Committee.

AGENDAS

- 7.9 The committee Chair shall have final approval of items to be placed on a committee agenda.

ADVISORY AND AUXILIARY COMMITTEES

- 7.10 If authorized or required by state law or Board policy, the Board shall appoint advisory or auxiliary committees of non-Board members to assist the District. These committees may be composed of volunteers, independent contractors, or employees. The terms, qualifications, and methods of appointment of these committees shall be governed by relevant state law, Board policy, and the Bylaws. The Board shall designate the chair and vice-chair, if any, of each such committee.

ARTICLE VIII

MEETINGS OF THE BOARD

GENERAL PROVISION

- 8.0 All regular, annual, special, and emergency meetings of the Board shall be held in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Government Code, and District policy.

REGULAR MEETINGS

- 8.1 Regular meetings of the Board shall be held at least once a month at the District headquarters, 1111 E. Cesar Chavez, Austin, Texas, unless another location is specified. The date and time of all regular meetings to occur during a calendar year will be established by the Chairperson and adopted at the annual Board meeting. When necessary, the Board may add or cancel a regular meeting or change the date of a regular meeting by motion adopted at a meeting of the Board. Regular meetings shall begin at a time designated by the Chairperson.

ANNUAL MEETINGS

- 8.2 The Board will conduct an annual meeting in December of each year or at another regular meeting designated by the Chair.
- 8.3 The following activities should occur at the annual meeting:
- (A) installation of officers of the Board, if appropriate that year;
 - (B) review of the Bylaws, if appropriate that year;
 - (C) disclosure of conflict-of-interest statements by Board members; and
 - (D) such other matters as may come to the attention of the Board.

SPECIAL MEETINGS

- 8.4 Special meetings of the Board may be held on any date that permits the President and CEO to provide notice of the meeting in compliance with Chapter 551 of the Texas Government Code, and may be called by: (A) the Chairperson; (B) the written request of at least four (4) Board members to the President and CEO; or (C) a motion adopted at a meeting of the Board. Special meetings shall begin at a time designated by the Chairperson or a time specified by motion of the Board. The business to be discussed and acted upon at the special meeting shall be confined to the purpose or purposes for which the meeting was called.

EMERGENCY MEETINGS

- 8.5 Emergency meetings of the Board may be called by the Chairperson or the Vice- Chairperson after determining that an emergency or urgent public necessity warrants the meeting and that the issue(s) cannot be postponed until a special or regular meeting. Posting of notice for emergency meetings shall be done in accordance with the requirements set forth in the Open Meetings Act, Chapter 551 of the Texas Government Code. An emergency or urgent public necessity exists only if immediate action is required by the Board because of (A) an imminent threat to public health and safety; or (B) a reasonably unforeseeable situation.

ORDER OF BUSINESS

- 8.6 The order of business at Board meetings shall be determined by the Chairperson. The agenda may include reports from Board committees.

CLOSED SESSION

- 8.7 The Board may enter a closed session after establishing a quorum, calling the meeting to order, and announcing, in open session, that a closed session will be held in accordance with

the policies and procedures of the Board and in compliance with the requirements set forth in the Open Meetings Act, Chapter 551 of the Texas Government Code.

QUORUM

- 8.8 The presence of the majority of the Board shall constitute a quorum for the transaction of business, but a lesser number may adjourn a meeting until a later specified date when a quorum shall be present. A quorum of the Board must be physically present at the main meeting location.

MANNER OF ACTION

- 8.9 Except as otherwise specified, the action of a majority of the members present and voting at a meeting at which a quorum is physically present shall be the action of the group. Board members participating via videoconference will be considered as present and voting in accordance with applicable laws, rules, and District policy.
- 8.10 No final action, decision, or vote shall be taken while the Board is convened in closed session, and any motion to adjourn must be made after the Board has reconvened in an open meeting.

NOTICE OF MEETING

- 8.11 Board meetings will be posted pursuant to the requirements set forth in the Open Meetings Act, Chapter 551 of the Texas Government Code.
- 8.12 Board members shall be notified of regular and special meetings at least seventy-two (72) hours prior to the scheduled time of the meetings.
- 8.13 Board members shall be notified of emergency meetings called under Section 8.5 above at least two hours prior to the time of the meeting.

RECORD OF MEETINGS

- 8.14 The Board shall either (A) prepare or direct the President and CEO to prepare minutes or (B) make a recording of each open meeting. The recording or minutes of meetings shall contain each subject of discussion and deliberation, all motions, seconds, and the vote, if any, on such motions. Minutes shall be signed by the presiding officer and attested to by the Secretary.

