

**BYLAWS  
OF  
TOMBALL HOSPITAL AUTHORITY**

**ARTICLE I. DEFINITIONS**

- 1.1 Act. The Act shall mean Chapter 262 of the Texas Health & Safety Code.
- 1.2 Authority. The term "Authority" shall mean Tomball Hospital Authority, a Texas municipal hospital authority as defined by the Act.
- 1.3 Board. The term "Board" shall mean the Board of Directors of the Authority.
- 1.4 Board Committee. The term "Board Committee" shall mean a body created by resolution of the Board whose members are elected by the Board from its own voting membership and which is authorized to exercise a designated portion of the authority of the Board when the Board is not in session.
- 1.5 Bylaws. The term "Bylaws" shall mean these Bylaws of Tomball Hospital Authority.
- 1.6 Chief Executive Officer. The term "Chief Executive Officer" or "CEO" shall mean the top administrative management officer of the Authority.
- 1.7 City Council. The term "City Council" shall mean the City Council of the City of Tomball, whose powers and responsibilities regarding the Authority shall be limited to the appointment of Board Members as delineated in the Act or any act, agreement, or resolution of the Board.
- 1.8 Conflict of Interest. The term "Conflict of Interest" shall mean a potential or actual conflict of interest occurring when commitments and obligations to the Hospital, to the Authority or to widely recognized professional norms are likely to be compromised by a person's other interests or commitments, especially economic, particularly if those interests or commitments are not disclosed.
- 1.9 Creating Ordinance. The term "Creating Ordinance" shall mean City Ordinance No. 9310, which authorized the creation of Tomball Hospital Authority on July 30, 1973.
- 1.10 Director. The term "Director" shall mean a member of the Board of Directors of Tomball Hospital Authority. The terms "Director" and "Board Member" are synonymous.
- 1.11 State. The term "State" shall mean the State of Texas unless otherwise specifically indicated.
- 1.12 Name. The Authority shall also operate and do business under the name Tomball Regional Health Foundation.

## **ARTICLE II. STATUS AND PURPOSES**

The Authority is a body politic and corporate. The purpose for which the Authority is organized is the transaction of any or all lawful business for which municipal hospital authorities may be created under the Act.

## **ARTICLE III. POWERS**

The Authority shall have and may exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Act or other statutes applicable thereto.

## **ARTICLE IV. OFFICES**

The Authority shall have its principal office in Tomball, Texas and may have such offices within this State as the Board may from time to time determine.

## **ARTICLE V. BOARD**

### **5.1 GENERAL POWERS.**

5.1.1 Power to Act. The Board has the power to act on all recommendations made by committees established in accordance with these Bylaws, as well as recommendations from the management, employees and any other persons or entities that may bring matters to the Board's attention so long as such recommendations relate to the powers granted to the Authority in the Act.

5.1.2 Business. The Board has the exclusive power to manage the business affairs of the Authority.

5.1.3 Financial. The Board has the exclusive power to determine the financial feasibility of Authority projects.

5.1.4 Delegation of Authority. The Board may delegate its powers to the officers of the Authority or to Board Committees, to the extent permitted by these Bylaws or by law.

### **5.2 MEMBERS OF THE BOARD.**

5.2.1 Number, Appointment and Tenure. The total number constituting the members of the Board shall be eleven. Two (2) of the eleven (11) Board Members shall be appointed by City Council and Nine (9) of the eleven (11) Board Members shall be elected by the Board. Annually, during the month of November, the City Council and the Board shall select Board Members for terms commencing on the first day of January following such election and continuing for three (3) years. Any change in the appointment cycle resulting from this Bylaw section should have the effect of lengthening a Board term and not shortening any term.

