



# East Texas Gulf Coast Regional Trauma Advisory Council

## Bylaws

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3/21/2019



**BYLAWS OF THE  
EAST TEXAS GULF COAST  
REGIONAL TRAUMA ADVISORY COUNCIL  
For TRAUMA SERVICE AREA – R**

These bylaws (hereinafter referred to as the "Bylaws") govern the affairs of the East Texas Gulf Coast Regional Trauma Advisory Council (hereinafter referred to as "RAC-R")

**ARTICLE I**

**Name**

1.1 The official name of this organization shall be the East Texas Gulf Coast Regional Trauma Advisory Council (RAC-R).

1.2 The principal place of business of RAC-R shall be as listed with the Secretary of the State of Texas unless and until determined otherwise by the Board of Directors.

**ARTICLE II**

**Definitions**

2.1 RAC-R exists to facilitate the development, implementation and operation of an integrated emergency healthcare system founded on accepted evidence-based or standards of care principles to decrease morbidity and mortality.

2.2 The nine Texas counties comprising Trauma Service Area (TSA) – R include: Brazoria, Chambers, Galveston, Hardin, Jasper, Jefferson, Liberty, Orange, and Newton counties.

2.3 The composition of RAC-R may be changed if a county requests realignment into or out of TSA-R to another bordering TSA pursuant to requirements and approval of the Texas Department of State Health Services (DSHS).

2.4 Participants of RAC-R may include, but are not limited to, interested healthcare facilities, organizations, agencies, entities, advocates and professional societies providing or involved in healthcare, education, injury prevention, rehabilitation and emergency preparedness and/or response within TSA-R.

## **ARTICLE III**

### **Purpose**

3.1 The mission of RAC-R is to promote, develop and maintain a comprehensive EMS, trauma and acute care system that will meet the needs of all patients and that will raise the standards for community healthcare by implementing innovative techniques and systems for the delivery of emergency care for our community.

3.2 The philosophy of RAC-R:

3.2.1 We prepare through research, education, injury prevention, and emergency management.

3.2.2 We support through protocol development, resources, communications, and advocacy.

3.2.3 We respond to the needs of the healthcare community, partners, and the State of Texas.

## **ARTICLE IV**

### **Membership**

4.1 Membership in RAC-R shall include:

Voting Membership

- Healthcare Members

Non-Voting Membership

- Associate Members

The requirements and eligibility for membership in RAC-R include submission of a complete membership application, initial and annual payment of membership dues and Board of Directors approval. Additional membership criteria can be found in the related RAC-R Standard Operating Procedure (SOP).

4.2 Membership Categories

4.2.1 Voting Members

4.2.1.1 EMS Members—EMS organizations, licensed by the Texas Department of State Health Services, operating within TSA-R providing 911 Emergency Service or emergency transport.

4.2.1.2 Hospital Members—Hospitals licensed by the Texas Department of State Health Services and operating within TSA-R.

4.2.1.3 Hospital Districts as defined in the Texas Health and Safety Code.

4.2.1.4 First Responder Organizations (FRO) licensed by the Texas Department of State Health Services and operating within TSA-R.

4.2.1.5 Each Member shall have one vote.

4.2.1.6 Individuals or organizations not identified above shall be eligible for Associate membership.

4.2.1.6.1 Associate Members are non-voting.

#### 4.2.2 NON-Voting Members

4.2.2.1 Associate Members may consist of, but are not limited to groups who are considered stakeholders:

4.3 Final determination of Member or Associate Membership status shall be approved by the Board of Directors.

#### 4.4 Equal Opportunity and Access to Participation

4.4.1 RAC-R shall maintain equal opportunity and access to all its members for fair representation and participation.

4.5 RAC-R shall assure that dues, fees or other financial incentives do not determine the number of votes awarded to a voting member.

4.6 In order to retain voting privileges, members shall maintain active and consistent participation according to the related RAC-R SOP.

4.7 RAC-R shall assess dues and fees based on a schedule that has been

approved at a General Assembly Meeting according to the related RAC-R SOP.