CONDUCT OF MEETINGS

- 8.15 The most recent edition of *Robert's Rules of Order Newly Revised*, when not in conflict with other Board-adopted rules of procedure, these Bylaws, or applicable law, shall be the rules of parliamentary procedure and order for the Board and its committees, except that there shall be no requirement to read the minutes and the chair of any meeting may (A) vote and (B)

establish time limits for discussion of each agenda item without the necessity of receiving a two-thirds vote of the Board.

PUBLIC PARTICIPATION AT MEETINGS

8.16 Members of the public who desire to deliver oral comments at a Board meeting must complete the required sign-in form before the public comment agenda item is reached during the Board meeting. The Board may develop a policy addressing how public comment will be received, including specifying the number of speakers allowed and the length of time each speaker may speak. Persons wishing to speak before the Board shall provide the following information:

- (A) name and address;
- (B) the name of the person or group, if any, the speaker is representing;
- (C) the agenda item upon which the person wishes to speak, if any; and
- (D) if the matter does not relate to an agenda item, a brief description of the nature of the matter to be addressed by the speaker.

AGENDAS

8.18 The Chairperson shall have final approval of items to be placed on Board meeting agenda. The Vice-Chairperson may approve the Board agenda if the Chairperson of the Board is, or appears to be, unable to approve the agenda in time to allow the President and CEO to post the agenda in compliance with the Open Meetings Act, Chapter 551 of the Texas Government Code. The President and CEO shall be responsible for preparing, posting, and distributing the meeting agenda and any associated written materials to the Board.

8.19 The Chairperson may direct the President and CEO to add one or more agenda items to a posted agenda if there is time to post a revised agenda or supplement in compliance with the Open Meetings Act, Chapter 551 of the Texas Government Code. In instances in which the Chairperson's direction is due to a perceived emergency or urgent public necessity, the President and CEO, in consultation with legal counsel, shall determine whether an emergency or urgent public necessity exists.

ARTICLE IX

PRESIDENT AND CEO

9.0 The Board shall appoint a President and CEO who is qualified by training and experience. The President and CEO shall be held accountable for the management of the District and shall ensure that the District's activities are within the limits prescribed by law and the policies adopted by the Board. Except as limited by law, District policy, or action of the Board, the President and CEO or designee shall, at a minimum:

- (A) advise and assist the Board in managing, controlling, and administering the District's business;
- (B) administer and enforce the policies, procedures, and rules necessary for the operation of the District;
- (C) employ, evaluate, and discharge all employees of the District, subject to an annual approved budget;
- (D) develop and maintain personnel policies and practices of the District;
- (E) prepare, revise, and recommend an annual budget that reflects expected revenues and expenditures to the Board and the Commissioners Court for approval;
- (F) spend budgeted funds in accordance with District policies and procedures in order to accomplish the strategic goals of the District;
- (G) make budget transfers between line items within the same Program Budget;
- (H) supervise the District's business affairs to ensure that funds are collected and used to the best possible advantage;
- (I) supervise the purchase of supplies, services, and equipment in accordance with District policies and procedures;
- (J) attend all meetings of the Board and committees thereof;
- (K) execute contracts, amendments, and renewals in accordance with Board approved policies and procedures;
- (L) execute documents on behalf of the Board which do not require individual discretion and are carried out as the result of statutory or regulatory mandates, or established procedures, including but not limited to the execution of tax resale deeds and license agreements;
- (M) perform such other duties as may be delegated by the Board to serve the best interests of the District;
- (N) make an annual report to the Board, Commissioners Court, the Texas Health and Human Services Commission or its successor, and the comptroller as soon as practicable after the close of the fiscal year as required by Section 281.092 of the Texas Health and Safety Code;
- (O) perform duties as required by Section 281.071, Texas Health and Safety Code, concerning payment and support, as necessary;

- (P) serve as the agent for service of process on behalf of the District;
 - (Q) oversee and make timely decisions on litigation matters in which the District is or may become named in a legal action, with the exception that the President and CEO may not accept or reject any settlement offer or initiate any legal action without Board approval;
 - (R) inform the Board in the most appropriate manner of material operational or financial issues as identified by the Board;
 - (S) identify threats and opportunities and make recommendations to the Board; and
 - (T) meet such other requirements imposed by law or the Board upon the President and CEO.
- 9.1 The President and CEO serves at the will of the Board and for terms of not more than four (4) years. Before assuming duties, the President and CEO shall execute a bond payable to the District in the amount of not less than \$10,000, which bond is conditioned on the faithful performance of the President and CEO's duties and any other requirements determined by the Board. The President and CEO shall be entitled to compensation as determined by the Board.
- 9.2 If the President and CEO is incapacitated, absent for a period of more than 72 hours, or unable to perform his or her duties, the Assistant Administrator as described in Section 281.027, Texas Health and Safety Code, shall perform any or all of the duties of the President and CEO necessary for the operation of the District.
- 9.3 Notwithstanding the foregoing, the Board reserves its right to manage, control, and administer the District.

