

**TIPPECANOE EMERGENCY AMBULANCE SERVICES, INC.
FORM 1023 APPLICATION**

EXHIBIT B - BYLAWS

*Amended December 17, 2013 and April 22, 2014, Section 2. Administrative Titles.
February 18, 2015, Exhibits A, B, C. June 9, 2015, Exhibits A, B, C*

BYLAWS

OF

TIPPECANOE EMERGENCY AMBULANCE SERVICE, INC.

*Amended December 17, 2013
Section 2. Administrative Titles*

*Amended April 22, 2014
Section 2. Administrative Titles*

*Amended February 18, 2015
Exhibits A, B, C.*

*Amended June 9, 2015
Exhibits A, B, C*

ARTICLE I

General

Section 1. Name. The name of the corporation is “Tippecanoe Emergency Ambulance Service, Inc.” (the “Corporation”).

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

Section 3. Mission, Philosophy, Goals and Objectives. The Corporation shall be driven by values and beliefs that are consistent with those of its Class A Members, Franciscan Alliance, Inc., an Indiana nonprofit corporation (“Franciscan Alliance”), and Indiana University Health Arnett, Inc. (“IU Health”). The goals and objectives of the Corporation are as follows:

- (a) To operate or provide a business to be known as “Tippecanoe Emergency Ambulance Service” (“TEAS”) that provides governance for emergent transportation, pre-hospital care incident to emergent transportation, and medical transport services

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primarily serving Tippecanoe County and that engages in other lawful purposes related thereto (“Ambulance Services”);

(b) To provide leadership and facilitate coordination in the provision of Ambulance Services and other services related thereto, including professional education, research, centralized strategic planning, capital finance, marketing, entering into mutual aid agreements, securing accreditation of the Ambulance Services, and such other administrative and management activities as shall be identified in order to enhance quality, reduce unnecessary duplication of resources, and increase efficiencies in the provision of Ambulance Services in Tippecanoe County;

(c) To accomplish the goals and objectives set forth herein as efficiently and effectively as possible; and

(d) To achieve such other goals and objectives as the members and Board of Directors of the Corporation shall establish.

Section 4. Operations. The Corporation shall adopt policies and procedures that will not conflict with the missions and goals of the Class A members, including without limitation the official teachings and canon law of the Roman Catholic Church and the Ethical and Religious Directives for Catholic Health Care Services as approved by the National Conference of Catholic Bishops, as the same may be amended or revised from time to time and interpreted by the Bishop of the Diocese of Lafayette-in-Indiana, or any successor diocese. Notwithstanding the foregoing, except as expressly set forth elsewhere herein, the Class A Members shall maintain and operate their respective independent operations in accordance with their respective independent identities.

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Section 5. Agreement. The purpose of these Bylaws and the Corporation's Articles of Incorporation is to effectuate the provisions, terms and conditions of that certain Memorandum of Understanding Between the Class A, Class B, and Class C Members dated as of April 1st, 2013 (the "MOU") and shall be construed, at all times and under all circumstances, to be in furtherance of the goals and objectives of the MOU.

ARTICLE II

Membership

Section 1. Members. The Corporation shall have three (3) classes of members, the Class A membership class, Class B membership class, and the Class C membership class.

(a) Class A Members. The Class A membership class shall consist of and be limited to Franciscan Alliance and IU Health (the "Class A Members"). The Class A Members shall have the sole and exclusive right and power to elect their respective directors as provided herein. The Class A Members shall have unlimited voting rights, and each Class A Member shall be entitled to two (2) votes on all matters on which the Class A Members are entitled to vote upon under the Articles, the Bylaws or applicable law. Class A Members shall be entitled to equal allocations of the Corporation's profit and losses and to distributions as provided herein.

(b) Class B Member. The Class B membership class shall consist of and be limited to Tippecanoe County, Indiana (the "Class B Member"). The Class B Member shall have the sole and exclusive right and power to elect its director as provided herein. The Class B Member shall have limited voting rights as specified herein, and the Class B Member shall be entitled to one (1) vote on all matters on which the Class B Member is entitled to vote upon under the Articles, the Bylaws or applicable law. The Class B

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Member shall not be entitled to any allocation of the Corporation's profit and losses or to any distributions.

(c) Class C Members: The Class C membership class shall consist of and be limited to the City of Lafayette, Indiana and the City of West Lafayette, Indiana (the "Class C Members"). The Class C Members shall have the sole and exclusive right and power to elect their respective directors as provided herein. The Class C Members shall have limited voting rights as specified herein, and each Class C Member shall be entitled to one (1) vote on all matters on which the Class C Members are entitled to vote upon under the Articles, the Bylaws, or applicable law. Class C Members shall not be entitled to any allocation of the Corporation's profit and losses or to any distributions.

