

BYLAWS
of
HAWAII STROKE COALITION
(a Hawaii nonprofit corporation)

(Chapter 414D, Hawaii Revised Statutes)

ARTICLE 1
GENERAL

SECTION 1.1 Principal Office. The principal office of the Corporation shall be maintained at such place within the State of Hawaii as the Board of Directors shall determine.

SECTION 1.2 Purpose. The Corporation is organized as a multidisciplinary community stakeholder organization composed of public, private, and non-profit healthcare organizations working together for the common purpose of improving stroke outcomes throughout Hawaii.

SECTION 1.3 Objectives. The Corporation's objectives shall be as follows:

(a) Review de-identified, aggregate, state-level and hospital-specific reports of stroke quality metrics such as thrombolytic treatment rates, compliance with target times for evaluation and treatment of stroke, and patient outcomes.

(b) Require all participating hospitals to report standard quality metrics in an existing, nationally recognized, and validated data platform available to the Hawaii Department of Health (“**DOH**”) and all participating hospitals.

(c) Determine an appropriate limited data set of quality metrics that will be required for hospitals participating in the stroke system of care to report.

(d) Analyze aggregate state-level and hospital-specific stroke quality data to determine gaps in care and identify potential interventions to improve public education, Emergency Medical Services (“**EMS**”) practices, communication between EMS and hospitals, and hospital practices.

(e) Advise EMS regarding appropriate triage of stroke patients to hospitals that are capable of providing safe and effective acute stroke care, including EMS diversion and bypass guidelines and guidelines for triage among hospitals that provide different levels of stroke care.

(f) Advise EMS regarding treatment protocols and guidelines for acute stroke patients at the scene and in transit to hospitals.

(g) Coordinate with EMS to provide prehospital notification of the impending arrival of stroke patients identified by the prehospital stroke recognition tool.

(h) Establish a multi-tiered recognition program for stroke care in Hawaii hospitals based on national organizations that accredit hospitals.

(i) For hospitals that do not pursue stroke accreditation from a national organization, establish minimum criteria that Hawaii hospitals must achieve in order to receive stroke patients from EMS.

(j) Plan and implement public programs to educate Hawaii residents and visitors about recognition of signs and symptoms of stroke, the availability of thrombolytic therapies within a limited time window, and the need to call 9-1-1.

(k) Provide a forum to compare and contrast stroke treatment rates, outcomes, and compliance with target times between Hawaii hospitals.

(l) Provide a forum for sharing best practices and stroke care pathways among Hawaii hospitals to improve outcomes, increase treatment rates, and provide faster and more efficient stroke treatment.

(m) Advise EMS and other medical transport organization regarding treatment guidelines for stroke patients during transport between medical facilities.

The Board of Directors may, from time to time, add to, delete, modify or prioritize the above objectives without amending these Bylaws at any meeting of the Board of Directors provided each objective as changed remains consistent with the Corporation's purpose. Any such change shall be recorded in the minutes of the meeting at which the change was approved.

SECTION 1.4 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

ARTICLE 2 MEMBERSHIP

SECTION 2.1 Membership. The initial members of the Corporation are the Hawaii hospitals listed on **Exhibit "A"** to these Bylaws.

SECTION 2.2 Additional Members. The Corporation's Board of Directors shall have the sole authority to admit new members and to fix the terms and conditions of membership, consistent with the Corporation's purpose.

SECTION 2.3 Membership Rights. Each member of the Corporation shall have the right to appoint one voting director to the Corporation's Board of Directors and one alternate to such director in the event that the director is unable to attend a Board of Directors Meeting.

SECTION 2.4 Membership Responsibilities. Each member hospital of the Corporation shall:

(a) Monitor compliance with Hawaii Stroke Coalition requirements for participation in the stroke system of care.

(b) Identify one named permanent voting director and one named alternate director who shall attend and participate in meetings of the Corporation's Board of Directors, either in-person, or by telecommunications.

(c) Incorporate prehospital notification of stroke patients from EMS into stroke care pathways.