ARTICLE X

PUBLIC STATEMENTS AND PRONOUNCEMENTS

- 10.0 The Chairperson, after conducting reasonable due diligence, may make, or authorize his or her designee to make, public statements and pronouncements on behalf of the Board.

ARTICLE XI

INDEMNITY AND INSURANCE

- 11.0 If, as, upon such conditions, and to the extent permitted or required by Texas law, the District shall indemnify any member of the Board and the President and CEO against all costs and expenses reasonably incurred or imposed upon the same in connection with any action, suit, or proceeding that results from the Board member or President and CEO's service, regardless of whether the action, suit, or proceeding is based on actions that occurred prior to or

subsequent to the adoption of these Bylaws. The costs and expenses for which such persons shall be indemnified include attorney's fees and all amounts paid or payable by any Board member or the President and CEO (other than amounts paid or payable to the District itself), pursuant to any judgment or any reasonable settlement agreement.

- 11.1 The District may also, to the extent expressly permitted by Chapter 102 of the Texas Civil Practice and Remedies Code and any other applicable Texas laws, indemnify any other officer or employee of the District against all costs and expenses reasonably incurred or imposed upon the same in connection with any action, suit, or proceeding that results from the officer or employee's service to the District. Notwithstanding the foregoing, the District makes no express or implied guaranty or promise that it will indemnify an officer or employee in a particular situation, and no officer or employee of the District shall be entitled to rely upon this section for that purpose.
- 11.2 The District shall acquire liability insurance if, in the opinion of the Board, that insurance is reasonably affordable and, among other things, provides indemnity and/or defense of any member of the Board for claims or expenses, except to the extent prohibited by Texas law.
- 11.3 Nothing in Article XI is intended to, or should be construed to, require the District to indemnify any of the persons identified in Sections 11.0 and 11.1 above against the costs and expenses of any action, suit, or proceeding if:
 - (A) no law expressly permits the District to provide such indemnity; or
 - (B) such person(s) shall be finally adjudged in said action, suit, or proceeding or, in the event of a settlement, determined by the Board to have been guilty of violations of law, acting in bad faith, or exercising gross negligence in the performance of their duties to the District.
- 11.4 Additionally, any grant or denial of indemnity under this Article XI represents an exercise of discretionary functions of the Board.

ARTICLE XII

CONFLICT OF BYLAWS

- 12.0 If any provision of these Bylaws is now or hereinafter becomes in conflict with any federal or state statute, regulation, or any other law relating to the operation of the District, such statute or other law, as long as it is in effect, shall take precedence over these Bylaws.

ARTICLE XIII

AMENDMENTS AND ALTERATIONS TO BYLAWS

- 13.0 Every two (2) years, the Board shall review these Bylaws. Proposed revisions shall be submitted to the Board at least seven (7) working days prior to the meeting at which a vote to amend the Bylaws is scheduled. The submitted revisions must be in writing and include the exact wording of the existing Bylaws' language, if any, and the proposed change(s).

ARTICLE XIV

MISCELLANEOUS ORGANIZATIONAL PROVISIONS

- 14.0 The District fiscal year shall begin October 1 and shall end the following September 30.
- 14.1 The form of the official seal of the District shall consist of two hands shaking with a stethoscope superimposed over an outline of the State of Texas surrounded by two concentric circles with the name "Travis County Healthcare District" displayed in the space between the two circles. The seal may be either embossed or stamped. The Secretary has the responsibility of retaining the seal, but may delegate the retention of the seal to the President and CEO. Affixing the seal is not necessary to authenticate or attest a document unless the seal is required by applicable law.

ARTICLE XV

ADOPTION

- 15.0 These Amended and Restated Bylaws shall become effective immediately upon their acceptance and adoption and shall supersede all previous Bylaws heretofore adopted by the Board of the District.

Accepted and adopted by the Board of the Travis County Healthcare District at Austin, Travis County, Texas, on the 29th day of May, 2019.



Guadalupe Zamora
Chairperson, Board of Managers
Travis County Healthcare District



Abigail Aiken
Secretary, Board of Managers
Travis County Healthcare District