- 5.2.2 Staggered Terms. Board Members shall be divided into three groups to be designated Class A, Class B and Class C. Two (2) Class A Board Members shall be appointed by City Council and three (3) Class A Board members should be elected by the Board. Class B and Class C Board Members shall have three (3) members each and shall be elected by the Board in alternating years. The Board shall, by resolution, designate the Class A, B, and C Board members and the City appointments and the terms of each Class.
- 5.2.3 Increase or Decrease in Number of Members of the Board. The total number of Board Members may be increased or decreased from time to time by the Board, if provided by law, but no decreases in numbers shall have the effect of shortening the term of any incumbent Director.
- 5.2.4 Prohibited Board Members. No officer or employee, or an immediate family member of an officer or employee, of the City of Tomball or of the Authority shall be eligible for appointment or election as a Board Member by the Authority or by the City. All Board Members shall be limited to serving not more than four (4) consecutive terms, beginning with the member's first term following adoption of these Bylaws. A former Board Member shall be eligible for reappointment to the Board after being absent from the Board for a full twelve (12) months.
- 5.2.5 Criteria for Selection of Board Members.
- (a) Board Members selected by the Tomball City Council shall be residents of the City of Tomball;
  - (b) Board Members elected by the Board to begin their first term after January 1, 2025 shall be residents of the Authority's service area as defined by the Board from time to time; and
  - (c) Prospective Directors shall be interviewed to confirm their willingness and interest and qualifications (as determined by the Board) in serving on the Board.
- 5.3 REGULAR MEETINGS AND ANNUAL MEETING. Regular monthly meetings shall be held each month on a date and at a time determined by the Board. In addition to the Board's regular business, the November meeting shall include the election of Class A, Class B and Class C Board Members, as appropriate, and for electing officers.
- 5.4 SPECIAL MEETINGS. Special meetings of the Board may be called by or at the direction of, the Chairman of the Board or a majority of the Board Members then in office, to be held at such date, hour and place as shall be designated in the notice of the meeting.
- 5.5 NOTICE. Notice of the date, hour, place and subject of any meeting of the Board shall be given in accordance with applicable statutory requirements including, without limitation,

the requirements of the Texas Open Meetings Act (GOVT CODE ANN. §§ 551.001, *et seq.*).

- 5.6 QUORUM. As provided by law, a majority of the Board Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Board Members are present at such meetings, a majority of the Board Members present may adjourn the meeting.

5.7 MANNER OF ACTING.

- 5.7.1 Open Meetings of the Board. Except as otherwise provided in Section 5.7.1 of these Bylaws, every regular and special meeting of the Board shall be open to the public.

- 5.7.2 Closed Meetings of the Board. Closed meetings of the Board shall be held only for those purposes for which closed meetings are authorized by law and shall be conducted in accordance with applicable statutory requirements, including, without limitation, the requirements of the Texas Open Meetings Act. (TEX. GOVT CODE ANN §§ 551.001 et seq.).

- 5.7.3 Formal Action of the Board. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board.

- 5.7.4 Performance of Duties. The Directors are required to perform their duties in good faith and in the best interest of the community.

- 5.8 RESIGNATION AND REMOVAL. Any member or officer of the Board or a Board Committee may resign at any time by giving written notice to the Chairman or the Secretary of the Authority, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

- 5.8.1 Officers of the Board. Any officer of the Board may be removed by a majority vote of the Board Members whenever, in their judgment, the best interest of the Authority would be served thereby.

- 5.8.2 Members of the Board. Any Member of the Board may be removed by a two-thirds (2/3) majority vote of the Board Members whenever, in their judgment, the best interest of the Authority would be served thereby.

- 5.8.3 Board Committees. Any member of a Board Committee may be removed by the vote of a majority of the Directors whenever, in their judgment, the best interest of the Authority shall be served by such removal, unless prohibited by law. Any Board Committee member shall cease to be a member if they cease to be a Board Member.