Section 2. Voting. For all matters requiring the affirmative vote of the members of the Corporation, the Class A Members, Class B Member, and the Class C Members shall vote as independent classes of members and, except as provided in Article III, Section 2 hereof, any such matter shall require the approval of a majority of the Class A, Class B, and Class C Members. The individuals, who serve as the respective Chairpersons of the Boards of Directors of Franciscan Alliance and IU Health, or their respective designees, shall cast the votes of each respective Class A Member. The individual who serves as President of the Tippecanoe County Commissioners, or its respective designee shall cast the vote of the Class B member; the Mayor of the City of Lafayette, Indiana, and the Mayor of the City of West Lafayette, Indiana, or their respective designees, shall cast the votes of each respective Class C Members.

Section 3. Annual Meeting of Members. An annual meeting of the members of the Corporation shall be held within six (6) months after the end of the Corporation's fiscal year for the purposes of electing the directors of the Corporation and of transacting such other business as

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may come before the meeting. If the election of directors shall not be held on the day so designated, it shall be held at a special meeting of the members called as soon thereafter as may be convenient.

Section 4. Special Meetings of Members. Special meetings of the members may be called at any time by a Class A Member.

Section 5. Place of Meetings. All meetings of the members of the Corporation shall be held at the Corporation's principal office in Indiana, or at such other place as shall be designated in the call of the meeting.

Section 6. Notice of Meetings. Regular meetings of the members shall be scheduled for one calendar year which schedule shall be presented at the January meeting of the Board for approval. This shall serve as notification of regularly scheduled meetings. The first meeting and schedule shall occur during the month that the Corporation is incorporated. Written or printed notice of every meeting of the members, stating the place, date and hour of the meeting, shall be delivered to each member, personally, by mail, or by electronic mail by the Secretary of the Corporation at the direction of the person or persons calling the meeting, not less than ten (10) nor more than forty (40) days before the date of the meeting. When the meeting is special or when required by the Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1), as amended (the "Act"), or any other law or these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to each member at its address shown on the records of the Corporation, with postage prepaid. Electronic mail notifications shall only be for those regularly scheduled meetings approved in advance by the members or as an additional means of notification for special meetings.

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Section 7. Organization. At all meetings of the members, the Chairperson of the Board of Directors, or in the Chairperson's absence, the Vice Chairperson, or in the absence of both such persons, a person chosen by the members of the Corporation, shall preside. The Secretary, or in the Secretary's absence, the Assistant Secretary, or in the absence of both such persons, a person appointed by the presiding officer of the meeting, shall act as Secretary of the meeting and shall keep a record of the proceedings and of attendance at the meeting.

Section 8. Informal Action by Members. Any action required by the provisions of the Act or any other law or by the Corporation's Articles of Incorporation or these Bylaws to be taken at a meeting of the members of the Corporation, or which may be taken at such a meeting, may be taken without a meeting if, prior to such action, a consent in writing setting forth the action to be taken shall be signed by the members with respect to the subject matter thereof and such written consent is filed with the minutes of the proceedings of the Corporation.

Section 9. Transferability of Membership. Membership in either class of the Corporation shall not be transferable or assignable, provided that a Class A Member may transfer or assign its Class A membership interest to the other Class A Member and, provided further, that either Class A Member may at any time and from time to time, without the consent of the other or the Class B & C Members, transfer or assign membership interest to (a) an affiliate, subsidiary or parent of the Class A Member, (b) an entity with which the Class A Member is merged or consolidated, or (c) an entity which purchases all or a substantial portion of a Class A Member's assets or stock provided that any such successor entity is qualified as an organization under Section 501(c)(3) of the Code. To the extent necessary to affect the transfer or assignment permitted under the provisions of this Section 9, the members and the Board of Directors shall

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adopt such actions and execute such documents, including one or more amendments to these Bylaws, as shall be necessary to affect such permitted transfer or assignment.

Section 10. Contributions. The Class A Members shall contribute capital to the Corporation.

The Class B Member shall be entitled to make contributions to the Corporation from time to time, subject to the acceptance of such contributions by the Board of Directors and the other members of the Corporation, but any such contributions shall not be capital contributions and shall not entitle a Class B Member to any equity position in the Corporation, to any portion of the Corporation's profit or losses, or to any distributions from the Corporation. The Class B member shall make the contributions set forth in paragraphs 7 and 9 of the MOU.

Section 11. Distributions. Franciscan Alliance will initially absorb all retained earnings or losses of TEAS, Inc. A fifty percent (50%) Profit/Loss interest will be shared with IU Health on a quarterly basis thereafter, and upon joint operations of the organization.