4.7.1 Dues and fees will be changed by a majority vote of the present and eligible members of the General Membership.

4.8 RAC-R, it's members or committee members may not participate in legislative activity in the name of the RAC except with approval of the RAC Board of Directors. RAC members are not prohibited from representing themselves or other entities in the legislative process.

## **ARTICLE V**

### **Officers**

5.1 The officers of RAC-R and its Board of Directors are: Chair, Vice Chair, Secretary and Treasurer and shall be known as the Board Officers. The remainder of the Board of Directors will be known as Board Members as specifically described in Article VII.

### 5.2 Nomination and Election

5.2.1 Officers of the Board of Directors are elected by the Board of Directors

5.2.2 The Chair shall be responsible for assuring a slate of nominees for each expiring position.

5.2.3 Board Members may also offer nominations for Board Officer Positions.

5.2.3 Nominees must accept the nomination prior to the election.

5.2.4 Officers shall be elected during the fourth quarter of each fiscal year, but after the election of Board Members.

5.2.4.1 A quorum is required in order to hold the election.

5.2.4.2 Elections shall be decided by a simple majority of the Board once a quorum has been established.

5.2.4.3 Officers take office in September.

### 5.3 Chair

#### 5.3.1 Job Description

5.3.1.1 The Chair shall set the agenda and preside at all General Membership and Board of Directors meetings and shall have the authority to call emergency or special meetings of the Board of Directors in accordance with related RAC-R SOP.

5.3.1.2 The Chair shall appoint a voting member representative as an interim officer to fill any vacancy until a replacement is duly elected.

5.3.1.3 The Chair shall have the authority to appoint the chairs of all committees or workgroups.

5.3.1.4 The Chair represents RAC-R at Governor's EMS and Trauma Advisory Council (GETAC) meetings and other meetings as necessary.

5.3.1.5 The Chair is obligated to communicate appropriate information to whatever audience may be warranted, based on information received.

5.3.1.6 The chair shall have check signing privileges according to the related RAC-R SOP.

5.3.1.7 The Chair, as a member of the Board of Directors participates in the hiring and/or firing of the Executive Director.

5.3.1.8 The Chair shall vote only in the case of a tie.

#### 5.3.2 Term of Office

5.3.2.1 The duration of the Chair term shall be one year with no term limits. The Chair ascends from Vice Chair.

5.3.2.2 In the event the Chair is unable to fulfill the term, the Vice Chair shall ascend to Chair. The term of the new Chair shall be the remainder of the unfulfilled term of the previous chair plus the one-year term that would have been served originally.

#### 5.4 Vice Chair

##### 5.4.1 Job Description

5.4.1.1 The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercises the powers of the Chair, and shall perform such other duties as prescribed by the Board of Directors.

5.4.1.2 The Vice Chair is a member of the Finance Committee.

5.4.1.3 The Vice Chair may represent RAC-R at Governor's EMS and Trauma Advisory Council (GETAC) meetings and other meetings as necessary.

5.4.1.4 The Vice Chair is obligated to communicate appropriate information to whatever audience may be warranted based on Information received.

5.4.1.5 The Vice Chair shall have check signing privileges according to the related RAC-R SOP.

5.4.1.6 The Vice Chair, as part of the Board of Directors, participates in the hiring and/or firing of the Executive Director.

#### 5.4.2 Term of Office

5.4.2.1 The duration of the Vice Chair term shall be one year with no term limits. Nominations for Vice Chair shall come from the Board of Directors. The nominee for Vice Chair must be affiliated with a member organization of RAC-R in good standing. The Vice Chair shall ascend to Chair. In the event the Vice Chair is unable to fulfill the term, there shall be an election at the next Board of Director's meeting to replace the Vice Chair.

### 5.5 Secretary

#### 5.5.1 Job Description

5.5.1.1 The Secretary shall be responsible for the minutes and records of all general membership and Board of Directors meetings and shall sign the minutes of the board meetings after approval of the Board.

5.5.1.2 The Secretary is responsible for voting actions and a list of designated members at each Board of Directors and General Membership meeting to identify members in good standing for voting purposes.

5.5.1.3 The Secretary works with staff to coordinate meeting notification correspondence and support to include meeting location, date, time and agenda.

