SECOND

AMENDED AND RESTATED

BY-LAWS

OF

EMERGENCY MEDICAL SERVICES AUTHORITY

Adopted _____, 2021~~_____, 2016~~

ARTICLE 1

OFFICES

PRINCIPAL OFFICE: The principal office of the EMERGENCY MEDICAL SERVICES AUTHORITY ("Authority") shall be located in Tulsa, Oklahoma. A permanent office shall also be located in Oklahoma City, Oklahoma. The Authority may have such other offices as the Board of Trustees may from time to time determine.

TRUST INDENTURE

The Authority is created by the Amended and Restated Trust Indenture dated March 23, 1990 ("Trust Indenture"). Capitalized terms herein shall have the meanings ascribed thereto in the Trust Indenture unless otherwise specifically herein defined. In the event of a conflict between the terms hereof and the Trust Indenture those of the Trust Indenture shall control.

ARTICLE 2

TRUSTEES

1. GENERAL POWERS OF TRUSTEES: The business and affairs of the Authority

shall be managed and conducted, and all powers of the Authority shall be exercised by or under the authority of the Board of Trustees which shall be composed of eleven (11) Trustees, one being the Medical Director of the Medical Control Board who shall serve *ex officio* without voting rights and shall vote only in the event of a tie vote, as provided in the Trust Indenture.

2. TERM OF OFFICE: Trustees shall be appointed as provided in the Trust Indenture and shall serve until their successors are appointed and qualified, or until they are removed for cause, die, resign or a vacancy in their position is certified by the Board of Trustees. The appointment date for Trustees each year shall be July 1st. The Secretary shall send notice no later than June 1st of each year to the appointing authority of each Trustee position for which the term of office ends the succeeding July lst. Appointment of a Successor Trustee shall be accomplished as provided by the Trust Indenture. Every person appointed as a Trustee shall, as a condition of qualification for office, take the oath of office required of an elected public officer and such oath of office shall be filed in the office of the Clerks of the Cities of Tulsa and Oklahoma City, Oklahoma, and the Clerks of Tulsa and Oklahoma Counties. Any Trustee may resign by giving written notice to the Board of Trustees, the Mayor of the Cities of Tulsa and Oklahoma City, Oklahoma or the Secretary. Such resignation shall be effective at the time specified therein and acceptance shall not be necessary to make it effective.

3. REGULAR MEETINGS: Regular meetings of the Board of Trustees shall be held on the fourth Wednesday of each month and shall be conducted at a place and time designated by the Authority. Regular meetings of the Board of Trustees may be held by videoconference in accordance with the provisions of the Oklahoma Open Meeting Act, Okla. Stat. tit. 25 §301 *et seq*.

4. SPECIAL MEETINGS: Special meetings of the Board of Trustees may be called by the Chairman of the Board of Trustees and shall be called by the Chairman on the written

request of two (2) Trustees. Written notice and an agenda for the special meeting shall be given to each Trustee no later than the time required by law for notice to the public. Special meetings of the Board of Trustees may be held by videoconference in accordance with the provisions of the Oklahoma Open Meeting Act, Okla. Stat. tit. 25 §301 *et seq*.

5. QUORUM: Six (6) Trustees, represented in person, shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees and, except as otherwise provided by law or these By-Laws, the act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Authority. In the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the Trustees present in person, without notice other than by announcement at the meeting and without any further notice to any absent Trustee. At any adjourned meeting at which a quorum shall be present, any business may be transacted at the meeting as originally notified. All actions by the Board of Trustees shall be approved by the affirmative vote of at least a majority of the Trustees present in person at a meeting where a quorum is present.

6. VOTING: Each Trustee, with the exception of the Medical Director of the Medical Control Board, shall be entitled to one (1) vote. The Medical Director shall only vote as provided in paragraph 1 herein and the Trust Indenture.

7. COMPLIANCE WITH OKLAHOMA OPEN MEETING ACT/MUNICIPAL BUDGET ACT: All meetings of the Board of Trustees, or of any committees created herein, shall be held in compliance with the provisions of the Oklahoma Open Meeting Act. EMSA shall act in accordance with Municipal Budget Act, Okla. Stat. tit. 11 §§17-201 *et seq* as from time to time amended.

