

**BYLAWS OF
COLLIN COUNTY HEALTH CARE FOUNDATION
A NONPROFIT CORPORATION**

**ARTICLE I
OFFICES**

Name

1.01. The name of this non-profit Corporation is: Collin County Health Care Foundation (the "Corporation").

Principal Office

1.02. The principal office of the Corporation in the State of Texas shall be located in the City of McKinney, County of Collin.

Registered Office and Registered Agent

1.03. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees.

**ARTICLE II
MEMBERS**

2.01. The Corporation shall have no members.

**ARTICLE III
BOARD OF TRUSTEES**

General Powers

3.01. The affairs of the Corporation shall be managed by its Board of Trustees. Trustees must be residents of Collin County, Texas.

Number, Tenure and Qualifications

3.02. The number of Trustees shall be five. The Board of Trustees shall consist of the membership of the Commissioners' Court of Collin County, Texas. Trustees shall serve a term concurrent with that which they serve as a member of the Commissioners' Court of Collin County. A vacancy on the Board of Trustees shall be filled upon the qualification of a successor member of the Commissioners' Court of Collin County.

Voting

3.03. Each member of the Board of Trustees shall be qualified to originate and take part in the discussion of any subject that may properly come before any meeting of the Board, and each member personally present shall be entitled to cast one (1) vote.

Regular Meetings

3.04. A regular annual meeting of the Board of Trustees shall be held in Collin County on the second Monday of October in each year, beginning with the year of 1984, at the hour of One o'clock, p.m., for the purpose of reporting its health care work during the year. The Board of Trustees may provide by resolution the time and place for the holding of additional regular meetings of the Board.

Special Meetings

3.05. Special meetings of the Board of Trustees may be called by or at the request of the President or any two (2) Trustees. The person or persons authorized to call special meetings of the Board may fix the place in Collin County for holding any special meetings of the Board called by them.

Notice

3.06. Board members will be given as much notice as possible of meetings of the Board of Trustees, both regular and special. Notice of any special meeting of the Board of Trustees shall be given at least seventy-two (72) hours previously thereto and shall be by actual notice communicated orally or in writing to the members or sent by mail to each Trustee at his address as shown by the records of the Corporation. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of all regular and special meetings shall be given in like manner to the clerk of the Commissioners' Court of Collin County and to the general public the same as required for meetings of the Collin County Commissioners' Court. All meetings, regular and special, shall be open to the general public in the same manner, and with the same exceptions, as

required for meetings of the Collin County Commissioners' Court. The business to be transacted at, and the purpose of, any regular or special meeting of the Board must be specified in the notice of such meeting, unless specifically exempted by law that applies to meetings of the Collin County Commissioners' Court.

Quorum

3.07. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Manner of Acting

3.08. The act of a majority of the Trustees present ~~in person or by proxy~~ at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation or by these bylaws.

Vacancies

3.09. Any vacancy occurring in the Board of Trustees shall be filled by the successor member of the Commissioners' Court of Collin County.

Compensation

3.10. Trustees shall not receive any stated salaries for ~~the their~~ services, but by resolution of the Board of Trustees shall be reimbursed for actual and reasonable expenses incurred in their performance of their duties as Trustees.

Advisory Board Members

3.11. The Board of Trustees shall appoint an advisory board consisting of not less than five (5) members. Each appointed advisory board member serves for a term of office and on such other conditions as are established by the Trustees at the time of such advisory board members' appointment.

ARTICLE IV OFFICERS

Officers

4.01. The officers of the Corporation shall be a President, one (1) or more Vice Presidents (the number thereof to be determined by the Board of Trustees), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Election and Term of Office

4.02. The officers of the Corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall

hold office until his successor shall have been duly elected and shall have qualified.

Removal

4.03. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

4.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

President

4.05. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Vice President

4.06. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

Treasurer

4.07. The Treasurer shall be the Treasurer of Collin County, or whosoever shall be responsible for the duties of that office. The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Secretary

4.08. The Secretary shall keep the minutes of the meeting of the Board of Trustees in one (1) or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each Trustee which shall be furnished to the Secretary; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Assistant Secretaries

4.09. Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Board of Trustees.

ARTICLE V CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

5.01. The Board of Trustees may authorize an officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

5.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Deposits

5.03. The Corporation shall maintain a checking account in a financial institution in the County, but in no case shall the amount on deposit exceed the maximum amount insured by an agency of the Federal Government, unless such amounts in excess of the insured maximum are covered by pledged securities to the extent as required for funds of the County. Such checking account shall be maintained by the Collin County Treasurer and Auditor with the County's Depository Bank.