Section 12. Dissolution. Upon the dissolution of the Corporation or the winding up of its affairs, and after the satisfaction of all of the obligations and liabilities of the Corporation as required by law, the assets of the Corporation shall be distributed to its Class A Members. Furthermore, the assets held by Franciscan that have been financed through capital contributions of the Class A Member ("Class A Assets") shall also be distributed to its Class A Members. Each Class A Member shall be entitled to fifty percent (50%) of (i) the fair market value of the Class A Assets purchased or otherwise acquired that are still in use since the start of the Corporation; and (ii) the cash and accounts receivable of the business operations under the governance of the Corporation. If, at such time, any Class A Member is not existing and

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qualified as an organization under 501(c)(3) of the Code, then the assets that would have been distributable to such entity if it were existing and so qualified shall be distributed as follows:

(a) In the case of Franciscan Alliance, to Sisters of Saint Francis of Perpetual Adoration, Inc. (Eastern Province), an Indiana nonprofit corporation (the “Eastern Province”), if then existing and so qualified. If, at such time, the Eastern Province is not existing and so qualified, then the assets that would have been distributable to it if it were existing and so qualified shall be distributed to the Roman Catholic Diocese of Lafayette-in-Indiana, or any successor diocese, to be used as directed by the Bishop of such diocese for the health and education purposes of the diocese.

(b) In the case of IU Health, to such qualified successor as may be designated by IU Health pursuant to the Corporation’s Articles of Incorporation and as permitted by the Act and the Code.

Section 13. Member Activities. With the exception of transfers to a higher level of patient care, during the term of this Agreement, no member, either directly or indirectly, shall engage in the provision of any form of Ambulance Services in Tippecanoe County, Indiana or any of the immediately adjacent counties that is materially competitive to emergency response ground transportation services, programs or operations of the Corporation.

Section 14. Right to Withdraw. Any member shall have the right to withdraw from the Corporation for any reason upon 120 days’ prior written notice to the other members. Any remaining members shall have thirty (30) days after receiving written notice to send notice of its or their intent to withdraw.

ARTICLE III

Board of Directors

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Section 1. General Powers of the Board of Directors. Subject to any specific limitations or restrictions imposed by the Act or any other law, by the Corporation's Articles of Incorporation or these Bylaws, including the provisions of Section 2 below, as either may be amended from time to time, and by the requirements of the Code, the business and affairs of the Corporation shall be managed, controlled, operated and conducted by, and under the supervision of, the Board of Directors, and the Board of Directors shall have exclusive responsibility for the determination of policy for the Corporation. The Board of Directors has the ultimate authority to set the general outlines of procedures essential to implement policy, but the administration of the ordinary activities of the Corporation shall be conducted by the Corporation's officers and other persons appointed by such officers for that purpose.

Section 2. Limitation of Powers. Notwithstanding the provisions of Section 1 above, action by the Board of Directors on certain matters shall require, in addition to all other actions and approvals required by the Act, the Corporation's Articles of Incorporation and these Bylaws, the approval of the members of the Corporation as specified below:

- (a) Approval of the Class A Members. The following matters require the approval of all voting Class A Members of the Corporation:
 - (1) Approving, amending, and repealing the Corporation's Articles of Incorporation or these Bylaws, including, without limitation, Section 4 of Article I and Section 5 of Article VII of these Bylaws;
 - (2) Approving any major changes in the operations of the Corporation that will impact the scope of services provided by the Corporation or any of its controlled entities that differ from the operations and services of the Corporation described in the Corporation's Articles of Incorporation or Article I of these Bylaws;
 - (3) Approving any debt incurred or borrowing of funds by the Corporation in excess of the limits established by the members, from time to time, or as required by canon law, or authorizing, approving, or entering into any agreement for the

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Corporation to serve as a guarantor, surety or co-obligor with respect to the indebtedness of any other party;

(4) Authorizing the Corporation to enter into affiliations, joint ventures and alliance arrangements with any third parties, whether in the form of contractual joint ventures, new entity joint ventures, or other joint venture forms;

(5) Approving any sale, transfer or other disposition of any asset of the Corporation constituting an alienation of Roman Catholic Church stable patrimony under canon law for which the approval of the Holy See is required;

(6) Approving the acquisition, sale, lease, transfer, or other alienation of property of the Corporation, where such action is not in the usual and regular course of the Corporation's business and where such action deals with property with an aggregate value of \$10,000 or more;

(7) Authorizing the acquisition by the Corporation of an ownership interest in, or substantially all the assets of, any other business or entity;

(8) Approving any additional capital contribution by any member;

(9) Approving the annual budget, capital plan, long-range strategic plan of the Corporation or any major changes in the operations of the Corporation that will impact the scope of services provided by the Corporation;

(10) Approving the merger, dissolution, consolidation or reorganization of the Corporation or the sale or transfer of substantially all of the assets of the Corporation;

(11) Taking any action which would be inconsistent with the governing documents of the Corporation.