5.5.1.4 The Secretary is familiar with and refers to, for guidance, "Robert's Rules of Order, Revised".

5.5.1.5 The Secretary may represent RAC-R at Governor's EMS and Trauma Advisory Council (GETAC) meetings and other meetings as necessary.

5.5.1.6 The Secretary is obligated to communicate appropriate information to whatever audience may be warranted, based on information received.

5.5.1.7 The Secretary, as part of the Board of Directors, participates in the hiring and/or firing of the Executive Director.

## 5.5.2 Term of Office

The duration of the Secretary term shall be one year with no term limits. Nominations for Secretary shall come from the Board of Directors. The nominee for Secretary must be affiliated with a member organization of RAC-R in good standing. In the event the Secretary is unable to fulfill the term, there shall be an election at the next Board of Director's meeting to replace the Secretary.

## 5.6 Treasurer

### 5.6.1 Job Description

5.6.1.1 The Treasurer oversees the financial records of RAC-R.

5.6.1.2 The Treasurer is the chair of the Finance Committee.

5.6.1.3 The Treasurer shall make a current financial statement available on a scheduled basis, no less than every General Membership meeting.

5.6.1.4 The Treasurer makes provisions for an outside annual audit review.

5.6.1.5 The Treasurer shall have check signing privileges according to the related RAC-R SOP.

5.5.1.6 The Treasurer may represent RAC-R at Governor's EMS and Trauma Advisory Council (GETAC) meetings and other meetings as necessary.

5.5.1.7 The Treasurer is obligated to communicate appropriate information to whatever audience may be warranted, based on information received.



5.6.1.8 The Treasurer, as part of the Board of Directors, participates in the hiring and/or firing of the Executive Director.

#### 5.6.2 Term of Office

5.6.2.1 The duration of the Treasurer term shall be one year with no term limits. Nominations for Treasurer shall come from the Board of Directors. The nominee for Treasurer must be affiliated with a member organization of RAC-R in good standing. In the event the Treasurer is unable to fulfill the term, there shall be an election at the next Board of Director's meeting to replace the Treasurer.

## ARTICLE VI

### BOARD OF DIRECTORS

#### 6.1 Members of the Board of Directors

6.1.1 The Board of Directors shall consist of 12 members All board members must be participating members in good standing.

6.1.1.1 EMS Representatives (3 positions) elected at large, one of which may be held by a First Responder Organization.

6.1.1.2 Hospital Representatives (3 positions) elected at large. At least two positions shall be held by a trauma designated hospital and one shall be held by the representative of the highest level designated trauma facility.

6.1.1.3 Air Medical Representative (1 position) elected at large, to be held by a flight service that operates within the counties that comprise TSA-R. This agency may be either rotor or fixed wing.

6.1.1.4 Maternal Representative (1 position) elected at large, to be held by a designated maternal facility of any level.

6.1.1.5 Acute Care Representative (1 position) elected at large, to be held by an acute care hospital.

6.1.1.6 Members (3 positions) elected at large. The Positions may include but are not limited to public health, industry, law enforcement, other health care providers, emergency management, business professionals, etc. to provide diversity to the RAC-R Board of Directors.

6.1.1.7 There shall be rotating terms and one-third of the Board shall be elected annually. A representative from each group (EMS, Hospital, and Members at large) shall be elected annually. Each term shall be for a period of three years.

6.1.1.8 Board members shall be required to attend 75% of all board meetings.

## 6.2 Election, Removal, and Vacancies of the Board of Directors

6.2.1 The directors will be elected by a majority vote of the present and eligible members, that are authorized representatives, of the general membership. Each elected director will hold office until whichever of the following occurs first: (a) a successor is elected, (b) resignation, (c) removal from office by the members, Board of Directors, or (d) death.

6.2.2 Any vacancy occurring in the Board of Directors may be filled by a majority vote of the present and eligible voting members of the Board of Directors.

