

AMENDED AND RESTATED BYLAWS
OF
TRAUMA RESEARCH & EDUCATION FOUNDATION
A California Nonprofit Public Benefit Corporation

December 20, 2011

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BYLAWS
OF
TRAUMA RESEARCH EDUCATION FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE I

OFFICES

Section 1. Principal Office.

The Board of Directors shall fix the location of the principal Executive Office of the Corporation at any place within the City and County of San Diego, in the State of California, or at such other location as the Board of Directors may from time to time determine.

Section 2. Other Offices.

The Board of Directors may at any time establish branch or subordinate offices at any place or places within the State of California.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers.

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use ordinary prudence, as a person in a like position would use under similar circumstances, in accordance with Section 5231 of the California Nonprofit Public Benefit Corporation Law.

Section 2. Number and Qualifications of Directors

The authorized number of Directors shall be between four (4) and eight (8) until changed by a duly adopted amendment by the Directors. The Board shall be composed of a representative of each Trauma Receiving Hospital, which chooses to participate.

Each participating Trauma Receiving Hospital (TRH) shall have one (1) vote. The Board may also appoint ex officio, non voting Board Members from time to time.

Section 3. Election of Directors and Tenure of Office.

(a) Directors Nomination and Term.

The Directors shall be selected through the Board Nominating Committee process and shall serve for a two (2) year term. The officers as identified in Article V, Section 1, shall always be elected from the current membership and have some tenure of service with the Corporation's Board.

(b) Directors Orientation.

Each new Director shall sign a statement certifying that they have read the Corporation's Bylaws.

Section 4. Removal of Directors.

Any individual Director, or the entire Board of Directors, may be removed at any time from office, with or without cause, as provided in Sections 5221, 5222 and 5223 of the California Corporations Code.

Section 5. Vacancies.

Vacancies on the Board of Directors shall be filled by the Board nominating process. Each Director so elected shall hold office for the balance of the term of such position, and until a successor has been elected and qualified.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event death, resignation, or removal of any Director or if the authorized member of Directors is increased.

Any Director may resign effective upon giving written notice to the President of the Board, or the Board of Directors, unless the notice specified a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

No reduction of the authorized numbers of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 6. Place and Manner of Meetings.

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal Executive Office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal Executive Office of the Corporation.

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 7. Annual Meeting.

The annual meeting of the Directors shall be held, each year, at the time and on the day set forth below:

Time of Meeting: To Be Determined

Date of Meeting: 3rd Monday of September

or at such other date and time as may be fixed by the Board of Directors, provided however, that or at such other date shall not be later than fifteen (15) months after the last annual meeting of Directors. At the annual meeting, the Directors shall consider reports of the affairs of the Corporation and transact such other business as may properly be brought before the meeting.

Section 8. Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by resolution of the Board of Directors. Such regular meetings may be held without notice.

Section 9. Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or Vice President or the Secretary/Treasurer or any two (2) Directors. Notice of the time and place of special meetings shall be delivered personally or by telephone to each Director or sent by first class mail, charges prepaid, addressed to each Director at that Director's address as it is shown on the records of the Corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding

of the meeting. In case the notice is delivered personally, or by telephone, it shall be at holding of the meeting. In case the notice is delivered personally, or by telephone, it shall be at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to any persona the office of the Director who the person giving the notice to has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal Executive Office of the Corporation.

Section 10. Waiver of Notice.

When all of the Directors are present at any Director's meeting, however called or noticed, and either (i) sign a written consent thereto on the records of such meeting, or (ii) if a majority of the Directors are present and if those not present sign a Waiver of Notice of such meeting or a consent to holding the meeting or an approval of the minutes thereof, whether prior to or after the holding of such meeting, which said waiver, consent or approval shall be filed with the corporate records or made a part of the minutes of the meeting held pursuant thereto, or (iii) if a Director attends a meeting without notice but without protesting, prior thereto or at its commencement, the lack of notice to him, then the transactions thereof are as valid as if had at a meeting regularly called and noticed.

Section 11. Directors Acting by Unanimous Written Consent.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of Directors, if authorized by a writing signed individual or collectively by all members of the Board. Such consent shall be filed with regular minutes of the Board.

Section 12. Quorum.

A majority of the actual number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Corporations Code of California (as to approval of contracts or transactions in which a Director has a material financial interest or between this Corporation and another Corporation in which a Director is involved) and Section 5238 of the Code (as to indemnification of Directors).

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 13. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Director's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned. If the meeting is adjourned for more than twenty-four (24) hours, Notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 14. Compensation of Directors.

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board a fixed sum and expense of attendance, if any may be allowed for attendance at each regular and special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

Section 15. Conflicts of Interest.

No contracts or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such Directors are present at the meeting of the Board of Directors or a Committee thereof which authorizes, approves or ratifies such contract or transaction if:

- (a) The Corporation entered into the transaction for its own benefit;
- (b) The contract or transaction is fair and reasonable as to the Corporation at the time the Corporation entered into the transaction;
- (c) The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; and
- (d) Prior to authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation under the circumstances that the Corporation could not have obtained a more advantageous arrangement with a reasonable effort under the circumstances.

Common or interested Directors shall not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE III

OFFICERS

Section 1. Officers.

The officers of the Corporation shall be a President, Vice President and Secretary/Treasurer. Officers of the Corporation are also eligible to chair Standing and Ad Hoc Committees.

Section 2. Election.

The officers of the Corporation except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article shall be chosen by the Board of Directors through the Board Nominating Committee process, and each shall hold this office for a two year term.

Section 3. Subordinate Officers

The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation of Officers.

