BYLAWS OF THE BOARD OF DIRECTORS
OF
BIG BEND REGIONAL HOSPITAL DISTRICT
BREWSTER AND PRESIDIO COUNTIES, TEXAS

Adopted on April 26, 2026
Version 4.2026

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ARTICLE I
AUTHORIZATION AND PURPOSE

1.1 Organization. The Big Bend Regional Hospital District is organized under the laws of the State of Texas, specifically Chapter 1007, Texas Special District and Local Laws Code, with such rights, powers and duties as provided by the Texas Constitution, Texas law and these Bylaws.

1.2 The objectives of the Board of Directors of the Hospital District shall be:

a. To promote any educational activities related to rendering care to the sick and injured, or the promotion of health, that in the opinion of the Board of Directors may be justified.

b. To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community.

c. To accept monies from divisions of the Federal, State, County, or Municipal governments and from individuals, organizations, or corporations, for the furtherance of health care, educational activity, scientific research, or the promotion of the general health of the community.

d. To promote quality patient care for all qualifying indigent clients in all areas for which the Hospital District is responsible.

ARTICLE II
DIRECTORS

2.1 Number of Directors. The Board of Directors shall consist of five (5) members elected by the registered voters of the District as follows: One director shall be elected from each single member voting subdistricts established by the Board.

a. The Board shall revise each single-member subdistrict after each federal decennial census to reflect population changes. At the first election after the subdistricts are revised, a new director shall be elected from each subdistrict. The directors shall draw lots to determine which two directors shall each serve a two-year term and which three directors shall each serve a four-year term.

2.2 Elections and Term of Office. An election for the purpose of electing the appropriate number of directors shall be held on the uniform election date in May of even numbered years as prescribed by the Texas Election Code, such election to be held every other year. Directors shall be elected for staggered four-year terms in accordance with the stagger determined by the drawing described in Section 4.1.a above. Elections shall be held in accordance with Chapter 1007 of the Special District Local Laws Code and the Texas Election Code.

2.3 Qualifications for Directors.

a. To be eligible to be a candidate for or serve as a Director, a person must be:

1. A resident of the District; and

2. A qualified, i.e., registered, voter.

A person who is elected from a single-member subdistrict or who is appointed to fill a vacancy for a single-member subdistrict must reside in that subdistrict.

b. All members of the Board of Directors shall execute the constitutional oath of office and a good and sufficient bond for $1,000 payable to the District, conditioned upon the faithful performance of the director's duties. Such bond shall be purchased at the expense of the District.

c. The following persons may not serve as a member of the Board of Directors:

1. An employee of the District;
2. A party to a contract with the District to perform services for compensation; or
3. A physician who has staff privileges at a District facility.

2.4 Vacancies. Vacancies in the office of Director shall be filled for the unexpired term by appointment by the remaining directors.

2.5 Powers and Duties of the Board. The Board of Directors shall have charge, control and management of the property, affairs, and funds of the Hospital District, and shall have the power and authority to do and perform all acts and functions not inconsistent with these bylaws, the District's enabling legislation, or state or federal law.

2.6 Conflict of Interest. Members of the Board shall disclose all actual or possible conflicts of interest in accordance with the District's Conflict of Interest Policy and Chapters 171 and 176 of the Texas Local Government Code. Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement affirming that such person has received a copy of the District's Conflict of Interest Policy; has read and understands such policy; and has agreed to comply with such policy.

2.7 Compliance with Laws and Regulations. The Board of Directors shall take all reasonable steps to conform to all applicable laws and regulations.

2.8 Compensation. Members of the Board of Directors shall receive no compensation for their services. They may be reimbursed for actual and necessary expenses incurred in the performance of their duties provided that such activities have been approved by the Board.

2.9 Training. All new members will be furnished with minutes of Board of Directors meetings from the past year, Bylaws of the Board of Directors, and the District's financial statements from the past twelve (12) months. Upon election to the Board, new members shall meet with the President of the Board and the Executive Director to receive an update and briefing on District operations. Board members are requested to attend at least one trustee seminar or workshop each year.

2.10 Duties of Directors. A Director shall discharge the director's duties in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of the District. In the discharge of any duty imposed or power conferred on a director, the director may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the District or another person that were prepared or presented by one or more officers or employees of the District, legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence.