(d) Enter required data into the quality improvement database designated by Hawaii Stroke Coalition for all patients with acute ischemic stroke, transient ischemic attack, spontaneous intracerebral hemorrhage, and subarachnoid hemorrhage who were treated in the Emergency Department and discharged or transferred to another facility.

(e) Commit to entering all required data identified by Hawaii Stroke Coalition into the quality improvement database.

(f) Enter data into the quality improvement database in a timely manner, within three months of the patient's presentation to the hospital.

(g) Commit to sharing stroke care pathways, order sets, patient education tools, and best practices within Hawaii Stroke Coalition.

(h) Notify the Chair in advance of any meeting of the Board of Directors if the director or alternate director appointed by the member is unable to attend.

SECTION 2.5 Governance Entrusted to the Board of Directors. Except for the right to appoint a director (and the director's alternate), the members of the Corporation shall not participate in the governance of the Corporation. The members as such shall not hold any meetings or otherwise be entitled to vote.

SECTION 2.6 No Liability. A member of the Corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the Corporation.

ARTICLE 3 BOARD OF DIRECTORS

SECTION 3.1 Composition of the Board. The Board shall be comprised of (a) the voting directors and their respective alternates appointed by the member hospitals pursuant to Section 2.3 above, (b) the ex-officio voting directors described in Section 3.3 below and the non-voting directors elected pursuant to Section 3.4 below.

SECTION 3.2 Directors Appointed by a Member. Any director (or alternate director) appointed by a member may be removed for any reason, with or without cause, and any vacancy in any directorship appointed in this manner may be filled, only by the member which appointed the director. The initial directors appointed by the initial members of the Corporation are listed on **Exhibit "A"** to these Bylaws.

(It is suggested that alternates attend all meetings of the Board of Directors to maintain familiarity with the Corporation's affairs and activities, but each director and/or alternate shall be entitled to only one vote.)

SECTION 3.3 Ex-Officio Directors. The individuals holding the governmental offices listed below from time to time, or their respective designees, shall be eligible to participate as ex-officio voting directors on the Board of Directors:

Emergency Medical Services and Injury Prevention System
Branch ("**EMSIPSB**")

Honolulu City and County EMS

Oahu American Medical Response ("**AMR**")

Maui AMR

Kauai AMR

Federal Fire Department EMS

Hawaii Fire Department EMS

Each of the officers listed above shall be contacted prior to the annual meeting of the Board of Directors required by Section 3.6 of these Bylaws to ascertain their willingness to serve as director of the Corporation for the ensuing year, i.e. until the next annual meeting of the Board of Directors.

The Board of Directors may at any meeting add or delete governmental offices or agencies from the above list. The initial ex-officio directors accepting appointment to the Board of Directors and the office or agency appointing them are listed on **Exhibit "A"** to these Bylaws.

SECTION 3.4 Elected Directors. In addition to the member-appointed and ex-officio directors described above, the Board of Directors may, at its annual meeting, appoint one or more non-voting elected directors. The individuals appointed as non-voting directors shall be limited to representatives of the agencies and organizations listed in **Exhibit "B"** to these Bylaws, provided, further, that the Board of Directors may at any time add or delete agencies or organizations from the **Exhibit "B"** list.

SECTION 3.5 Term of Elected Directors. The term of office of each director elected pursuant to Section 3.4 above shall be three (3) years; provided, however, that a director may be elected to a shorter term to accommodate staggering the terms of office of the elected directors such that the terms of office of approximately one-third (1/3) of the elected directors expire each year. Each director's term shall begin upon his or her election, and shall continue until his or her successor has been elected and qualified.

SECTION 3.6 Annual Meeting. The annual meeting of the Board of Directors shall be held in the first three months following the close of each fiscal year of the Corporation, the date of the meeting to be set by the Chair. At the annual meeting of the Board, the Board shall (a) appoint the officers of the Corporation, (b) fix the number of elected directors for the ensuing year and elect directors to fill any vacancies, (c) transact any general business that may be brought before the meeting, and (d) take such other corporate action as may be appropriate.