5.9 VACANCIES.

- 5.9.1 Board Members. Any vacancy occurring in the Board shall be filled by the body appointing the Board Member whose seat is being vacated. The term of the new Board Member shall commence immediately and shall continue until the expiration of the term for which the Board Member was appointed to fill.
- 5.9.2 Officers of the Board. A vacancy in any officer position may be filled by the Board for the unexpired portion of the term.
- 5.9.3 Board Committees. Any vacancy occurring in a Board Committee or increase in number of members may be filled by a majority vote of Directors.
- 5.10 COMPENSATION. Directors shall not receive any salaries for their services, but, by resolution, the Board may receive reimbursement for actual expenses incurred in attending to their authorized duties.
- 5.11 PROCEDURE. The Chairman of the Board shall preside at all meetings of the Board. The Board may consult Robert's Rules of Order as a guide to address procedural issues that are not addressed in these Bylaws, but adherence to Robert's Rules shall not be required.
- 5.12 ORIENTATION AND EDUCATION REQUIREMENTS. All new Directors shall participate in an orientation program designed and implemented by the Chief Executive Officer and previous or current Directors. All Directors shall also participate in training related to the Texas Open Meetings Act, and the Texas Public Information Act and any other training/education required by Texas or federal law, rule, or regulation.
- 5.13 EMERITUS STATUS. Once a Board member has served for not less than three (3) full terms, that member may elect to not seek formal re-appointment and to take Emeritus Status. If approved by the Board, the member will no longer serve as a voting member of the Board, but may still attend all meetings and events and serve in an advisory capacity. The member may also serve on committees except for the Executive Committee in an advisory role. A member with Emeritus Status shall not vote, count toward the quorum of a committee or a Board meeting, would not be required to attend training or planning sessions (although they may attend on invitation of the Board), would not be eligible to serve as an Officer or to attend Executive (closed) sessions of the Board.

**ARTICLE VI. BOARD COMMITTEES**

- 6.1 STANDING BOARD COMMITTEES. Except as provided in Section 6.1.3, the Authority shall have the following standing Board Committees:
- 6.1.1 Executive Committee.
- (a) Composition and Election. The Executive Committee shall consist of four members: the Chairman, Vice-Chairman, Secretary and Treasurer. The Executive

Committee will meet monthly prior to the regular Board meeting and at any other time as deemed necessary by the Chairman.

- (b) Powers and Functions. The Executive Committee shall have powers as delegated to it by the Board in the management of the Authority, except as such powers are limited by law. These include, but are not limited to the power to:
  - (i) Review all Board Committee minutes and recommendations;
  - (ii) Review all completed Conflict of Interest Statements and make such further investigation of possible Conflicts of Interest as it may determine appropriate;
  - (iii) Take such action as may be required from time-to-time between regular meetings of the full Board and to report such actions to the full Board for their approval at the next scheduled full Board meeting; and
  - (iv) Perform other duties as assigned by the Chairman or the Board.

6.1.2 Nominating Committee.

- (a) Composition and Election. The Nominating Committee shall consist of at least three (3) Directors who are appointed annually by the Board, one of whom shall be designated as chairman.
- (b) Functions. The Nominating Committee shall have the sole authority to make recommendations to the Board with respect to the following functions:
  - (i) Make recommendations to the Board concerning candidates for appointment as Board Members;
  - (ii) Make recommendations to the Board concerning candidates for election as officers of the Board; and
  - (iii) Make recommendations to the Board concerning candidates for election as members and chairmen of standing Board Committees.
- (c) Board Follow-Up. The Board shall act on the recommendations submitted by the Nominating Committee, and the Board shall forward to the City Council prior to July 1<sup>st</sup> of applicable years a list of those persons whom it nominates for Class A appointees, or as required to fill vacancies.

#### 6.1.3 Finance, Investment and Audit Committee.

- (a) Composition and Election. The Finance, Investment and Audit Committee shall consist of at least three (3) Directors who are appointed by the Board, one of whom shall be designated as chairman.
- (b) Functions. The Finance, Investment and Audit Committee shall have the sole authority to make recommendations and provide oversight on behalf of the Board with respect to the following functions:
  - (i) Make recommendations to the Board concerning the overall investment policy for the organization;
  - (ii) Make recommendations to the Board concerning changes in investment strategy from time-to-time for the organization;
  - (iii) Make recommendations to the Board concerning investment advisors and consultants;
  - (iv) Make recommendations to the Board concerning the expenditure of all funds;
  - (v) Make recommendations to the Board concerning the selection of an auditor and the preparation of an annual audit; and
  - (vi) Provide oversight to the Board with respect to all financial matters of the organization including all financial policies, income and expenditures.
- (c) Board Follow-Up. The Board shall act on the recommendations submitted by the Finance, Investment and Audit Committee, and the Board shall utilize the expertise of the Finance, Investment and Audit Committee in furthering the interest of the organization.