(12) Admitting any additional members to the Corporation, except as otherwise provided for in these Bylaws; and

(13) Settling litigation involving the Corporation.

(14) Selecting, hiring, and or terminating the Corporation's Medical Director and EMS Director.

(b) Approval of the Members. The following matters require a simple majority of affirmative votes (of the seven (7) total votes) from the Members of the Corporation without regard to class of membership:

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- (1) Electing and removing the Chairperson and Vice Chairperson of the Board of Directors of the Corporation; and
- (2) Approving, interpreting and changing the mission, philosophy, goals, objectives, role or purposes, or any statement thereof, of the Corporation.
- (3) Routine approval of Board meeting minutes, activities, financial and operational reports.

Section 3. Prohibited Actions. Notwithstanding anything to the contrary in this Article III, under no circumstances shall the Board of Directors of the Corporation authorize any of the following actions:

- (a) No director, officer, member, agent or employee of the Corporation, or any private individual, corporation or group, may receive any pecuniary profit or benefit, or any part of the capital or earnings of the Corporation, from the Corporation, except such compensation as may be allowed for services actually rendered or such distribution, as may be permitted or required pursuant to the Corporation's Articles of Incorporation, Sections 11 or 12 of Article II above or Sections 1 or 5 of Article VII below;
- (b) Except as specifically permitted or authorized by both of the members, no advancement on account of services to be performed in the future, nor any loan of money or property to any director or officer of the Corporation shall be made;
- (c) No substantial part of the activities of the Corporation shall be devoted to the influence of legislation, as provided in Section 501(c)(3) of the Code; and
- (d) The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

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Section 4. Number and Term. The Corporation shall have, at all times, a number of directors consisting of a minimum of four (4) and a maximum of seven (7), provided, however, that the exact number of directors shall be prescribed in these Bylaws, as may be amended from time to time. The terms of all directors shall be of two (2) year duration and until their successors are duly elected and qualified. Any director may serve any number of consecutive or nonconsecutive terms. In order to create staggered terms for the Class A Member directors of the Corporation, after the first two (2) year term of the initial Class A Member directors, those directors shall be divided into two (2) groups, with equal representation of each of the Class A Member directors provided for in Section 5 below, to serve terms of one (1), and two (2) years per group (i.e., one (1) of each of the Class A Member directors shall serve for a one (1) year term; and one (1) of each of the Class A Member directors shall serve for two (2) year term).

Section 5. Initial Directors upon Effective Date. The Corporation shall have an initial number of seven (7) directors upon the effective date of these Bylaws set forth in Section 5 of Article IX below. These initial seven (7) directors shall be: (i) two (2) individuals appointed by each Class A Member (the “Class A Directors”); (ii) one individual nominated by the Class B Member (the “Class B Director”); (iii) two (2) individuals one of each appointed by each Class C Member (the “Class C Directors”); provided, however, that the Class B and C Directors shall be approved and elected by the Members, and provided further that the Class A Members shall have the absolute right to remove any Class B and/or C Director or eliminate and/or reinstate the Class B or C Director seat or seats on the board in their sole discretion and without further amending these Bylaws. Upon the effective date of these Bylaws set forth in Section 5 of Article IX below, the initial directors (including the Chairperson and the Vice Chairperson of the Board of

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Directors, see also Sections 8 and 9 below) of the Corporation shall be the individuals set forth on Exhibit A attached hereto and shall serve for initial terms of two (2) years.

Section 6. Election of Directors. With the exception of the initial directors upon the effective date of these Bylaws provided for in Section 5 above, each Class A Member shall elect two (2) of the Class A Directors by a vote of such Class A Member. The Class B Director and Class C Directors shall be elected by the Members as provided herein. Successors shall be elected and vacancies in the Board of Directors arising by virtue of the expiration of a term, resignation, death or otherwise, shall be filled by a vote solely of the Class A Member that appointed such Class A Director, or, in the case of the Class B Director and Class C Directors, the Members in accordance with the above provision.

Section 7. Duties of Directors. It is the duty of all directors to participate actively in the affairs of the Corporation, to attend at least two-thirds (2/3) of the meetings of the Board of Directors and at least one-half (1/2) of the meetings of committees of the Board of Directors on which they are serving, to take part in the programs sponsored by the Corporation for the orientation and continuing education of members of the Board of Directors and to be actively involved in any accreditation of facilities of the Corporation that may be undergoing accreditation review. Failure to comply with these requirements shall constitute cause for removal.