6.2.3 Any director may be removed with or without cause at any regular or special meeting of the Board of Directors by a majority vote of the Board constituting a quorum, provided that proper notice of the intention to act on the matter has been given in the notice of the meeting. The board may meet in closed session to discuss the pending action. Action must be taken in an open board meeting and the cause of the removal must be stated.

6.2.4 The Chair of the Board of Directors shall annually appoint three members in good standing to an ad hoc nominating committee no later than January.

6.2.4.1 The members of the nominating committee shall present a slate of nominees to eligible positions on the Board of Directors in the first quarter of the year. After approval by the Board of Directors the proposed ballot will be sent to the Membership for review.

6.2.4.2 Voting for the Members of the Board of Directors shall occur at a General Assembly Meeting in the second quarter of the year.

## 6.3 Duties of the Board of Directors

6.3.1 The RAC-R Board of Directors shall act on behalf of the organization and has the principal responsibility for the organization's mission, and the legal accountability for its operations.

6.3.2 The Board of Directors shall determine RAC-R's mission and purpose.

6.3.2.1 The Board shall create a strategic plan containing a statement of the organization's mission and purpose, and review it periodically for accuracy and validity.

6.3.2.2 Each Board member should fully understand and support the organization's mission and the strategic plan.

6.3.3 The Board shall ensure effective organizational planning.

6.3.3.1 The Board must actively participate with staff in the overall planning process and assist in implementing organizational goals.

6.3.3.2 The Board shall set policy through the development of strong organizational plans including, but not limited to, organizational bylaws, SOPs and the strategic plan.

6.3.4 The Board shall ensure adequate resources for RAC-R to fulfill its mission and shall manage those resources effectively.

6.3.4.1 The Board shall ensure that adequate financial controls are in place to safeguard its resources and preserve the tax-exempt status of the organization.

6.3.4.2 The Board shall actively participate in the development of the annual budget.

6.3.5 The Board shall ensure that RAC-R's programs and services are consistent with the organization's mission and shall monitor their effectiveness.

6.3.6 The Board shall ensure legal and ethical integrity and maintain accountability.

6.3.6.1 The Board shall establish pertinent organizational policies and procedures.

6.3.6.2 The Board shall adhere to provisions of the organization's bylaws and articles of incorporation.

6.3.7 The Board shall train new Board members and assess Board performance.

6.3.8 The Board of Directors shall be responsible for RAC-R's statement of position in matters of activism, advocacy and/or organizational endorsement. If

time constraints do not allow for position development by full Board consensus the responsibility shall be delegated to the Officers of the Board of Directors.

6.3.9 Each member of the Board of Directors shall perform his or her duties in good faith and in a manner he or she reasonably believes to be in the best interest of RAC-R.

6.3.9.1 Each Board member shall perform his or her duties with such care as an ordinarily reasonable and prudent person in a like position with respect to a similar corporation would use under similar circumstances.

6.3.9.2 Each Board member shall read and attest to the RAC-R SOP on Conflict of Interest at least annually.

6.3.9.3 Each Board member shall complete training related to the roles and responsibilities of the Board of Directors.

6.3.9.4 An annual report will be prepared and approved by the Board of Directors and reported to the membership at the first meeting of the fiscal year.

#### 6.4 Requirements of the Board of Directors

6.4.1 The members of the Board of Directors must each be affiliated with a member organization of RAC-R in good standing as defined in the related RAC-R SOP.

6.4.2 The members of the Board of Directors shall participate in accordance with the related RAC-R SOP.

6.4.3 All members of the Board of Directors are required to review and complete the DSHS Board Training requirement (DSHS Contract General Provisions: Article XII, Section 12.01 and 12.02, <http://www.dshs.state.tx.us/grants/genprov.shtm>) in the format provided by the Department, or if provided, the format that was included in the contract renewal packets. This training and verification shall be completed within 30 days of elected or appointment to the board.

6.4.4 Code of Ethics shall be signed upon taking office and then annually thereafter at the first Board meeting of the fiscal year..

#### 6.5 Quorum

6.5.1 A quorum is defined as seven voting members of the Board of Directors who are present at the call for a vote.

6.5.2 A simple majority vote of the quorum is required to transact business.

6.5.3 RAC-R is authorized to transact official business only when in a legally constituted meeting with a quorum present.