#### 6.1.4 Funding Committee.

- (a) The Funding Committee shall consist of at least three (3) Directors who are appointed by the Board, one of whom shall be designated as chairman.
- (b) Functions. The Funding Committee shall have the sole authority to make recommendations and provide oversight on behalf of the Board with respect to the following functions:
  - (i) Review all request for funding as well as funding applications received.
  - (ii) Make recommendations to the Board concerning funding of new projects, and the renewal of funding for existing projects.

- (iii) Make recommendations to the Board based on the evaluation of current, past or future projects.

6.1.5 Addition or Combination of Board Committees.

(a) Additional Board Committees.

- (i) The Board may create from its voting members one or more additional Board Committees consisting of at least three (3) Directors who are elected by the Board. The chairman shall be appointed by the Chairman of the Board.
- (ii) The powers and functions of the Board Committee shall be designated by the Board.

- (b) Combination of Board Committees. If the Board determines that anyone or more of the Board Committees provided in Section 6.1 should not exist, it shall assign the functions of such committee to a new or existing Board Committee or to the Board acting as a committee of the whole.

6.2 TENURE. Each member of a Board Committee shall hold office until the next annual meeting following his election and until his successor as a member of a Board Committee is elected, unless they shall sooner cease to be a member of the Board or shall sooner resign or be removed from the Board Committee.

6.3 MEETINGS. Meetings of a Board Committee may be called by, or at the direction of, the Chairman of the Board, the chairman of the Board Committee or a majority of the members of the Board Committee then in office, to be held at such date, hour and place as shall be designated in the notice of the meeting.

6.4 QUORUM. A majority of the voting members of a Board Committee then in office shall constitute a quorum for the transaction of business at any meeting of the Board Committee. The Chairman of the Board or any Board Member designated by the Chairman may, on an as-needed basis, serve as an ad hoc member with a vote of any Board Committee in order to ensure that quorum is present.

6.5 MANNER OF ACTING. Board Committee action requires a simple majority vote of the members at any meeting at which a quorum is present.

6.6 MINUTES. The Chairman of each Board Committee shall prepare minutes of each meeting and forward copies thereof to the Chairman of the Board, the Chief Executive Officer and the Secretary of the Board.



- 6.7 COMPENSATION. Members of a Board Committee shall not receive any salaries for their services, but, by resolution, the Board may authorize reimbursement of actual expenses incurred in attending to their authorized duties.
- 6.8 PROCEDURE. A Board Committee may adopt its own rules of procedure, which shall not be inconsistent with these Bylaws.
- 6.9 EXPENDITURES. Any expenditure of Authority funds by a Board Committee shall require prior approval of the Board, except for minor expenditures by the Chairman of the Board or a designated Board Member, not to exceed five hundred dollars (\$500.00).

## **ARTICLE VII. OFFICERS**

- 7.1 OFFICERS. The Officers of the Authority shall be a Chairman of the Board, a Vice Chairman, a Secretary and a Treasurer. All Officers shall be Board Members. The Chairman and the Vice-Chairman may also be referred to as the President and Vice-President, respectively, of the Authority. One person may hold two or more offices, except that one person may not hold both the offices of the Chairman of the Board and Secretary. At the discretion of the Board, the offices of Secretary and Treasurer may be combined. The duties of certain offices are prescribed in the following section. Where the duties of an office created by the Board are not so set forth, the duties shall be prescribed in the resolution electing the officer. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both situations referred to hereafter as the "absence" of the officer), the duties of the office shall, unless otherwise specified by the Board, be performed by the next officer in the following sequence: Chairman, Vice-Chairman, Secretary and Treasurer.
- 7.2 ELECTION AND TENURE. All officers of the Authority shall be elected each year by the Board at its annual meeting. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as convenient. Each officer shall hold office from the date of his election until the next annual meeting of the Board, unless they shall sooner resign or be removed.
- 7.3 CHAIRMAN OF THE BOARD. The Chairman of the Board shall be the principal officer of the Authority and shall have general overall supervision of all of the business and affairs of the Authority.
- 7.3.1 The Chairman of the Board shall preside at all meetings of the Board and the Executive Committee.
- 7.3.2 The Chairman of the Board may sign, with the Secretary or any other officer of the Authority authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Authority; and in

general they shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board from time to time.