Section 8. Chairperson of the Board of Directors. The Chairperson of the Board of Directors, who must be a Class A Director of the Corporation, shall be selected by the members of the Corporation and shall preside at all meetings of the Board of Directors, shall provide liaison between the Board of Directors and the officers, shall have such other duties as may be prescribed by the Board of Directors and shall retain the right to vote on all matters presented to

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the Board of Directors. In addition to the provisions of Sections 4 and 5 above, the initial Chairperson of the Board of Directors, or his or her successor as selected in the same manner as the Chairperson, shall serve for the initial three (3) years of the Corporation's existence.

Section 9. Vice Chairperson of the Board. The Vice Chairperson of the Board, who must be a Class A Director of the Corporation, shall be selected by the members and shall perform all the duties of the Chairperson of the Board of Directors in the absence or disability of the Chairperson. The Vice Chairperson shall have such other duties as may be prescribed by the Board of Directors. In addition to the provisions of Sections 4 and 5 above, the initial Vice Chairperson of the Board of Directors, or his or her successor as selected in the same manner as the Vice Chairperson by the same Class A Member that selected the initial Vice Chairperson, shall serve for the initial three (3) years of the Corporation's existence.

Section 10. Treasurer. The Treasurer of the Board, who must be a Class A Director of the Corporation, shall be selected by the members of the Corporation, and shall have charge and provide for the custody of all funds and securities of the Corporation. In general, the Treasurer shall perform all the duties ordinarily incident to the office of treasurer of a corporation and such other duties as may be prescribed by the Board of Directors or by the Chairperson in the absence of action by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties, in such sum and with such surety or sureties as the Board of Directors may determine.

Section 11. Secretary. The Secretary of the Board, who must be a Class A Director of the Corporation, shall be selected by the members of the Corporation, and shall ensure the keeping of minutes of all meetings of the members and the Board of Directors and any committees of the Board of Directors, see that all notices are duly given in accordance with the

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provisions of the Act or any other law or these Bylaws, be custodian of the corporate books and records and keep a register of the post office addresses of the all of the members and directors of the Corporation. In general, the Secretary shall perform all duties ordinarily incident to the office of secretary of a corporation and such other duties as may be prescribed by the Board of Directors or by the Chairperson in the absence of action by the Board of Directors.

Section 12. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held at such time as may be designated by the Board of Directors, and the Board of Directors may fix the dates for additional regular meetings to be held prior to the next annual meeting. There shall be regular meetings of the Board of Directors to be held at such time designated by the Board of Directors, but no less often than quarterly. The annual meeting and all regular meetings shall be held at the Corporation's principal office in Indiana, or at such other place as shall be designated in the call of the meeting.

Section 13. Special Meetings. Special meetings of the Board of Directors may be called at any time by or at the request of the Chairperson, or a majority of the directors or by either Class A Member. All special meetings shall be held at the Corporation's registered office in Indiana, or at such other place as shall be designated in the call of the meeting. The notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to each member at its address shown on the records of the Corporation, with postage prepaid. Electronic mail notifications shall only be for those regularly scheduled meetings approved in advance by the members or as an additional means of notification for special meetings.

Section 14. Notice. Notice of all meetings of the Board of Directors, including special meetings, shall be given at least ten (10) days prior to the meeting by written notice, delivered personally, by mail, or electronic mail, telegram or facsimile to the directors at their addresses as

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shown on the records of the Corporation. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If by electronic mail, it shall be deemed to be delivered upon electronic confirmation of delivery. If notice is given by facsimile, it shall be deemed to be delivered when transmission is confirmed. Any director may waive notice of a meeting. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where he or she attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. The business to be transacted at any meeting of the Board of Directors and the purpose of the meeting shall be specified in the notice or waiver of notice of the meeting, provided, however, that the omission or possible insufficiency of the description of such business or purpose shall not be grounds to contest or set aside any action of the Board of Directors, unless specifically required by the Act or any other law or these Bylaws.

Section 15. Quorum Except as otherwise provided by the Act or any other law by the Corporation's Articles of Incorporation or elsewhere in these Bylaws, the in person or electronic live connection, presence at a meeting of a majority of the directors elected or appointed by each Class A Member shall be necessary to constitute a quorum for the transaction of business of the Board of Directors. If a quorum is not present at a meeting, a majority of the Class A Directors present may adjourn the meeting from time to time without further notice.