SECTION 3.7 Regular Meetings. The Board of Directors may establish regular meetings of the Board, to be held at such places and at such times as the Board may from time to time determine, provided that regular meetings shall be established at a minimum on a quarterly basis. When any such regular meeting or meetings shall be so established, no further notice thereof shall be required.

SECTION 3.8 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair, the Vice-Chair or by any three (3) voting directors.

SECTION 3.9 Notice of Special Meetings. Notice of meetings of the Board of Directors, stating the place, day and time thereof, shall be given to each director by the Secretary or by the person or persons calling the meeting: (a) by leaving the notice with the director personally or by leaving the notice at the director's residence or usual place of business at least three (3) days before the date of the meeting; (b) by personal telephone call to the director at least three (3) days before the date of the meeting; (c) by email, facsimile or other electronic notice to the director at the address specified by the director, at least three (3) days before the date of the meeting; or (d) by mailing the notice, first class postage prepaid, addressed to the director at the director's address as it is shown on the records of the Corporation, at least seven (7) days prior to the time of the meeting. The notice of meeting shall include the agenda for the noticed meeting.

SECTION 3.10 Waiver of Notice. A director may waive any notice in writing signed by the director and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director at the beginning of the meeting or prior to the vote on a matter not properly noticed objects to lack of notice and does not thereafter vote for or assent to the objected to action.

SECTION 3.11 Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place as is stated in the call for the meeting.

SECTION 3.12 Quorum and Vote. Unless otherwise required by law, the Articles or these Bylaws, a quorum of the Board of Directors consists of a two-thirds majority of the voting directors in office immediately before a meeting begins. Unless otherwise required by law, the Articles or these Bylaws, if a quorum is present a two-thirds majority vote of the voting directors present is the act of the Board.

SECTION 3.13 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by two-thirds of the directors entitled to vote on the subject matter of the meeting. The consent shall be filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. The notice to each director requesting Board action, and the vote or consent in response thereto, may be conducted online.

SECTION 3.14 Participation by Conference Telephone. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can simultaneously hear each other. Participation by this means shall constitute presence in person at a meeting.

SECTION 3.15 Removal of Directors. An elected director may be removed with or without cause by the vote of two-thirds of the voting directors then in office, provided that the meeting notice states that one of the purposes of the meeting is removal of the director. Any elected director may be removed for missing three out of five consecutive meetings.

SECTION 3.16 Director Vacancies. Any elected director vacancy occurring in the Board of Directors may be filled by the majority vote of the voting directors then in office. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

SECTION 3.17 Powers. Except as otherwise provided in the Hawaii Nonprofit Corporations Act, all corporate powers shall be exercised by or under the authority of the Board of Directors, including the management of the Corporation's affairs.

SECTION 3.18 Compensation and Loans. Directors shall serve without remuneration. The Board of Directors may provide for reimbursement of all or part of directors' expenses associated with attending Corporation meetings. The Corporation may not lend money to or guaranty the obligation of a director of the Corporation. The fact that a loan or guaranty is made in violation of this section shall not affect the borrower's liability on the loan.

SECTION 3.19 Executive Committee. The Corporation shall have an Executive Committee comprised of the officers of the Corporation holding the offices listed in Section 4.1 of these Bylaws and between three (3) and seven (7) officers

including six (6) voting directors (including up to six (6) ex-officio voting directors) and one (1) non-voting Elected Director appointed by the Board of Directors for two-year terms. The Corporation's Chair shall serve as chair of the Executive Committee. The Committee shall meet on a regular basis with meetings scheduled between the regular meetings of the Board of Directors. The Executive Committee shall have authority to set the agenda for Board of Director meetings, to discuss business objectives and strategy including quality control, and – when time is of the essence – to exercise the powers and authority of the Board of Directors to direct the business and affairs of the Corporation between meetings of the Board. The minutes of each meeting of the Executive Committee will be provided to the Board of Directors.

SECTION 3.20 Other Committees of the Board. The Board of Directors, by resolution adopted by the Board, may designate and appoint one or more additional committees of the Board.