- 7.4 VICE-CHAIRMAN. The Vice-Chairman shall perform such duties as may be assigned to him by the Board or the Chairman of the Board. In the absence of the Chairman of the Board, the Vice-Chairman shall perform the duties of the Chairman of the Board.
- 7.5 SECRETARY. The Secretary shall in general perform or cause to be performed all duties incident to the office of Secretary and other duties that may be assigned by the Chairman of the Board or the Board. Specifically, the Secretary shall:
- 7.5.1 Assure that minutes of the Board meetings are kept, prepared and filed;
  - 7.5.2 Assure that all notices are given in accordance with the provisions of these Bylaws or as required by law;
  - 7.5.3 Assure that the corporate records and seal of the Authority are in a secure location; and
  - 7.5.4 Assure that the seal of the Authority is affixed to all documents, the execution of which is authorized in accordance with the provisions of these Bylaws.
- 7.6 TREASURER. The Treasurer shall perform all the duties incident to the office of Treasurer including ensuring compliance with the Public Funds Investment Act, coordinating with the Finance Committee Chairman and such other duties as from time to time may be assigned to him by the Chairman of the Board or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of these duties in such sum and with such surety as the Board shall determine.
- 7.7 COMPENSATION. Officers who are also Board Members shall not receive any salaries for their services; however, by resolution of the Board, may receive reimbursement for actual expenses incurred in attending to their authorized duties.
- 7.8 CHIEF EXECUTIVE OFFICER. The Chief Executive Officer shall be employed by the Board, shall function as the chief executive officer of the Authority and shall have the necessary authority and responsibility to operate the Authority, subject to the direction of the Board and pursuant to policies formulated by the Board. The Chief Executive Officer shall act as the duly authorized representative of the Board in all matters for which these Bylaws or the Board has not formally designated some other person or group to act.

## **ARTICLE VIII. MISCELLANEOUS**

- 8.1 CHECKS, DRAFTS, AND FINANCIAL MATTERS. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the

Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chairman of the Board.

- 8.2 DEPOSITS. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banking corporations, associations, or other depositories as the Board may select by competitive bidding.
- 8.3 GIFTS. The Board may, on behalf of the Authority, accept donations, gifts and endowments to be held and administered by the Authority as may be required by the respective donors, to the extent that such requirements should not contravene law.
- 8.4 BOOKS AND RECORDS. The Authority should keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and the Board Committees.
- 8.5 AUDITED FINANCIAL REPORT. The Chief Executive Officer shall cause an Audited Financial Report to be submitted to the Board no later than 90 days after the close of each fiscal year.
- 8.6 FISCAL YEAR. The fiscal year of the Authority shall begin on the first day of January and end on the last day of December in each year, unless another period is otherwise determined by resolution of the Board.
- 8.7 SEAL. The Board shall provide a corporate seal for use by the Authority to be used on legal documents as required by law.
- 8.8 LOANS TO OFFICERS AND BOARD MEMBERS PROHIBITED. No loans shall be made by the Authority to its officers or Board Members. The Board Members who vote for or assent to the making of a loan to an officer or Board Member of the Authority, and any officer or Board Member participating in the making of such loan, shall be jointly and severally liable to the Authority for the amount of such loan until the repayment thereof.
- 8.9 INDEMNIFICATION OF OFFICERS, BOARD MEMBERS AND OTHERS. To the extent permitted by law, the Authority shall indemnify any officer or Board Member or former officer or Board Member for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been an officer or Board Member, except in relation to matters as to which they shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought.
- 8.10 REVOCABILITY OF AUTHORIZATIONS. No authorization, assignment, referral or delegation of authority by the Board to any committee, officer, agent or other official of the Authority shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Authority. The Board shall retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion.