A Director may appear at a meeting only by another Director appointed by duly executed written proxy with the same force and effect as if the Director was present at the meeting in person. The form of the proxy shall be as attached hereto as Exhibit E.

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Section 16. Manner of Acting. Except as otherwise provided by these Bylaws, the act of a majority of the directors present in person or via electronic live connection at a meeting at which a quorum is present shall be the act of the Board of Directors,.

Section 17. Removal. Any director may be removed by the members of the Corporation at any time, with or without cause, in accordance with the provisions of the Act, whenever in the judgment of the members the best interests of the Corporation would be served thereby, provided, however, that no such removal shall be effective until notice thereof is given to the director so removed in the same manner as notice is given regarding meetings of the Board of Directors and, provided further, that a Class A Member, each in its respective individual capacity and sole discretion, may remove and replace any and all Class A Directors elected by such Class A Member at any time for any reason whatsoever, and the Class B Member may remove and nominate a replacement Class B Director nominated by such Class B Member at any time for any reason whatsoever, and each Class C Member may remove and nominate a replacement Class C Director nominated by such Class C Member at any time for any reason whatsoever, subject always to the Members' reserved rights with respect to the Class B Director as specified elsewhere herein and subject also to the notice provision set forth above. Any member removing a director elected by such member shall provide the other members prompt written notice of such removal and any replacement (or nominee in the case of the Class B or C Members).

Section 18. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the members of the Corporation or the Class B and Class C Members in accordance with Section 6

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above. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 19. Compensation. Directors shall not receive any compensation for their services as such, but shall be entitled to reimbursement for reasonable expenses incurred in attending meetings or performing other duties as directors of the Corporation. This provision shall not preclude any director from serving the Corporation as an officer or employee and receiving compensation therefor.

Section 20. Informal Action by Directors. Any action required to be taken at a meeting of directors may be taken without a meeting if prior to such action a consent in writing setting forth the action shall be signed by all of the directors of the Corporation and such written consent is filed with the minutes of proceedings of the Board of Directors.

Section 21. Participation by Telephone. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can simultaneously communicate with one another. Such participation shall constitute attendance and presence in person at the meeting.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Corporation shall be The Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Board of Directors. Officers of The Board may only be Class A Members. The Board of Directors may also provide for the appointment of other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, and

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such other officers shall have the authority and perform the duties prescribed by these Bylaws or by the Board of Directors. Any two or more offices may be held by the same person for a period not to exceed ninety (90) days, except the offices of Chairperson and Vice-Chairperson.

Section 2. Administrative Titles. Administrative titles may be used in addition to the corporate titles specified by Section 1 above, but all administrative titles and appointments, including without limitation the hiring and appointment of a Medical Director and EMS Director shall be approved, authorized or ratified by the Board of Directors (and the Members, if such Member approval, authorization, or ratification is required elsewhere herein) of the Corporation. All other hiring and appointment decisions regarding TEAS employees or volunteers shall rest with the EMS Director of TEAS. If disputes and conflicts occur between TEAS employee(s) and TEAS Director, resolution shall rest with the Class A entity that employs the individual(s).

Section 3. Election and Term of Office. Subject to the provisions of Section 2 of Article III above, all of the officers of the Corporation shall be elected by the Board of Directors at the annual meeting of directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as may be convenient.

Section 4. Removal. Subject to the provisions of Section 2 of Article III above when applicable, the officers and individuals holding the administrative titles of Medical Director and EMS Director of the Corporation may be removed only by the Board of Directors at any time, with or without cause, whenever in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person or persons so removed, but election to office shall not of itself create any contract rights.

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Section 5. Vacancies. Subject to the provisions of Section 2 of Article III above when applicable, vacancies in all offices or in the positions of Medical Director and EMS Director of the Corporation shall be filled by the Board of Directors. Persons elected to fill vacancies shall serve for the unexpired term of their predecessors in office.

Section 6. Employment Contracts. Every employment for personal services to be rendered to the Corporation shall be at the pleasure of the Corporation unless the employment is for a specified term and pursuant to a written contract approved, authorized or amended in advance by the Board of Directors of the Corporation.