## 6.6 Meetings

6.6.1 Meeting times and locations shall be set by the Chair and may be posted on the RAC-R website.

6.6.2 The RAC-R Chair is responsible for approving the Board of Directors agenda and making copies available at the meeting.

6.6.3 The Secretary is responsible for ensuring that minutes are acceptable for presentation at meetings.

6.6.4 RAC-R is not a “governmental body” as defined in the Texas Open Meetings Act.

6.7 Members of the Board of Directors are volunteers and not compensated, but may be reimbursed for direct expenses in accordance with the related RAC-R SOP.

6.8 Call for removal of, or complaint against, any member of the Board of Directors shall be delegated to the System Performance Improvement (SPI) Committee for investigation and recommendation. The recommendation shall be presented to the Board of Directors for action.

6.9 Call for removal, or complaint against, the Chair of the System Performance Improvement Committee shall be investigated and action taken by the Board of Directors.

6.10 The Chair has the authority to call or postpone ad-hoc, special, and closed meetings of the Board of Directors in accordance with the related RAC-R SOP. In the event that a special meeting is called, notice of the purpose or purposes will be provided along with the notice of the time, date, and location as discussed in Section 8.2.4 herein.

## ARTICLE VII

### **Executive Committee**

7.1 The board of directors is authorized to transact official business only when in a legally constituted meeting with a quorum present, except in an emergency situation when it is necessary to make emergency decisions regarding the operation of RAC-R under urgent time constraints.

7.2 In the event of an urgent, emergency situation, decisions affecting the operation of the RAC may be made by 75% of the Executive Committee if a quorum of the board cannot be obtained.

7.2.1 A documented attempt must be made to notify all board members of the meeting prior to convening an emergency meeting of the Executive Committee Meeting

7.2.2 An emergency meeting of the Executive Committee must be convened by the Chair or Vice-Chair

7.3 The Executive committee must consist of at least three members of the Board of Directors including the Chair or Vice-chair. In the documented absence of the Chair or Vice Chair, the Secretary or Treasurer of the Board may serve.

7.4 Action by the Executive Committee requires a majority vote of all Board Members present.

7.5 The Executive Committee may meet in person or electronically.

7.6 Actions of the Executive Committee shall be reported to the entire Board of Directors as soon as possible.

7.7 Under no circumstance shall the Executive Committee be used as a vehicle to circumvent the authority of the full Board of Directors.

## **ARTICLE VIII**

### Meetings of the General Assembly

8.1 All meetings are open to the public and posted on the RAC-R website with exceptions for special or ad hoc meetings.

8.2 General Assembly Meetings of all RAC-R members are held at least quarterly and will include, but are not limited to Board of Directors and standing committee reports to update the members on RAC-R activities.

8.2.1 Measures that require a vote shall be considered successful when passed by a majority vote of the present and eligible members of the General Membership.

8.2.3 The Chair has the discretion to postpone or reschedule General Assembly meetings.

8.2.3.1 Except for a catastrophic event, a minimum of twenty-four (24) hours notice shall be given.

8.2.4 Written or printed notice stating the place, day, and time of the General Membership Meetings will be posted not less than three days before the meeting. The notice will be delivered in person, by electronic transmission, or by mail. In the event that a special meeting of members is called, notice of the purpose or purposes of the meeting will also be provided.

8.3 Board of Directors meetings are held monthly to take action on RAC-R's behalf.

## **ARTICLE IX**

### **Committees**

9.1 The standing committees are established by the RAC-R Board as defined in the SOP. Essential committees include;

Trauma / Acute Care Committee  
Public Education / Injury Prevention Committee  
Pre-Hospital and Hospital Committee(s)  
System Performance Improvement Committee  
Finance Committee  
Bylaws Committee

Standing committees may be comprised of voting and non-voting members. In addition, non-member agencies or organizations representing key partners in the Trauma Service Area–R (TSA-R) emergency healthcare system are also encouraged to participate in Standing Committee activities.

9.1.1 Standing committee meetings, with the exception of closed sessions, are open to any individual who wants to attend the meeting.

