

Unkn
Field

AMENDED AND RESTATED BYLAWS
of
HEALTHCARE FOR SPECIAL POPULATIONS, INC. d/b/a
PATIENT CARE INTERVENTION CENTER
a Texas Nonprofit Corporation

ARTICLE I.

NAME AND PURPOSES

Section 1.01 Name: The name of the Corporation is Healthcare for Special Populations d/b/a Patient Care Intervention Center.

Section 1.02 Purpose: The Corporation is organized for the following purpose(s):

- (a) The organization is dedicated to improve quality and reduce cost through coordination of care for the most costly and vulnerable in our health care system.
- (b) This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.
- (c) The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(3) of the Internal Revenue Code.
- (d) The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- (e) Notwithstanding any provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE II.

OFFICES AND REGISTERED AGENT

Section 2.01 Principal Place of Business: The principal place of business of the Corporation is located at 3701 Kirby Drive, Suite 600, Houston, TX 77098. The Corporation

may have such other offices, either within or outside of the State of Texas, as the Board may determine or as the affairs of the Corporation may require from time to time.

Section 2.02 Registered Office and Registered Agent: The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Corporation's registered office, as required by the Texas Business Organizations Code. The registered office may, but need not, be identical to 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 in accordance with applicable law.

ARTICLE III.

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01 Authority of Directors: The Board of Directors ("the Board") is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. The Board shall oversee the Corporation's operations.

Section 3.02 Number of Directors: The Board shall consist of no more than ten (10) or fewer than three (3) Directors. The number of Directors may be increased or decreased from time to time by Board resolution or amendment to these bylaws; however, a change in the number of Directors shall not remove a Director from his or her position as a Director prior to the expiration of his or her term of office. At all times, the majority of the members of the Board of Directors shall be appointed by Resolution of the Board of Directors of the Corporation. In the event that the number of Directors is zero, a nominating committee may appoint Directors to serve until the next meeting of the Board of Directors.

Section 3.03 Election and Term of Directors: The Board of Directors of the Corporation shall consist of those persons elected by a two-thirds majority of the existing Board. Each Director shall be elected and shall hold office for a term of three years and until his or her successor has been elected and qualified. Directors may serve unlimited consecutive terms.

Section 3.04 Resignation and Removal: Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed at a meeting called for that purpose, or at a regular Monthly Meeting, due to the adjudication that such Director has committed a felony, due to such Director's being named on the CMS Exclusions List, or by an affirmative vote of two-thirds of the entire Board. If a Director fails to attend three consecutive meetings of the Board, the Board may declare the position vacant.

Section 3.05 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by election by the Board, which shall establish a nominating committee to put forth director candidates. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified.

Section 3.06 Meetings: The Board shall hold at least (1) regular meeting monthly, each of which shall be known as the Monthly Meeting, and any other regular meetings to be designated by the Chair in a notice to the Board. Special meetings may be called by the Chairman by electronic mail. The notice of any meeting shall state the date, time, and place of such meeting. The Board may establish procedures to govern its activities, and delegate authority to a committee or specific Directors as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Corporation. In the absence of Board established procedures, the Board shall refer to Robert's Rules of Order.

Section 3.07 Notice and Waivers of Notice: Notice of each regular meeting of the board must be given at least two days prior to the date of the meeting. Whenever notice is required to be given to any Director under any provision of law, the Certificate of Formation, or these Bylaws, a written waiver signed by each Director entitled to such notice, whether before or after the time stated in the notice is equivalent to giving notice. The presence of any Director at a meeting, whether in person or by telephone conference, who does not object to the lack of notice is considered to have waived notice of the meeting.

Section 3.08 Quorum and Voting: Unless a greater proportion is required by law, a quorum is a majority of the total number of Board members in office. All decisions will be by majority vote of those present at a meeting at which a quorum is present. Board members may vote through a designated proxy, as evidenced by a written confirmation of the proxy status of such person.

Section 3.09 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Certificate of Formation) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be. Such consent may be delivered by electronic mail, which electronic record shall act as meeting minutes to document such consent.

Section 3.10 Participation in Meeting by Conference Telephone: Any or all members of the Board may participate in a meeting by conference telephone or similar communications equipment, so long as members of the Board participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.11 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to the Corporation.

ARTICLE IV.

COMMITTEES

Section 4.01 Composition: The Board may, but is not required to, designate or remove committees and appoint committee members, each by a majority vote of the Board, for the purpose of working on discrete projects. Committees shall consist of at least two (2) individuals.