Section 7. Control by Board. The powers and duties of officers of the Corporation as prescribed by this Article IV or elsewhere in these Bylaws are subject to alteration or suspension by the Board of Directors, in specific instances or for specific purposes, as set forth in the resolution effecting such alteration or suspension. In addition, any and all actions taken by officers and individuals holding the administrative titles of Medical Director and EMS Director of the Corporation with respect to the following matters must be approved or authorized in advance by the Board of Directors of the Corporation:

- (a) Entering into any agreement or arrangement with any director, officer, member or employee of the Corporation; any physician who holds or will hold staff privileges at any hospital operated by a member, or any business enterprise affiliated with any such physician; any family member or spouse of any such party; or any non tax-exempt enterprise that is owned, operated or controlled, directly or indirectly, by any such party;
- (b) Forming or acquiring an ownership interest in any new enterprise; and

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(c) Entering into any unbudgeted agreement or arrangement that commits the Corporation to expend more than \$10,000 or, in the case of any type of lease or rental arrangement, has a term (including by virtue of any options or renewal periods) of greater than five (5) years. Additionally, on a monthly basis, the Board shall be informed of any unbudgeted agreement or arrangement that commits the Corporation to expend more than \$10,000. For purposes of this Section 8, (i) “family member” shall mean husband or wife; natural or adoptive parent, child or sibling; stepparent, stepchild, stepbrother or stepsister; father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law; grandparent or grandchild; and spouse of a grandparent or grandchild, and (ii) “enterprise” shall mean any entity, including without limitation, any corporation, partnership, firm, joint venture, association, limited liability company, joint-stock company, trust or unincorporated organization. Notwithstanding the foregoing, any director, officer, member or employee of the Corporation involved, either directly or indirectly, in the provision of certain services to the Corporation without competitive bid pursuant to Section 5 of Article VII below shall be exempted from the provisions of this Section 7 with respect to the provision of such services only.

ARTICLE V

Executive Committee

Section 1. Appointment and Powers. The Board of Directors may from time to time designate three (3) or more of its members to serve as the Executive Committee, which Committee shall have such duties and powers as the Board of Directors may delegate to it in the resolution designating such Committee; provided, however, that any such Executive Committee

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shall consist of at least two (2) Class A Directors, that the respective Class A Members shall be equally represented on such Executive Committee, that the chairperson of such Executive Committee shall be a Class A Director of the Corporation, and that there shall be one (1) Class B Director on such Executive Committee. Class C Directors are not eligible to serve on the Executive Committee. Such Executive Committee shall keep regular minutes of its meetings and shall cause them to be reported to the Board of Directors at or prior to the next meeting of said Board. The Class A Members of the Board of Directors shall have the authority to appoint, modify, and terminate the appointment of an Executive Committee.

ARTICLE VI

Other Committees

Section 1. Medical Advisory Committee. The Corporation shall establish a committee to be known as the Medical Advisory Committee. Its purpose shall be to provide advice as to the Corporation's patient care guidelines and to make recommendations to the Medical Director concerning them. The Medical Advisory Committee shall consist of six (6) members of such persons as the Board of Directors may in its discretion appoint, provided, however, that the Committee shall have the following standing members: (i) one Class A Director representing each Class A Member; (ii) the Chief Medical officer of each Class A Member (or his or her physician designees), and (iii) one individual representing the nursing leadership of each Class A Member's respective emergency department as designated by the respective Class A Member. Upon the effective date of these Bylaws set forth in Section 5 of Article IX below, the initial members of the Medical Advisory Committee shall be the individuals set forth on Exhibit C attached. Each member of the Medical Advisory Committee

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shall serve on the committee for one (1) year, unless sooner removed, and until his or her successor shall have been duly elected and qualified. The chairperson of the Medical Advisory Committee shall be a Class A Director of the Corporation, and such chairmanship shall rotate on an annual basis between the Class A Directors representing each Class A Member; provided, however, that so long as an employee contracted by or on the medical staff of one Class A Member serves as the Medical Director, the chairperson of the Medical Advisory Committee shall be designated by the other Class A Member.

Section 2. Regular and Special Committees. The Board of Directors, in its discretion, may establish from time to time other regular and special committees of the Board of Directors having the designations and functions specifically set forth by the Board of Directors. Such committees may exercise such powers, authority, responsibilities and duties as may be delegated or assigned to them by the Board of Directors in accordance with the Act. The Board of Directors may appoint individuals who are not directors of the Corporation to serve on such committees, provided, however, that any such committee shall consist of at least two (2) Class A Directors, that the respective Class A Members shall be equally represented on such committee, and that the chairperson of each such committee shall be a Class A Director of the Corporation.

Section 3. Requirements. The creation, appointment of members and operation of any and all committees of the Board of Directors shall be undertaken in accordance with the Act and all applicable provisions of Article III above.

ARTICLE VII

Financial. Audit and Related Matters

Section 1. Checks and Drafts. Since all finances are done by Franciscan Alliance there will be no need for checks, drafts, other orders or deposits for the payment of money.

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Section 2. Audit Review Procedure. The annual audit of the operational activities of Franciscan Alliance on behalf of the Corporation shall be presented to the Chairperson and, thereafter, to the Board of Directors and members of the Corporation.