9.1.2 Standing committees shall meet at least quarterly, with the exception of the Bylaws Committee, which shall meet at least annually.

9.1.3 The quorum for conducting business in the committees shall be those persons present and voting.

9.1.4 The business of a standing committee shall be decided by one vote of those persons present and voting.

9.1.4.1 No organization shall have more than one vote in individual committee meetings.

9.1.4.2 The RAC-R member's primary designated voting Representative may appoint a standing delegate to serve as a regular attendee to standing committees for purposes of both subject matter representation and voting.

9.1.5 The chair of a standing committee is appointed by the Chair of the Board of Directors.

9.1.5.1 The duration of chair term is one year.

9.1.5.2 The chair of a standing committee must be a representative of a voting member in good standing within RAC-R.

9.1.6 The chair of each standing committee has the following rights and responsibilities:

9.1.6.1 The chair of each standing committee in collaboration with RAC-R Board of Directors is responsible for the development of and adherence to the SOP related to committee functions and membership. All committee SOP's will be reviewed annually.

9.1.6.2 The chair or co-chair of each standing committee is responsible for presenting a report to the Board of Directors at least quarterly.

9.1.6.3 The chair or co-chair of each standing committee is responsible for representing the collective vote of the persons on the standing committee.

9.1.6.4 The chair of each standing committee shall vote only in the event of a tie vote of the standing committee.

9.1.6.5 The chair of each standing committee has the authority to call standing committee meetings.



9.1.7 Call for removal of or complaint against any chair of a standing committee shall be delegated to the System Performance Improvement (SPI) Committee for investigation and recommendation. Recommendation shall be presented to the Board of Directors for action. Call for removal or complaint against the chair of the SPI Committee shall be investigated and actions recommended by the Board of Directors.

#### 9.1.8 Purpose and responsibilities of standing committees

9.1.8.1 Pre-Hospital and Hospital Committees – Responsible for coordination and improvement for all levels of providers within TSA-R to include the quality of patient care provided by the pre-hospital provider.

9.1.8.2 Finance Committee – Responsible for reviewing and making recommendations to the Board for expenditures.

9.1.8.3 Public Education / Injury Prevention Committee – Responsible for promoting injury prevention and public awareness through advocacy and education.

#### 9.1.8.4 Trauma / Acute Care Committee

9.1.8.4.1 Responsible for development of an acute care and trauma system for TSA-R, including the development of protocols for rapid transport to appropriate facilities of patients suffering stroke, ST Elevation myocardial infarction (STEMI) and other acute care conditions that may arise in the future.

9.1.8.4.2 Provide guidance in the development of pre-hospital assessment tools and treatment guidelines.

#### 9.1.8.5 System Performance Improvement Committee

9.1.8.5.1 Responsible for oversight of emergency healthcare system performance improvement activities of RAC-R.

9.1.8.5.2 The Open SPI Committee shall develop and review system performance standards for the RAC, utilizing information from the Texas Trauma Registry and other data collection sites.

9.1.8.5.3 The Closed SPI committee shall review and analyze reported patient care and process issues and serve as the RAC-R grievance committee.

## ARTICLE X

### Fiscal Policies

RAC-R shall maintain current, true and accurate financial records, including all income and expenditures. All records, books and annual reports of the financial activity of RAC-R shall be kept at the registered or principal office of RAC-R in accordance with applicable statute, guidance or advisement.

10.1 The fiscal year for RAC-R is defined as the first day of September through the last day of August of the following year.

10.2 RAC-R shall maintain financial records in accordance with Generally Accepted Accounting Principles (GAAP).

10.3 RAC-R provides financial report(s) in accordance with contract or grant guidance or as otherwise required by law.

10.4 RAC-R is a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as recognized by the Internal Revenue Service. As such, no one individual or entity may profit from the activities of RAC-R.

10.5 The Board of Directors may accept, on behalf of RAC-R, any contribution, gift, bequest, or devise for the general purpose or for any special purpose of RAC-R.