8. CONFLICT OF INTEREST AND CONTRACTS: A conflict of interest shall be

deemed to exist in any contractual relationship in which a Trustee or Officer, or any for-profit firm or corporation in which the Trustee or Officer or any member of his or her immediate family is an officer, partner, or principal stockholder, shall directly or indirectly buy or sell goods or services to, or otherwise con- tract with the Authority. The Trustee or Officer shall publicly disclose the actual or potential conflict of interest. The Authority shall not enter into a contract where a conflict of interest exists except pursuant to public disclosure of the conflict and where the contract is secured by competitive bidding following a public invitation to bid. Transactions specifically exempted by Okla. Stat. tit. 60 §178.8 are excluded from these provisions. The Secretary shall compile and file lists of all disclosed conflicts of interest and exempted transactions with the appropriate entities as required by law.

No Trustee may vote on any proposed contract or any other action in which he may be interested directly or indirectly as an individual, as an agent, officer, or employee for other persons or corporations, as a trustee, or as a stockholder, director, officer, partner, or otherwise. All contracts, transactions, or other acts on behalf of the Authority shall be arm's length and not violative of the proscriptions in the Trust Indenture against the Authority's use or application of funds for private benefit or gain. In the event a Trustee disqualifies himself from any vote or matter coming before the Board of Trustees for consideration, the total number of Trustees for the purposes of determining a quorum shall be reduced by the number of Trustees so disqualified on such vote or matter.

9. COMPENSATION: Trustees shall not receive any compensation for their services as Trustees. The Board of Trustees may, by resolution of the Board, permit reimbursement to Trustees of actual expenses incurred in performing their duties.

10. COMMITTEES: The Board of Trustees may, by resolution or resolutions adopted

by a majority of the whole Board of Trustees, designate two (2) or more Trustees or non-Trustees to constitute one (1) or more committees to advise the Board and conduct such business as may be authorized.

11. AUTHORITY POWERS: All Authority powers except as provided in the Trust Indenture, the laws of the State of Oklahoma and these By-Laws, shall be vested in and exercised by the Board of Trustees.

12. ANNUAL AUDIT: The Board of Trustees shall cause an annual audit to be conducted by the Authority within thirty (30) days of the end of each fiscal year; the Treasurer shall cause an audit report, by a certified public accountant, to be filed with the Cities of Tulsa and Oklahoma City and Oklahoma State Auditor and Inspector's Office within six (6) months after the close of each fiscal year.

13. ABSENCES: The absence of a Trustee from any regularly scheduled Board meeting shall be for a reasonable and valid reason, as provided in Paragraph 8, Article VI of the Trust Indenture, if the Trustee states that it was due to:

(a) Personal illness that would prevent the Trustee from performing the duties of his regular employment;

(b) Bereavement caused by the death of a family member; or

(c) Employment or business related scheduling conflict not subject to the reasonable control of the Trustee.

Upon the statement by a Trustee to the Secretary of the Board of Trustees that his absence was for one of these reasons, the Secretary shall record in the minutes for that meeting that the Trustee's absence was "excused". Upon his statement to the Board of Trustees of his reason for absence from a regularly scheduled meeting, a Trustee may request that the Board determine his absence was for a reasonable and ·valid reason and direct the Secretary to record the absence as

"excused".

ARTICLE 3

OFFICERS

1. NUMBER AND TITLE: The Officers of the Authority shall be a Chairman of the Board of Trustees and a Secretary. The Board of Trustees may also elect additional Officers to include one (1) or more Vice Chairmen, a Treasurer, one (l) or more Assistant Secretaries and Assistant Treasurers and such other Officers as the Board of Trustees may deem necessary for the transaction of the Authority's purposes, including a President, Vice President, Chief Operating Officer, and Chief Financial Officer. The Chairman and the Vice Chairman shall be members of the Board of Trustees.

2. ELECTION, TERM OF OFFICE, AND QUALIFICATIONS: The officers of the Authority shall be elected by the Board of Trustees at the July meeting of the Trustees of each year to serve until the election and qualification of their successors. Any officer may occupy two (2) or more offices at the same time, except that no one shall at the same time occupy the office of Chairman and Treasurer or Chairman and Secretary. No officer shall execute, acknowledge, or verify any instrument in more than one capacity.

3. REMOVAL: Any Officer may be removed as an Officer by the Board of Trustees at any meeting thereof or as otherwise provided for herein.