2.12 Voting by Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be necessary to constitute the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws. A director may not vote by proxy.

2.13 Attendance Requirements. Members of the Board shall be expected to attend all meetings of the Board, if not properly excused by the Board for just cause. Failure of a Board member to attend three (3) meetings in a 12-month period without being properly excused by a majority vote of the Board shall be grounds upon which the Board may request the resignation of such member.

a. Automatic Resignation for Non-Attendance. A member of the Board is considered to have resigned the member's position if the member is absent from five (5) or more regularly scheduled board meetings in a 12-month period without an excuse approved by a majority vote of the Board. Such resignation is effective on the date of the fifth (5th) regularly scheduled Board meeting at which the member is absent without an excuse approved by the Board.

ARTICLE III
MEETINGS

3.1 Regular Meetings. The Board of Directors shall hold a regular meeting at a site selected by the Board that is convenient for the members of the Board, staff and the public on the third full week of each month or at any such time and place designated by the President of the Board.

3.2 Special Meetings. Special meetings may be called by the Board President or may be called at the written request of at least two (2) members of the Board of Directors.

3.3 Notice. Written or printed notice of any annual, regular or special meeting of the Board of Directors shall be delivered to each director and shall be posted as required by the Texas Open Meetings Act, Texas Government Code, § 551.001, et seq. The notice shall state the date, hour, place and subject of the meeting, and shall be posted at a place convenient to the public in the administrative offices of the District. The Board shall (1) provide notice of each meeting to the Brewster County Clerk for posting at the Brewster County Courthouse and to the Presidio County Clerk for posting at the Presidio County Courthouse or (2) post notice of each meeting on the District's Internet website.

3.4 Quorum. For regular or special meetings of the Board of Directors, any three members of the Board shall constitute a quorum.

ARTICLE IV
OFFICERS

4.1 Election of Officers. The Board of Directors shall elect from among its members a president, secretary and treasurer at the first meeting of the board after each directors' election.

4.2 Term of Office. Officers shall hold office for a period of one year or until their successors shall have been duly elected and qualified.

4.3 President. The President shall preside at all meetings of the Board of Directors and shall be ex officio, non-voting member of all committees, but shall enjoy full voting privileges at all regular and special called board meetings. Subject to the direction of the Board, the Chairman shall execute all contracts and other legal documents on behalf of the Board of Directors. In the event of the President's absence from a meeting, the remaining Board members shall designate a Board member to carry out the duties of the President.

4.4 Secretary. The Secretary shall prepare or cause to be prepared appropriate notices and agendas with input from the Directors for all meetings of the Board of Directors; shall act as custodian of all records and reports; and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors. Minutes shall be signed by the Chairman and Secretary and approved by the Board of Directors. The Secretary may delegate his or her duties to an employee of the District.

4.5 Treasurer. The Treasurer shall maintain or cause to be maintained all financial records of the District and assist the Board of Directors in actions related to the Board's financial responsibilities. The Treasurer will service as Chairman of the Finance Committee and serve as Investment Officer for the District. The Treasurer may delegate his or her duties to an employee of the District.

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

ARTICLE V
COMMITTEES OF THE GOVERNING BOARD

5.1 Establishment of Committees. In addition to the committees described below, the Board of Directors may adopt a resolution establishing one or more standing or special committees, delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include at least one (1) director and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by the Bylaws or otherwise imposed by law.

5.2 Executive Committee. The Executive Committee shall be comprised of the President and one other Board member, with the Executive Director serving in an ex officio advisory capacity. The Executive Committee shall have power to transact all regular business of the District during the interim between meetings of the Board of Directors, provided any action taken shall not conflict with the policies and expressed wishes of the Board of Directors, and that the Executive Committee shall refer all matters of major importance to the Board of Directors.

5.3 Budget and Finance Committee.

(a) The Budget and Finance Committee shall consist of two (2) directors selected by the Board and the Executive Director, one of whom shall be the Treasurer. The Committee may ask District employees to serve in an advisory capacity to the Committee.

(b) The Committee shall advise the Executive Director on the proposed annual budget for the District.