10.6 The RAC-R organization may be dissolved by a vote of at least seventy-five percent (75%) of the eligible, voting member representatives who are present at a special meeting called specifically for the purpose of dissolution. Upon dissolution, any eligible existing funds of RAC-R shall be distributed to an appropriate organization or entity that shall utilize the funds to continue the mission of RAC-R for all citizens of TSA-R.

#### 10.7 Indemnity and Insurance

10.7.1 RAC-R will indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Texas Business Organizations Code and may, if and to the extent authorized by the Board of Directors, indemnify any other person whom it has the power to indemnify against liability, reasonable expense, or any other matter.

10.7.2 As may be provided by specific action of the Board of Directors, RAC-R may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of RAC-R against any liability asserted against him or her and incurred by such person in such a capacity or arising out of his or her status, whether or not RAC-R would have the power to indemnify him or her against the liability under this Section.

10.8 Limitation of Liability – A director of RAC-R shall not be liable to RAC-R or its members for monetary damages arising as a result of an act or omission committed by the director while acting within his or her capacity as a director, except that this Section shall not eliminate or limit the liability of a director for:

10.8.1 Breach of a director's duty of loyalty to RAC-R or its members;

10.8.2 An act or omission not in good faith that constitutes a breach of duty of the director to RAC-R or that involves intentional misconduct or a knowing violation of the law;

10.8.3 A transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

10.8.4 An act or omission for which the liability of a director is expressly provided for by statute.

## **ARTICLE XI**

### **Bylaws**

11.1 Proposed amendments and/or revisions to the Bylaws may originate from the Bylaws Committee, another Standing Committee, the Board of Directors, or an individual member. Proposals not originating from the Bylaws Committee shall be submitted to the Bylaws Committee in writing.

11.2 A change in the Bylaws shall require first a 2/3 vote of the Board of Directors and then a simple majority vote of the General Assembly.

11.3 The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

11.4 If any Bylaw is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision,

and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

11.5 The Bylaws shall be binding upon and inure to the benefit of the Organization, Officers, members, and participants.

11.6 The Bylaws were initially ratified by the membership and accepted by the Texas Department of Health on May 6, 1993.

## **ARTICLE XII**

### Parliamentary Authority

12.1 "Robert's Rules of Order, Revised" shall be used as a general guide to parliamentary procedure for meetings.

## **ARTICLE XIII**

### Amendment of Bylaws

13.1 Bylaws of RAC-R shall be reviewed at least annually.

13.1.1 A Bylaws workgroup shall be assembled at least annually lead by a Committee Chair appointed by the Chair of the Board. The Committee will include the Vice-Chair.

13.1.2 Proposed Bylaws amendments shall be presented for a vote at a General Assembly meeting by the Bylaws Committee in accordance with the Bylaws.

13.1.3 Copies of proposed Bylaws and / or amendments shall be made available to members at least ten (10) days prior to the meeting in which they shall be considered for adoption.

13.1.4 Amendments, additions, or deletions of the Bylaws as contained in the notice of such meeting may be adopted upon the prior affirmative vote of two-thirds (2/3) of the Board of Directors, followed by a simple majority of the eligible voting member representative present at the General Assembly meeting.

## **ARTICLE XIV**

### Signatures

14.1 These Bylaws shall be effective immediately after approval by the vote of the General Membership and signed and dated by the Officers of the Board of Directors.

Approved: March 21, 2019

Supersedes: September 8, 2015

**ARTICLE XV  
ADOPTION AND REVISION DATES**

Origination Date: May 6, 1993  
Date of Revision: July 14, 2009  
Date of Revision: March 9, 2010  
Date of Revision: April 17, 2012  
Date of Revision: March 7, 2013  
Date of Revision: March 10, 2014  
Date of Revision: August 13, 2015  
Date of Revision: March 5, 2019

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Secretary of the Board of Directors  
East Texas Gulf Coast Regional Trauma Advisory Council

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Chair of the Board of Directors  
East Texas Gulf Coast Regional Trauma Advisory Council

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Vice-Chair of the Board of Directors  
East Texas Gulf Coast Regional Trauma Advisory Council

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Treasurer of the Board of Directors  
East Texas Gulf Coast Regional Trauma Advisory Council