The committees shall not have the authority of the Board, but may make recommendations to the Board.

Section 4.02 Procedures and Authority: The Board may make provisions for appointment of the head of a committee, establish procedures to govern their activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Corporation.

Section 4.03 Non-delegation of Fiduciary Duty: The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

ARTICLE V.

AUTHORITY AND DUTIES OF OFFICERS, AGENTS, AND EMPLOYEES

Section 5.01 Officers: The officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer, and such other officers as the Board may designate. Two (2) or more offices may be held by the same person, except the offices of Secretary and Chair.

Section 5.02 Election of Officers; Terms of Office: The Chair, the Vice Chair, the Secretary, and the Treasurer and other officers, shall serve 3-year terms, and shall be elected by the Board at its final Monthly Meeting in each year, as the Officer terms come to an end. Officers shall be eligible for reelection.

Section 5.03 Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board.

- (a) Chair: The Chair (the equivalent of a president) shall preside at all meetings of the Board of Directors, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.
- (b) 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 the duties of the Chair and shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the Chair may from time to time provide, subject to the powers and supervision of the Board of Directors.
- (c) Secretary: The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary.

- (d) Treasurer: The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit, or shall designate the deposit of, money and other valuable property of the Corporation in the name and to the credit of the Corporation in banks or depositories designated by the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall prepare and provide a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation and shall perform all other duties incident to the office of Treasurer, subject to the supervision of the Board. If required by the Board, the Treasurer shall give such bond or security for the faithful performance of his or her duties, for which the Treasurer shall be reimbursed.

Section 5.04 Resignation: Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

Section 5.05 Removal: One or more officers may be removed by the Board at a meeting called for that purpose, with or without cause.

Section 5.06 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired term.

Section 5.07 Executive Director: The Board of Directors may hire an Executive Director of the Corporation. Subject to Section 8.02, the Executive Director shall be a voting member of the Board of Directors. The Executive Director shall have general and active management of the programs and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. Unless a contract, these bylaws, or a law provide otherwise, the Board may remove the hired Executive Director at any time with or without cause at a meeting. A resolution to remove the Executive Director requires the vote of two-thirds of the total membership of the Board of Directors

ARTICLE VI.

MEMBERS

The Corporation will not have members.

ARTICLE VII.

INDEMNIFICATION

Section 7.01 Definitions:

“Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding.

“Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Corporation.

Section 7.02 Right to Indemnification: Any Eligible Person made a party to or respondent to a Matter by reason of his or her position with or service to the Corporation shall, to the fullest extent permitted by law, be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Corporation, (ii) in the case of a criminal Matter, the person had reasonable cause to believe that his or her conduct was unlawful, or (iii) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

Section 7.03 Limitation on Right of Indemnification: Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be limited to the insurance limits applicable to the indemnifiable matter, and made only after (i) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section 7.02 above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in paragraph Section 7.02 above.

Section 7.04 Other Rights: The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of his or her heirs, executors or other lawful representative.

Section 7.06 Insurance: The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him/her which arises out of such person’s status in such capacity or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law, including Directors and Officers Insurance, General Liability Insurance, Premises Liability Insurance, and, for employees, Health Insurance and Workers’ Compensation Insurance.

ARTICLE VIII.

CONFLICT OF INTEREST POLICY

Section 8.01 Conflict of Interest: No contract or agreement may be entered into by and between the Corporation and any of following: (a) a director, officer, committee member, or employee of the Corporation, or immediate family member of any of the above (hereinafter an “Insider”); or (b) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an “Entity”) in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless the transaction is approved by unanimous consent of the Board of Directors and consummated as an arms-length transaction. All Insiders shall, as a condition of qualifying and continuing to qualify as a director, officer, and/or employee of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time, and file such conflict of interest disclosure statements as the Board of Directors shall direct.

Section 8.02 Board Member Abstention from Voting: For so long as the salary of the Executive Director is paid, in partial or in full, by Baylor College of Medicine and/or any of its affiliates (“Baylor”), in the event that the Board of Directors must vote upon or approve any contract, agreement, transaction or other arrangement or matter with Baylor or that affects the relationship between Baylor and the Corporation, the Executive Director shall abstain from voting on such item.

ARTICLE IX.

FINANCIAL ADMINISTRATION

Section 9.01 Fiscal Year: The fiscal year of the Corporation shall be January 1 to December 31 but may be changed by resolution of the Board.

Section 9.02 Loans to Management: The Corporation will make no loans to any of its Directors or Officers.