4. VACANCIES: A vacancy in any office because of resignation, removal, or any other cause, may be filled for the unexpired portion of the term of that office by the Board of Trustees.

5. CHAIRMAN: The Chairman shall preside at all meetings of the Board of Trustees. The Chairman shall execute all contracts, agreements, deeds, bonds, mortgages, and other

obligations and instruments as authorized by the Board of Trustees in the name of the Authority. He/she shall have the general supervision and direction of the other Officers of Authority and shall see that their duties are properly performed. With the prior consent and approval of the Board of Trustees, the Chairman may appoint one or more committees to function with regard to the activities of the Authority, such committees to be responsible directly to the Chairman and to the Board of Trustees, as he/she shall be an ex officio member of all such standing committees.

6. PRESIDENT: The Board may retain the services of a President. The President shall also be the Chief Executive Officer, ~~and~~ shall have general active management of the business of the Authority, and shall see that all orders and resolutions of the Board of Trustees are carried into effect. He/she shall: ~~sign all certificates, contracts, or other instruments of the Authority as authorized by the Chairman of the Board of Trustees. He/she shall make reports to the Board of Directors, and shall perform any and all other duties as are incident to his/her office or are properly required of him/her by the Board of Trustees.~~ (a) be responsible for and effectuate the selection, engagement, hiring, supervision, disciplining and termination of all employees of the Authority, other than the Chief Compliance Officer, and be responsible for and effectuate the compensation of all employees of the Authority, other than the President and Chief Executive Officer, Chief Revenue Officer, Chief Operating Officer and Chief Financial Officer; (b) subject to the provisions of the Policies and Procedures of the Authority approved by the Board of Trustees, sign all contracts for the purchases of goods and services by the Authority and approve the settlement of claims and liabilities asserted against the Authority; (c) make reports to the Board of Directors; and (d) perform any and all other duties as are incident to his/her office or are properly required of him/her by the Board of Trustees.. The President shall be the Executive Director as provided in Article VII, Section 5 of the Trust Indenture. The President shall not be a Trustee.

7. CHIEF REVENUE OFFICER: The Board of Trustees shall retain a Chief Revenue

Officer. The Chief Revenue Officer shall have active oversight of the Patient Business Services Division of the Authority. The Chief Revenue Officer shall report to the President. The Chief Revenue Officer shall not be a Trustee and may also serve in other officer capacities of the Authority.~~VICE PRESIDENT OF FINANCIAL SERVICES: The Board of Trustees shall retain a Vice President of Financial Services. The Vice President of Financial Services shall also be the Chief Revenue Cycle Officer and shall have active oversight of the financial services division of the Authority. The Vice President of Financial Services shall report to the President. The Vice President of Financial Services shall not be a Trustee and may also serve in other officer capacities for the Authority.~~

8. VICE CHAIRMAN: In the absence of the Chairman or in the event of his/her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the office of the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Trustees.

9. SECRETARY: The Secretary shall record or cause to be recorded in books for the purpose, all the proceedings of the meetings of the Board of Trustees; shall attest all contracts, agreement, deeds and other instruments requiring attestation; shall cause written minutes to be kept at the Office of the City Clerk of the Cities of Tulsa and Oklahoma City or such other place as the Board of Trustees may designate by resolution and available for public inspection during regular business hours; shall see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law; shall be custodian of the records (other than financial); shall keep a list of Trustees; shall see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed; and in general, the Secretary

shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him by the Board of Trustees or the Chairman. Any Assistant Secretary shall perform the duties of the Secretary in his absence, or such other duties as the Board of Trustees may prescribe. The Secretary need not be a member of the Board of Trustees.

10. CHIEF OPERATING OFFICER: The Board of Trustees shall appoint a Chief Operating Officer who shall report to the President and perform such duties and be responsible for such matters as assigned to him/her by the Board of Trustees, the Chairman, or the President. In the absence of the President, the Chief Operating Officer shall fulfill those responsibilities of the President. The Chief Operating Officer shall not be a member of the Board of Trustees.