(a) The creation of the committee and appointment of members to it must be approved by a majority of all voting directors in office when the action is taken.

(b) The provisions in these Bylaws relating to the Board's meetings, action without meetings, notice, waiver of notice, quorum and voting shall apply to committees of the Board (including the Executive Committee) and their members.

(c) To the extent provided by the Board, each committee of the Board may exercise the Board's authority; provided, however, a committee of the Board may not:

(i) Authorize distributions;

(ii) Approve or recommend to members dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(iii) Elect, appoint or remove directors or fill vacancies on the Board or on any of its committees;

(iv) Adopt, amend or repeal the Articles of Incorporation or Bylaws;

(v) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property.

(d) The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct required by law.

ARTICLE 4 OFFICERS

SECTION 4.1 Appointment and Term. The officers of the Corporation shall include a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Chair and Vice-Chair shall be appointed by the Board of Directors for a two-year term, with the Vice-Chair succeeding to the office of Chair on the expiration of the Chair's two-year term. The Secretary and the Treasurer shall be appointed by the Chair.

SECTION 4.2 Other Officers and Agents. The Board of Directors may appoint or employ such other officers as may be deemed proper, who shall serve at the pleasure of the Board and who shall have such powers and duties as may be assigned to them by the Board. The authority to employ agents and employees and fix their powers and duties may be delegated by the Board to any person. Any officer of the Corporation may also be a subordinate officer, agent or employee of the Corporation.

SECTION 4.3 Salaries. The salaries and compensation, if any, of all officers, subordinate officers, agents and employees shall be determined by the Board of Directors.

SECTION 4.4 Bonds. Any officer, subordinate officer, agent or employee may be required by the Board of Directors to give a surety company bond for the faithful discharge of such person's duties in such sum as the Board may require and such bond shall be deposited as the Board may direct.

SECTION 4.5 Chair. The Chair shall preside at all meetings of the Board of Directors and shall fix the agenda for each meeting. The Chair shall be the chief executive officer of the Corporation, shall exercise general supervision and direction over the management and conduct of the affairs of the Corporation subject to the supervision of the Board of Directors and shall have the right to inspect at all times any and all of the records, accounts and property of the Corporation. The Chair shall also have such other powers and duties as are given elsewhere by law or in these Bylaws and as may be assigned from time to time by the Board. The Chair shall be authorized to sign, any deed, bond, or contract expressly authorized by the Board of Directors. The Chair shall serve for a two-year term.

SECTION 4.6 Vice-Chair. The Vice-Chair shall assume and perform the duties of the Chair in the absence or disability of the Chair or whenever the office of Chair is vacant. The Vice-Chair shall have such other powers and duties as may be given to such Vice-Chair by law or in these Bylaws and as may be assigned from time to time by the Board of Directors. The Vice-Chair shall be selected from the voting directors of the Board of Directors, shall serve for a two-year term, and shall succeed to the office of Chair upon expiration of the Chair's two-year term.

SECTION 4.7 Secretary/Treasurer. The Secretary/Treasurer shall give all notices provided by these Bylaws and shall have such other powers and perform the duties incidental to the office of the Secretary/Treasurer and such other powers and duties

as may be provided in these Bylaws or as may be assigned from time to time by the Board. If the Secretary/Treasurer shall not be present at any meeting, the presiding officer shall appoint a secretary pro tempore who shall keep the minutes of such meeting and record them in the books provided for that purpose.

SECTION 4.8 Other Officers. Any other officers appointed by the Board shall have such powers and duties as may be given to them by law or in these Bylaws and as may be assigned from time to time by the Board of Directors.

SECTION 4.9 Removal of Officers. The Board of Directors may, at any time, remove from office or discharge from employment, any officer, subordinate officer, agent or employee appointed by it or by any person under authority delegated by it, except so far as such removal would be contrary to law.

SECTION 4.10 Loans to Officers Prohibited. The Corporation may not lend money to or guaranty the obligation of an officer of the Corporation. The fact that a loan or guaranty is made in violation of this section shall not affect the borrower's liability on the loan.