Section 9.03 Checks, Drafts, and Contracts: The Board of Directors shall determine who shall be authorized to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments on the Corporation’s behalf. All checks drawn on the funds of the Corporation shall satisfy the requirements set forth in the Financial Control Policies and Procedures of the Corporation, which the Board may amend, from time to time. The Board of Directors must approve any contract that creates a new financial obligation for the Corporation at or above \$10,000 in advance of acceptance of the contract.

Section 9.04 Reimbursement: Requests for reimbursement shall satisfy the requirements set forth in the Financial Control Policies and Procedures of the Corporation, which the Board may amend, from time to time

Section 9.05 Annual Financial Statements: Complete financial statements prepared in conformity with historical financials, accompanied by an audit report of an independent certified

public accountant, may be, but is not required to be, presented to and reviewed by the Board after the close of each fiscal year. Financial statements, if any, shall be approved by the Board of Directors within sixty (60) days of being available. Financial statements should include: (i) significant categories of contributions and other income; (ii) expenses reported in categories corresponding to the description of major programs and activities contained in the Corporation's annual report, solicitations and other informational materials; (iii) a detailed schedule of expenses by natural classification (e.g., salaries, employee benefits, occupancy, postage, etc.), representing the natural expenses incurred for each major program and supporting activity; (iv) accurate presentation of all fund-raising and administrative costs; and (v) total costs and the basis for allocating any fund-raising or other expenses associated with multi-purpose activities (e.g., fund raising combined with social advocacy or public education campaigns).

Section 9.06 Audit: The Board of Directors may authorize an audit of the Corporation.

Section 9.07 Procurement Policy: All Directors, employees, or agents who participate in the selection or acceptance of a contract for equipment, materials, supplies, or services must comply with the Conflict of Interest Policy set forth in Article VIII of these Bylaws. No Director, employee, or agent will participate in the selection or acceptance of a contract involving a conflict of interest without the approval of the board. Directors, employees, or agents who participate in the selection or acceptance of a contract for equipment, materials, supplies, or services shall not use such items for personal use.

ARTICLE X.

RECORDS

Section 10.01 Recordkeeping: The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken.

Section 10.02 Public Disclosure: After receiving IRS recognition of its 501(c)(3) status, the Corporation shall keep available for public inspection at its principal place of business and any branch office copies of the Form 1023 (exemption application) as filed and any Form 990 (information tax return) filed within the past three years. Names and identifying information of contributors shall be redacted from publicly available copies. In addition, as required by the tax code and regulations, the Corporation shall either (i) make such materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the Corporation is the target of a campaign of harassment.

Section 10.03 Record Retention and Destruction Policy:

(a) Scope: All employees, directors and officers of the Corporation must comply with the document retention requirements within this record retention policy.

(b) Purpose: Corporate records include essentially all records produced by the Corporation and its directors, officers and agents, whether paper or electronic. Records include but are not limited to items such as memoranda, emails, contracts, computerized desk calendars and appointment books and expense records. This policy is meant to establish the requirements for document destruction and end the accidental or innocent destruction of necessary documents.

(c) Inspection of Books and Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

(d) Policy: Specific documents, identified below, are subject to a retention schedule and should not be destroyed until the expiration of the schedule.

(e) Financial Records: Financial records, including bank statements, invoices and payroll records, expense reports, proof of deductions, and other documents should be maintained for at least 7 years from the date of filing the applicable tax return. Year-end financial statements, audit reports and 990 forms should be maintained permanently and should be available for public inspection upon request.

(f) Corporate Records: Incorporation documents, including Certificate of Formation, bylaws, and related documents should be kept permanently in the corporate records. Meeting minutes and related documents should also be retained in perpetuity in the corporate record book. Tax-exemption documents, including application for tax exemption (IRS Form 1023), IRS determination letter, and any related documents should be kept permanently in the corporate record book and should be available for public inspection upon request.

(g) Legal Files: Legal documents should generally be maintained for a period of 10 years.

(h) Legal Agreements & Contracts: Final, executed copies of legal agreements and contracts, such as mortgages and leases, should be maintained for three years after their expiration. Publicly filed contracts should be maintained longer.

(i) Electronic Mail: E-mail that needs to be saved should be either printed in hard copy and kept in the appropriate file or downloaded to a computer file and kept electronically as a separate file, with an electronic back up.

ARTICLE XI.

AMENDMENTS

Section 11.01 Amendments: The Bylaws may be amended at any time by a vote of the two-thirds of the Board of Directors at a meeting where a quorum is present. The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present.

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CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors at its meeting held on this _____ day of _____, 2016

Secretary