Investments

5.04. The Corporation shall invest all money received from the County and its investment income that is not deposited pursuant to section 5.03 of this article in United States government securities, direct obligations of or obligations the principal and interest of which are guaranteed by the United States of America, and/or obligations of the State of Texas, agencies, counties, cities and other political subdivisions of the State of Texas and certificates of deposit through the County Depository Bank, provided such certificates of deposit in excess of the insured maximum are covered by pledged securities to the same extent

required for funds of the County. The Corporation is authorized through the County Depository Bank to enter into security repurchase agreements in instances where a short term investment of funds is necessary. For purposes of this section, "security repurchase agreement" means an agreement to buy, hold for a specified time, and then sell back any of the following securities, obligations, or participation certificates: United States government securities; direct obligations of or obligations the principal and interest of which are guaranteed by the United States; and direct obligations of or participation certificates guaranteed by the Federal Intermediate Credit Bank, Federal Land Banks, Federal National Mortgage Association, Federal Home Loan Banks, and Banks for Cooperatives. Should the County Depository Bank decline or otherwise be unable to secure the investment funds, then the Corporation may place the investment funds in any federally insured bank or savings and loan association in Texas that will provide sufficient pledged securities to the same extent as required for funds of the County in its Depository Bank. ~~Any investments made by the corporation shall be made in such a manner to assure that the funds of the corporation are invested in obligations that bear interest at the highest available rate of interest for funds which the Corporation would otherwise use for investment.~~ Notwithstanding any provision herein to the contrary, the Corporation may invest in any assets other than those described in this section, including but not limited to real estate, subject to the prior written approval of the County.

Gifts

5.05. The Board of Trustees may accept on behalf of the Corporation any contributions, gifts, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VI BOOKS AND RECORDS

6.01. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and the Advisory Board. All books and records of the Corporation may be inspected by the Collin County Auditor, any member of the Collin County Commissioners' Court or his agent or attorney, or any member of the general public for any proper purpose at any reasonable time.

6.02. The Corporation and its books shall be subject to audit by the Collin County Auditor.

ARTICLE VII FISCAL YEAR

7.01. The fiscal year of the Corporation shall be fixed by the Board of Trustees; provided, however, that if such fiscal year is not fixed by the Board of Trustees, it shall be the same fiscal year fixed for the Collin County Commissioners' Court.

ARTICLE VIII SEAL

8.01. The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal of Collin County Health Care Foundation." The affixation of such

seal shall be required to create a valid and binding obligation of the Corporation.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

9.01. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the Trustees present at any regular meeting or at any special meeting, if at least seventy-two (72) hours written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

**ARTICLE X
MISCELLANEOUS**

Employees, Agents, Consultants and Representatives

10.01. The Board of Trustees may appoint such employees, agents, consultants and representatives of the Corporation and give to such employees, agents, consultants and representatives such powers, as the Board of Trustees may see fit, so far as may be consistent with the Articles of Incorporation or these Bylaws and to the extent authorized or permitted by law. By resolution, the Board of Trustees shall determine the stated salary or fee of any employee, agent, consultant or representative to the Corporation.

Board of Trustees

10.02. No member of the Board of Trustees may have any interest, directly or indirectly, in any contract with or claim from the Corporation except insofar as the member may have an interest in a contract with Collin County by the virtue of his or her status as a County Judge or County Commissioner of Collin

County. No member of the Board of Trustees shall receive any salary or other benefit from serving on the Board of this Corporation.

Exempt Purpose

10.03. Notwithstanding any other provisions of these Bylaws, no Trustee, officer, employee, consultant or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code, and its Regulations as they now exist or as they may hereafter be amended.

Invalid Provisions

10.04. If any provision of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provisions shall be fully severable; and these Bylaws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be added automatically as a part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.

Headings and Use of Gender

10.05. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws. Words used in the masculine gender shall include and apply to the feminine where applicable, and wherever the context of these Bylaws dictates, the plural shall be read as the singular and the singular as the plural.

Conflict

10.06. These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of the Corporation. In the event of a conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act or the provisions of the Articles of Incorporation of the Corporation, such provisions of the Texas Non-Profit Corporation Act or the Articles of Incorporation of the Corporation, as the case may be, will be controlling.

The undersigned, as the President and Secretary of the Corporation, hereby certify that the foregoing were duly adopted by action of the Board of Trustees of the Corporation on the _____ day of January, 1996.

_____ President

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_____ Secretary

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