11. CHIEF FINANCIAL OFFICER: The Board of Trustees shall appoint a Chief Financial Officer who shall be responsible for the receipt, custody and disbursement of Authority funds and other assets, and shall be custodian of the financial records of the Authority and shall serve as Chief Financial Officer. The Chief Financial Officer shall render to the Chairman, the Board of Trustees and the Cities of Tulsa and Oklahoma City, whenever they may require it, a proper account and statement showing the financial condition of the Authority; and in general, the Chief Financial Officer shall perform all duties incident to the office of the Treasurer and such other duties as may from time to time be assigned to him by the Board of Trustees Chairman, or President. The Chief Financial Officer shall not be a member of the Board of Trustees.

12. CHIEF COMPLIANCE OFFICER: The Board of Trustees shall appoint a Chief Compliance Officer who shall be primarily responsible for overseeing and managing the regulatory compliance within the organization and in accordance with EMSA Policies and Procedures. The Chief Compliance Officer may also serve in other capacities for the Authority. The Chief Compliance Officer shall report directly to the Board of Trustees. The Chief

Compliance Officer shall not be a member of the Board of Trustees.

13. CLERK: The Chief Operating Officer shall serve as Clerk for the Authority. The Clerk shall receive claims filed pursuant to the Governmental Tort Claims Act (Okla. Stat. tit. 51 §151 *et seq*) and monitor the processing thereof. In the absence of the Clerk, the Chief Financial Officer shall serve as Clerk.

14. BONDS: The Board of Trustees shall require every employee who handles funds of the Authority who is not a Trustee to furnish good and sufficient fidelity bonds in an amount and with a surety as may be specified and approved by the Board.

15. COMPENSATION: The Board of Trustees shall annually fix the compensation for the President, Vice President of Financial Services, Chief Operating Officer, and Chief Revenue~~Financial~~ Officer which shall be separately stated in the annual EMSA budget.

ARTICLE 4

FISCAL YEAR

The fiscal year of the Authority shall commence on the first day of July and end on the last day of June.

ARTICLE 5

PROHIBITION AGAINST SHARING IN TRUST EARNINGS

No Trustee, Officer, employee, member of a committee or person connected with the Authority, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Authority, and no such person or persons shall be entitled to share in the distribution of any of the Authority assets upon the dissolution of the Authority. All Trustees of the Authority shall be deemed to have expressly consented and agreed

that upon such dissolution or winding up of the affairs of the Authority, whether voluntary or involuntary, the assets of the Authority, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over, to each Beneficiary and Non-Beneficiary Member Jurisdiction according to the provisions of the Trust Indenture.

ARTICLE 6

EXEMPT ACTIVITIES

Notwithstanding any other provisions of these By-Laws, no Trustee, Officer , employee or representative of this Authority shall take any action or carry on any activity by or on behalf of the Authority not permitted to be taken or carried on by an organization exempt under Section 50l(C)(3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE 7

INDEMNIFICATION

To the extent and in the manner permitted by the law, the Authority shall indemnify any Trustee or Officer who was or is a party to any threatened , pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by the Authority, by reason of the fact that such person is or was a Trustee or Officer of the Authority, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement. The Authority, shall at its cost and expense, fully and diligently defend or pay the cost of defense for any Trustee or Officer against any claims brought, investigations undertaken or actions filed for which any Trustee or Officer is indemnified. The Authority shall employ qualified attorneys to

appear and defend the claim or action on behalf of the Trustee or Officer and pay all necessary expenses, attorney's fees, interest, penalties, expert fees, or costs incurred by any Trustee or Officer for which they are indemnified. The Authority shall be the sole judge of the acceptability of any compromise or settlement of any indemnified claim or liability so long as such compromise or settlement of any claims or liabilities does not impose a liability on the Trustee or Officer not fully covered and satisfied by the indemnity provided by this section. The indemnification provided herein is conditional to the extent it is subject to review and action by the affirmative vote of a majority of the qualified Trustees at any time, which may include expansion, limitation or termination of such right of indemnification.

ARTICLE 8

AMENDMENTS

The Board of Trustees, at any meeting, by a vote of a majority of the qualified Trustees, may alter, amend, or repeal the By-Laws; provided, however, that the Board of Trustees may not adopt, alter, or repeal any By-Law relating to the number, qualification or terms of Trustees.

CERTIFICATE

I do hereby certify that the foregoing By-Laws of the Emergency Medical Services Authority were amended and adopted at a regular meeting of the Board of Trustees held on the _____ day of _____, _____, and are presently in force.

DATED this ____ day of _____, 2016.

_____

Secretary