ARTICLE 5 EXECUTION OF INSTRUMENTS

SECTION 5.1 Authorized Signatures. All checks, drafts, notes, bonds, acceptances, deeds, proprietary leases, contracts and all other instruments shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors, and, in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the Chair.

ARTICLE 6 RECORDS

SECTION 6.1 Corporate Records. The Corporation shall keep and maintain such records as are required by law, including without limitation: minutes of all meetings of its members and Board of Directors; a record of all actions taken by the members or directors without a meeting; a record of all actions taken by committees of the Board of Directors; appropriate accounting records; a record of the members of the Corporation, including their name and address; the Corporation's Articles of Incorporation and Bylaws, and all amendments thereto then in effect; the Corporation's three latest annual financial statements; a list of the names and business or home addresses of the Corporation's current directors and officers; and a copy of the latest domestic nonprofit corporate annual report form filed with the Department of Commerce and Consumer Affairs.

ARTICLE 7
STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS,
LIMITATION OF LIABILITY

SECTION 7.1 Standards of Conduct for Officers and Directors; Limitation of Liability. Officers and directors shall discharge their duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer or director reasonably believes to be in the best interests of the Corporation. In discharging their duties, officers and directors are entitled to rely on information, opinions, reports, and statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the officer or director reasonably believes are within the person's professional or expert competence; and (c) for directors, a committee of the Board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence. An officer or director is not acting in good faith if the officer or director has knowledge concerning the matter in question that makes reliance unwarranted. Officers and directors shall not be liable to the Corporation or any third party for any action taken or not taken as an officer or director if they discharged their duties in compliance with the above standards. Notwithstanding the above, any person who serves as a director or officer of the Corporation without remuneration or expectation of remuneration shall not be liable for any damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform duties of, the position to which the person was elected or appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

SECTION 7.2 Director Conflict of Interest Transaction. A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair to the Corporation at the time it was entered into or is approved as provided in accordance with the standards and proceedings specified in (a) the Hawaii Nonprofit Corporations Act or any successor statute thereto, and (b) any other applicable federal or state law.

SECTION 7.3 Directors not Liable as Trustees. A director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

SECTION 7.4 Liability for Unlawful Distributions. Unless a director complies with the standards of conduct governing the director's discharge of duties set forth in Section 7.1 above, a director who votes for or assents to a distribution made in violation of the Hawaii Nonprofit Corporations Act, or any successor statute thereto, shall be personally liable (to the extent required by law) to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating such laws.

ARTICLE 8
INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 8.1 Indemnification. The Corporation may indemnify each director, officer, employee or other person acting on behalf of the Corporation ("Agent") who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding") -- other than an action by or in the right of the Corporation -- by reason of the fact that such person is or was an Agent of the Corporation against the obligation to pay a judgment, settlement, penalty or fine, or reasonable expenses actually incurred by the Agent in connection with the proceeding ("liability") if the Agent acted in good faith and in a manner that the Agent acting in an official capacity reasonably believed to be in the best interests of the Corporation, or, if the Agent was not acting in an official capacity, not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe that the Agent's conduct was unlawful.

SECTION 8.2 Prohibition. Notwithstanding the above, the Corporation may not indemnify a director's liability where the director's liability has been determined:

- (a) in connection with a proceeding by or in the right of the Corporation;
- or
- (b) in connection with any other proceeding whether or not involving action in an official capacity, in which the director was found liable on the basis of the director's improper receipt of a personal benefit.

SECTION 8.3 Limitation. Indemnification permitted in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

SECTION 8.4 Expenses. To the extent that an Agent has been wholly successful on the merits or otherwise in defense of any proceeding to which the Agent was a party because the Agent is or was an Agent of the Corporation, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

SECTION 8.5 Determination and Authorization. The Corporation may not indemnify a director unless authorized in the specific case after a determination has been made that the director has met the standard of conduct set forth in Section 8.1 above. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who are not at the time parties to the proceeding. If such quorum cannot be obtained, the determination shall be made by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate) consisting solely of two or more directors who are not at the time parties to the proceeding. If such a committee cannot be designated, the determination shall be

made by special legal counsel selected by majority vote of the full Board (in which selection directors who are parties may participate).