(c) The Committee shall meet as often as necessary, but at least quarterly, to conduct business, and shall review the District's financial performance, status, and consider any budget amendments prior to submission to the Board for approval. The Committee may also make recommendations for changes in District operations to ensure sound fiscal management.

5.4 Special Committees. Special committees may be designated by the Board for special tasks as circumstances warrant. The President shall appoint the chair of such committee. All special committees shall limit activities to the accomplishment of the task for which appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which appointed, such special committee shall stand discharged.

5.5 Minutes. All committees shall keep regular minutes of all meetings and transactions and shall cause them to be recorded and shall report the same to the Board at its regular meeting.

5.6 Executive Director as Ex Officio. The Executive Director of the District shall be a non-voting ex officio member of all committees.

5.7 Committee Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

5.8 Compensation. All committee members shall serve without compensation, but may be reimbursed for actual expenses incurred in the performance of their official duties. Such expenses must be approved by the Board of Directors and reported in the minutes or other records of the District.

ARTICLE VI
BUDGET OPERATIONS

6.1 Fiscal Year. The District's fiscal year is from October 1 to September 30.

6.2 Annual Audit. The Board annually shall require an independent audit of the District's books and records. Not later than December 1 each year, the Board shall file a copy of the audit with the District's records.

6.3 Annual Budget. The Board shall prepare a budget that includes:

(a) Proposed expenditures and disbursements;
(b) Estimated receipts and collections for the next fiscal year; and
(c) The amount of taxes required to be imposed to meet the proposed budget.

6.4 Budget Hearing. The Board shall hold a public hearing on the proposed budget. Notice of such hearing shall be published at least once in a newspaper of general circulation in the Hospital District at least ten (10) days before the date of the hearing. Any resident of the district shall have the right to be present and be heard regarding any item in the proposed budget.

6.5 Amendment of Budget. No expenditure may be made for any expense not included in the annual budget or an amendment thereto. The annual budget may be amended from time to time as the circumstances may require on the approval of the Board of Directors.

ARTICLE VII
AMENDMENTS

These Bylaws of the Board of Directors may be amended by affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting of the Board of Directors.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

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

8.2 These Bylaws shall be reviewed on an annual basis and, if necessary, amended as provided in Article VII.

8.3 Telephone Conference Call. The Board and any committee of the District may hold a meeting by telephone conference call procedures as permitted by the Open Meetings Act (Texas Government Code §551.125) only if an emergency or public necessity exists and the convening at one location of a quorum is difficult or impossible. The meeting shall be subject to notice requirements applicable to other meetings and must specify as the location of meeting by telephone conference the location where meetings of the Board are usually held. Two-way communication shall be available at the specified meeting location and each speaker shall be clearly identified prior to speaking. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

(a) An emergency or a public necessity exists only if immediate action is required of the Board because of:

(1) An imminent threat to public health and safety; or

(2) A reasonably unforeseeable situation, such as fire, flood, earthquake, hurricane, tornado, or wind, rain or snow storm; power failure, transportation failure, or interruption of communication facilities; epidemic; or riot, civil disturbance, enemy attack, or other actual or threatened act of lawlessness or violence.

8.4 Videoconference Call. A Director or a District employee may participate remotely in a meeting of the Board by means of a videoconference call if the video and audio feed of the Director's or employee's participation is broadcast live at the meeting only if a quorum of the Board is physically present at one location of the meeting. A Director who participates in a meeting by videoconference call shall be considered absent from any portion of the meeting during which audio or video communication with the Director is lost or disconnected.

(a) Each portion of a meeting held by videoconference call that is required to be open to the public must be visible and audible to the public at the physical location of the meeting. While a participant in the videoconference call is speaking, the face of that participant must be clearly visible, and the voice audible, to each other participant and the public in attendance at the meeting. If a problem occurs that causes a meeting to no longer be visible and audible to the public at that location, the meeting must be recessed until the problem is resolved. If the problem is not resolved in six hours or less, the meeting must be adjourned.

(b) The District shall make at least an audio recording of a meeting conducted with participation by videoconference call.

CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and acting Secretary of the Big Bend Regional Hospital District and that the foregoing Bylaws constitute the Bylaws of the District. These Bylaws were duly adopted at a meeting of the Board of Directors held on April 23, 2026.

DATED: 5/22, 2026.

Signature: ____________________