

PROPOSED AMENDED and RESTATED
BYLAWS OF THE
PINEY WOODS REGIONAL ADVISORY COUNCIL
TRAUMA SERVICE AREA G (RAC-G)

ARTICLE I
BOARD OF DIRECTORS

Section 1. RAC-G. The principal office of the non-profit Corporation shall be in the State of Texas.

Section 2. RAC-G registered Agent is President/CEO of RAC-G Corporation.

The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Texas as required by the State of Texas Nonprofit Corporation Act. RAC-G operates exclusively as an exempt organization under Section 501c3 of the Internal Revenue Code or corresponding provisions of any future federal tax laws and regulations.

The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II
PURPOSES

The purposes for which the Corporation, known as RAC-G, exists are to provide a comprehensive continuum of quality support, a unified regional network, and medical coordination of Trauma, EMS, Acute Care, and Disaster Preparedness.

This organization will maintain a System Plan based on standard guidelines set forth by the Texas Department of State Health Services for comprehensive Trauma, EMS, and Acute Care System Development.

ARTICLE III
BOARD OF DIRECTORS

RAC-G Membership should represent TSA-G's Hospitals, EMS Providers, Long Term Care Facilities, Affiliates, and Associate Members.

Section 1. Qualifications. The Board of Directors shall determine and outline the qualifications, dues, terms, and other conditions of each category of membership in separate documents.

Section 2. Voting Rights. Only members in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 3 (below) and vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings but may not vote.

Section 3. Board Meetings.

a. There shall be scheduled meetings of the board members upon certain dates, time, and place as determined. During a session, voting members shall have the right to vote on the following matters only: election of the Board of Directors and officers, approval of the annual budget as presented, financial reports presented by Certified Public Accountant, and the acceptance of any amendments to the Bylaws that may be proposed by the Board.

a. Special Called meetings of the members may be called by the Chair of the Board or upon the request of the voting members. Members shall receive not less than five days prior written notice of Special Meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these bylaws, and the notice shall state the purposes of the Special Called meeting.

Section 4. Quorum and Voting. Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 50 percent of the total voting members present in person. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 5. Removal. Any member may be removed from membership by a majority vote of the Board of Directors only for cause, defined as failure to participate in seventy-five percent attendance of the scheduled meetings. Any Board member must first be notified by written notice at least five days prior to a meeting at which the vote takes place.

ARTICLE IV
EXECUTIVE OFFICERS OF THE BOARD

Section 1. POSITIONS. The Executive Officers (Directors) consist of the following nine positions:

Chairman of the Board
Vice-Chair of Medical Affairs
Chair-Elect
Past Chair
Secretary
Treasurer
Finance Committee Chair
Ex Officio by virtue of office for Public Affairs
Ex Officio Officer by virtue of office for Education

(Non-Voting Member of the Executive Board) President/CEO of RAC-G

Section 1. TERM OF OFFICERS.

The Executive Officers shall serve a three-year term based on the Fiscal Year of RAC-G's State Contract dates, September to August.

Section 2. Election and Term of Office. The Executive Officers of the Board of Directors shall be elected by the voting members at the annual meeting of the members. Officers are elected to serve a three year term and if elected again may serve a second term.

Section 3. Resignation. Any Executive Officer may resign at any time by giving written notice to the Chairman of the Board of Directors or the President/CEO of RAC-G. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof, as determined by next-in-line Officer of the Board of Directors.

Section 4. Removal. Any Executive Officer may be removed from such office, with or without cause, by a majority vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

Section 5. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

ARTICLE V
MEETINGS OF THE BOARD

Section 1. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day, and place as shall be designated by the President/CEO of the Corporation.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chairman of the Board or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 3. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 10 days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice

Section 4. Quorum. A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the

Board of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Officer and Director shall have one vote. Voting by proxy shall not be permitted. In the event of pandemic, Directors may utilize electronic voting methods as determined by Chair of the Board of Directors.

Section 6. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the Directors.

Section 7. Virtual Meeting. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear/see each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 8. Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall be as determined by the voting members.

ARTICLE VI Conflict of Interest

(a) In the event that any Director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(b) No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE VII
STANDARD COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, designate and appoint Standard Committees, each consisting of one Director who serves as Chairman of the said Standard Committee with RAC-G's Membership of the discipline they represent.

Acute Care
Air Medical
Coalitions
Emergency Ops
Finance
Hospital Care Coalitions' Governance
NICU-Maternal Child/Woman's Health
Trauma Care/Performance
Physician's Quality Review/Research
Pre-Hospital
STEMI
Stroke

Section 1. Election of Chair. The Directors of the Corporation serve as Chairs of said Standard Committees representing their clinical discipline. They shall be elected by the Executive Officers of Board of Directors for RAC-G.

Section 2. Committee Meeting must be scheduled prior to the General-HCC Assembly. An printed Agenda must be distributed to members of committee at least ten (10) days prior to the scheduled meeting. Minutes of meeting will be submitted to the RAC-G Office five day after the meeting has transpired. The Director will be prepared to give a review of their Standard Committee's most recent meeting to the upcoming Board of Directors' meeting.

Section 3. Term of Office. The Directors of the Corporation shall be installed during a called meeting at which they are elected and shall hold office at least three years or until their respective successors shall have been duly elected.

Section 4. Resignation. Any Director (Chair of a Standard Committee) may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any Director may be removed from such office, with or without cause, by a majority vote of the voting members at any regular or special meeting of the members expressly for that purpose.

Section 6. Vacancies. A vacancy in any Standard Committee shall be filled by the election by the said Standard Committee members and selected person presented to the Executive Board of Directors for approval.

Section 7. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 8. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 9. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VIII OPERATIONS

Execution of Documents

Unless expressly authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments in the name of and on behalf of the Corporation shall be signed and directed by the President/CEO and the Board Chair, according to the general authorization of the Board.

Disbursement of Funds

Financial transactions, \$5000 or more and are not included in the annual budget, shall require majority approval of the Board of Directors or Executive Board if a majority of the Board of Directors is not immediately available to vote on the transaction.

In all other transactions, the President/CEO or Board Chair may dispense with the Corporation's purposes as set out in the Bylaws. Notwithstanding the above, all checks disbursing funds from any of the Corporation's accounts shall require two signatures.

Records

The Corporation will keep correct and complete records of account and keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

Any Director may inspect all books and records of this Corporation for any purpose at any reasonable time on written demand.

Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

Amendments

The Bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

Audit

The Corporation shall have an annual audit to be completed by April 30 of each year for the previous fiscal year provided the total funds disbursed to the RAC meets the Contractual Agreement requiring a Single Audit to be performed.

CERTIFICATION

We certify that these Amended and Restated Bylaws were adopted by the Board of Directors of RAC-G at its meeting held on _____.

Board Chair

Treasurer

Secretary

Ink Signed Certification of these Bylaws is filed in the RAC-G Office, Governing Document File

**ARTICLE IX
AMENDMENTS TO BYLAWS**

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority of the voting members at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.

Approved as Presented on _____
Date