## 8.11 CONFLICT OF INTEREST.

### 8.11.1 Definitions:

- (a) The term "Interested Person" shall mean any director, principal officer or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest, as defined below.
- (b) The term "Financial Interest" shall mean a financial interest of an Interested Person if the person has, directly or indirectly, through business, investment or family, the following:
  - (i) An ownership or investment interest in any entity with which the Authority has a transaction or arrangement;
  - (ii) A compensation arrangement with the Authority or with any entity or individual with which the Authority has a transaction or arrangement; or
  - (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Authority is negotiating a transaction or arrangement.

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

### 8.11.2 Procedures:

- (a) Duty to Disclose. In connection with any actual or possible Conflicts of Interest, an Interested Person must disclose the existence and nature of his or her Financial Interest to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.
- (b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest, the Interested Person shall leave the Board meeting while the Financial Interest is discussed and voted upon. The remaining Board Members shall decide if a Conflict of Interest exists.
- (c) Procedures for Addressing the Conflict of Interest.
  - (i) The Chairman of the Board shall, if appropriate, refer matters to the Executive Committee to investigate alternatives to the proposed transaction or arrangement.
  - (ii) After exercising due diligence, the Board or Executive Committee shall determine whether the Authority 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.

- (iii) 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 shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Authority's best interest and for its own benefit and whether the transaction is fair and reasonable to the Authority 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.

- (i) If the Board or Executive Committee has reasonable cause to believe that a Board Member has failed to disclose actual or possible Conflicts of interest, the Board Member shall be advised of the basis for such belief and afforded an opportunity to explain the alleged failure to disclose.
- (ii) If, after hearing the response of the Board Member and making such further investigation as may be warranted in the circumstances, the Board determines that the Board Member has in fact failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

8.11.3 Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain the following:

- (a) 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 decision as to whether a Conflict of Interest in fact existed.
- (b) 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.

8.11.4 Annual Statements. Annually, on or about September of each year, each Director, principal officer and members of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

- (a) Has received a copy of the Conflict of Interest Policy;
- (b) Has read and understands the policy;

- (c) Has agreed to comply with the policy; and
- (d) Understands that the Authority is a tax exempt 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.

8.11.5 Periodic Reviews. To ensure that the Authority operates in a manner consistent with its tax-exempt 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.

8.11.6 Use of Outside Experts. In conducting the periodic reviews, the Authority may, but need not, use outside advisors.

8.12 RULES. The Board may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Authority.

8.13 VOTE BY PRESIDING OFFICER. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member, be entitled to vote.

8.14 MEETINGS BY TELEPHONE CONFERENCE CALL. Board Committees may meet by the use of a telephone conference call or video conference call or otherwise utilize telephone conference calls or video conference calls only to the extent authorized by law.

## **ARTICLE IX. AMENDMENTS TO BYLAWS**

These Bylaws may be altered , amended or repealed and new Bylaws may be adopted by a majority of the voting members of the Board then in office, so long as a written copy of any amendment is provided to each member of the Board not less than 10 days in advance of any meeting to adopt the amendment unless such 10-day notice is waived by every member of the Board then serving.

Revised July 30, 2025

## HISTORY OF BYLAWS

The initial Bylaws of TOMBALL HOSPITAL AUTHORITY were first adopted on July 12, 1976.

These Bylaws were amended on September 26, 2001, which amendments are incorporated in the foregoing text.

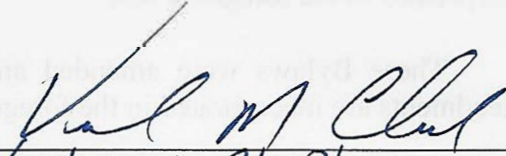
These Bylaws were amended and restated on September 25, 2013, which amendments are incorporated in the foregoing text.

These Bylaws were amended and restated on July 30, 2025, which amendments are incorporated in the foregoing text.

### SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing amended and reinstated Bylaws of TOMBALL HOSPITAL AUTHORITY have been adopted by the Board of said Authority at a meeting of said Board held on July 30, 2025.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of the Authority, has signed this Certificate and affixed the seal of the Authority hereon, this 30<sup>th</sup> day of July, 2025.

  
Vicki M. Clark Secretary