Section 3. Receipt of Gifts. Subject to the provisions of Article II relating to contributions by Class B Members, the Board of Directors may accept on behalf of the Corporation any donation of money or property, either inter vivos or testamentary, to be used for the benefit of the Corporation and, with the consent of the members of the Corporation, may designate any agency or foundation to receive, hold or administer such donation.

Section 4. Certain Services. The members acknowledge and agree that each of them, as part of their respective nonprofit health services systems, utilizes various administrative services provided by certain other affiliated entities. The Corporation may continue to utilize certain of such administrative services provided by certain member-affiliated entities as described herein. The officers of the Corporation may purchase without competitive bid from appropriate member-affiliated nonprofit entities, at the same rates charged to other member-affiliated entities, (i) information services, collection agency services, and group purchasing services; and (ii) professional liability and medical malpractice coverage. The management of the Corporation shall, from time to time, evaluate the fair market prices of the foregoing services purchased without competitive bid.

ARTICLE VIII

Indemnification and Conflicts of Interest

Section 1. Indemnification by the Corporation. To the fullest extent permitted by the Act or any other law, or, if not permitted, then to any extent not prohibited by the Act or any other law, the Corporation shall indemnify any person, and such person's heirs, executors,

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administrators and legal representatives, who was or is made or threatened to be made a party to any claim, action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that (i) such person serves or served as a director, officer or member of the Corporation or (ii) such person serves or service on any formally constituted advisory body or voluntary committee of the Corporation or for the Board of Directors or (iii) such person serves or served at the request of the Corporation as a director, member, officer, shareholder, manager, partner, trustee, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association or any other enterprise against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding.

Section 2. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 3. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VIII and insurance protecting the Corporation's directors or officers or other persons.

Section 4. Conflicts of Interest. No director, officer, member or employee of the Corporation shall willfully become involved in any situation in which he or she may be subject to a conflict of interest and each director, officer, member or employee shall make every effort to avoid the appearance of such conflict of interest. It shall be the duty of any director, officer, member or employee who finds such condition possible to inform the Corporation and the Board of Directors fully about such condition. Any director who has a financial interest in any way in

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any matter under consideration by the Board of Directors, or any committee thereof, shall be disqualified from participating in deliberations involving such matter and shall excuse himself or herself from the room while such deliberations and voting are underway. Any person who serves on any formally constituted advisory body or voluntary committee of the Corporation shall have the same duty under this Section 4. The Corporation shall not enter into any business relationship with any non tax exempt enterprise that is owned, operated or controlled, directly or indirectly, by a director, officer, member or employee of the Corporation, or any of their respective agents or family members, without full prior disclosure to the Board of Directors of the Corporation of the terms, conditions and costs associated with such relationship. Notwithstanding the foregoing, any director, officer, member or employee of the Corporation involved, either directly or indirectly, in the provision of certain services to the Corporation without competitive bid from member-affiliated nonprofit entities pursuant to Section 5 of Article VII above, shall be exempted from the provisions of this Section 4 with respect to the provision of such services only. The Board of Directors shall ensure the annual completion of a Conflict of Interest Statement (Exhibit D) by all Board Members, Officers, Managers, Medical Directors, and any other individuals with the authority to make financial decisions and enter into agreements on behalf of the organization.

ARTICLE IX

Miscellaneous

Section 1. Books and Records. The books and records of the Corporation shall be kept at the principal office of Franciscan Alliance in Lafayette, Indiana.

Section 2. Seal. The Board of Directors may adopt a corporate seal for the Corporation which shall be circular in form and mounted upon a metal die, suitable for

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impressing on paper, and which shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Indiana." Any such corporate seal may be used by causing it or a facsimile thereof to be impressed, affixed or in any manner reproduced.

Section 3. Amendments. Subject to the provisions of Section 2 of Article III above, these Bylaws may be altered, amended or repealed in whole or in part and new bylaws may be adopted by a vote of the Class A members of the Board of Directors at a regular or special meeting, provided, however, that notice of such meeting shall contain notice of such proposed changes and, provided further, that any such alteration, amendment or repeal must be approved by the members of the Corporation.

Section 4. Successors. The duties, obligations, interests, rights, responsibilities and functions of Franciscan Alliance and IU Health and the members of the Corporation under these Bylaws shall inure to the benefit of and be binding upon their respective successors at 12:01 a.m. on the effective date of any such succession in interest.

Section 5. Effective Date. The effective date of these Bylaws is _____, 2013.

DATED:
_____, 2013

ADOPTED:
By: _____

Name: _____
Title: Chairperson

By: _____

Name: _____
Title: Secretary