SECTION 8.6 Advancement of Expenses. Expenses, including counsel fees, incurred by an Agent in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in a particular case, provided:

(a) the Agent furnishes the Corporation with a written affirmation of the Agent's good faith belief that the Agent has met the standard of conduct described in Section 8.1 above;

(b) the Agent agrees in writing, by the Agent's unlimited general obligation, to repay the advance if it is ultimately determined that the Agent did not meet the standard of conduct; and

(c) a determination is made that the facts then known to the Board, committee or legal counsel authorizing the advance would not preclude indemnification under Section 8.1 above.

Any decision to advance expenses under this section shall be made in the same manner specified in Section 8.5 above.

SECTION 8.7 Non-Exclusive Rights. The immunity from liability and the indemnification provided for in this Article shall not be deemed exclusive and shall be in addition to any rights to which any Agent of the Corporation may otherwise be or become entitled by law, by resolution or by contract, provided that the resolution or contract is consistent with the standards set forth in Section 8.1 above and the Hawaii Nonprofit Corporations Act.

SECTION 8.8 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in his capacity as an Agent of the Corporation or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against such liability under the provisions of this Article.

SECTION 8.9 Definitions. For purposes of this Article, "Agent" shall mean any person who is or was a director, officer, committee member, or volunteer of the Corporation, and shall include a director who serves at the Corporation's request as a director, officer, employee or agent of another business. ("Director" includes the estate or personal representative of a director unless the context requires otherwise.)

ARTICLE 9 AMENDMENTS TO BYLAWS

SECTION 9.1 Procedure. These Bylaws may be altered, amended, or repealed by the Board of Directors of the Corporation, at a meeting duly called and held if notice of the proposed amendments shall have been given in the call for such meeting.

SECRETARY'S CERTIFICATE

HAWAII STROKE COALITION
(a Hawaii nonprofit corporation)

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of Hawaii Stroke Coalition, and that the attached Bylaws were duly adopted by said Corporation at a meeting held on _____, 2018 and are currently effective.

Date: _____

Secretary

EXHIBIT "A"
Initial Members and Directors of the Corporation

Hawaii Stroke Coalition Board of Directors

Hospital Appointed Directors

Queen's Medical Center Punchbowl
Kazuma Nakagawa

Queen's Medical Center West Oahu
Evan Grosjean

North Hawaii Community Hospital
JoAnn Sarubbi

Molokai General Hospital
Mike Mullen

Kuakini Medical Center
Diana Adams

Castle Medical Center
Sarah Janoian

Straub Clinic & Hospital
Darla Sabry

Wilcox Memorial Hospital
Lorri Pilkington

Pali Momi Medical Center
David Nguyen

Wahiawa General Hospital
Danny Bamber

Kaiser Moanalua Medical Center
Todd Devere

Hilo Medical Center
Rebecca Moore

Kona Community Hospital
Rich McDowell

Maui Memorial Medical Center
Cordia Wan

Kauai Veterans Medical Hospital
Myra Elliott

Tripler Army Medical Center
Carmina Domingo

Rehabilitation Hospital of the Pacific
Timothy Roe

Ex-Officio Directors

Emergency Medical Services and Injury Prevention System
Al Bronstein

Honolulu City & County Emergency Medical Services
Ian Santee

Oahu American Medical Response
Libby Char

Maui American Medical Response
Curt Morimoto

Kauai American Medical Response
Tito Villanueva

Federal Fire Department EMS
Jim Fitch

Big Island Fire Department EMS
Chris Honda

EXHIBIT “B”
List of Agencies and Organizations
From Which Non-Voting Directors May be Elected

American Heart Association
Healthcare Association of Hawaii
Hawaii Department of Health
Hawaii Neurological Society
American College of Emergency Physicians
Critical Access Hospitals
Professional societies
Healthcare industries
Government agencies
Patient advocacy groups
Public
Others