Subject to the rights, if any, of an officers under any contract or employment, any officer may be removed, wither with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 6. President.

Subject to such supervisory powers as may be given by the Board of Directors, the President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. He shall preside at all meetings of the Board of Directors. He shall be an ex officio member of all the Standing Committees, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. Vice President.

In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors of the Bylaws.

Section 8. Secretary/Treasurer.

This officer shall supervise the maintenance in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capita, earnings (or surplus) and shares. The books of account shall at all reasonable times be open to inspection by any Director.

ARTICLE IV

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The Corporation shall, to the maximum extent permitted by Section 5238 of the California Law, indemnify each of its agents against expenses, judgments, fines settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For purposes of this Section, an “agent” of the Corporation includes any person who is or was a Director, officer, employee, or agent of the Corporation. In order to meet any of its obligations under this Section, the Corporation may purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

ARTICLE V

CORPORATE RECORDS AND REPORTS

Section 1. Records.

The Corporation shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books and records of its business and properties and shall maintain minutes of the proceedings of the Board of Directors and Committees. All books, records and accounts shall be kept at its principal Executive Office in the State of California, as fixed by the Board of Directors from time to time.

Section 2. Inspection of Books and Records.

All books and records provided for in Section 6320 of the California Corporations Code shall be open to inspection of the Directors from time to time and in the manner provided in said Section 6310 through 6313.

Section 3. Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be kept at the Corporation’s principal Executive Office and shall be open to inspection by the Directors at all reasonable times during office hours, as provided in Section 5160 of the Corporations Code.

Section 4. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by the Board of Directors.

Section 5. Authority to Executive Contracts.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or render it liable for any purpose or to any amount, except as provided in Section 5214n of the Corporations Code.

Section 6. Annual Report to Directors.

The annual report to Directors shall be prepared and distributed within one hundred twenty (120) days of the close of the Corporation's fiscal year.

Section 7. Financial Statements.

A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared by the Corporation shall be kept on file in the principal Executive Office of the Corporation for twelve (12) months and each such statement shall be exhibited at all reasonable times to any Directors demanding an examination of any such statement or a copy shall be mailed to any such Director.

Section 8. Annual Statement of General Information.

Within ninety (90) days after the date of incorporation and annually thereafter, the officers of the Corporation shall prepare and file with the California Secretary of State a statement setting forth the information as requested by and in compliance with Section 6210 of the California Corporations Code.

Section 9. Other Reports.

On or before the fifteenth day of May of each year, the officers of this Corporation shall prepare and file with the California Attorney General, a Registry of Charitable Trusts Form CT-2 setting forth the information requested therein in compliance with Section 6324 of the California Corporations Code.

ARTICLE VI

FISCAL YEAR

The initial fiscal year of this Corporation shall commence upon the filing of the Articles of Incorporation of the Corporation with the California Secretary of State and shall end on December 31, 1983. Thereafter, the fiscal year of the Corporation shall be determined by the Board, and the 1993 – 1994 fiscal year shall begin on October 1 and end September 30.

ARTICLE VII

PROPERTY OF CORPORATION

Section 1. Property Used Exclusively for Charitable Purposes.

During the existence of this Corporation, the assets and property, including all personal property and all real property wherever situated, shall be irrevocable dedicated, held, used and applied exclusively to promote and further the general charitable purposes and objectives of the Corporation, as set forth in its Article of Incorporation.

No real property owned by the Corporation shall be conveyed or encumbered except by the authority of a two-thirds (2/3) majority vote of the Board of Directors. Any such conveyance or encumbrance shall be executed by the President of the Corporation in its name and such instrument shall be duly attested and sealed by the Secretary/Treasurer of the Corporation.

In the event of the sale, lease, conveyance, exchange, transfer or other disposition of all substantially all of the assets and property of the Corporation, the officers shall prepare and file with the California Attorney General's office a written notice of such sale, lease, conveyance, exchange, transfer or other disposition twenty (20) days prior to consummation of such transaction in accordance with Section 5913 of the California Corporations Code.

Section 2. Distribution of Assets Upon Dissolution.

The assets and property of this Corporation are irrevocable dedicated to charitable purposes, and no part of the net income or assets shall ever inure to the benefit of any private person. Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes, and which has been granted tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, provided that such distribution shall also comply with the provisions of Section 6715 and 5616 of the California Nonprofit Benefit Corporation Law pertaining to distributions of assets held under trust or subject to conditions imposed by donors or grantors.

ARTICLE VIII

AMENDMENT TO BYLAWS

Section 1. _____ By Directors.

Except as otherwise provided in these Bylaws, the Board of Directors may, by a vote of two-thirds (2/3) of the full Board, amend or repeal any of these Bylaws, or may adopt additional Bylaws, except that these Bylaws may not be amended, altered or modified in any manner which would alter the general charitable purposes of this Corporation or which would jeopardize the tax exempt status of this Corporation as a charitable organization under Section 501 (c) (3) of the Internal Revenue Code and Section 23701 (d) of the California Revenue and Taxation Code.

Section 2. _____ Record of Amendments.

Whether an amendment or new Bylaw is adopted, it shall be copied in the book of the Bylaws with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of the repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE IX

SEAL

The Corporate seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California".

ARTICLE X

PARLIAMENTARY PROCEDURE

All meetings of the Board of Directors, Standing and Ad Hoc Committees shall be governed by Robert's Rules of Order unless otherwise set forth by the Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of the Corporation; and
2. That the foregoing Bylaws constitute the Bylaws of the Corporation as adopted by the Board as of _____.

By: _____
(Name of Secretary/Treasurer)
Secretary/Treasurer