

**Amended and Restated Bylaws  
for RAC-G  
A Texas Nonprofit Corporation**

**ARTICLE I**

These bylaws constitute the code of rules adopted by RAC-G for the regulation and management of its affairs.

**ARTICLE II  
PURPOSE**

RAC-G exists to provide a comprehensive continuum of quality support, regional unified network, and medical coordination of Trauma, EMS, Acute Care and Disaster Preparedness.

The organization will develop a system plan for TSA-G which is based on standard guidelines set forth by the Texas Department of State Health Services, for comprehensive trauma, EMS and acute care system development. This trauma plan shall be submitted to the Texas Department of State Health Services.

RAC-G was formed to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future federal tax laws and regulations.

RAC-G shall be and is a non-profit corporation under the laws of the State of Texas.

**ARTICLE III  
BOARD OF DIRECTORS**

**(1) Number of Directors**

The Board of Directors will consist of no less than 5 and no more than 20 Directors.

**(2) Composition**

Committee Chairs of the Standing Committees as well as the members of the Executive Board identified in the organization's Trauma Plan may serve on the Board of Directors. Other Directors may be elected to the Board by existing Directors and in accordance to the process identified in these bylaws.

**(3) Term of Directors**

Board terms are on the calendar year, January through December. Directors shall serve a three-year term and are eligible to serve consecutive terms. Each term must be approved by the Board of Directors in accordance with the process identified in these bylaws.

**(4) Election of Directors**

Committee Chairs of Standing Committees listed in the Trauma Plan may be elected to the Board by a majority vote at a Board meeting where a quorum is present. Any other prospective Board member shall be elected by a majority vote at a Board meeting where a quorum is present.

**(5) Resignation**

Any Director may resign at any time by delivering written notice to the Chairman or the President/CEO of the Board of Directors. Such resignation shall take effect upon receipt and approval by a majority of the Board unless a future date is specified in the resignation.

**(6) Removal**

Any Director may be removed with or without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration for removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

**(7) Vacancies**

It is not necessary to fill the vacancy of a director not serving as chair of a Standing Committee identified in the trauma plan. If a Standing Committee chair resigns or is removed from the Board, a replacement is necessary. The Standing Committee from which the Board member came shall nominate potential committee chairs to serve on the Board. The Board position shall remain vacant until a new chair has been nominated and approved. The term will then be effective on the date of appointment to fulfill the remainder of the unexpired term (i.e., a new term does not begin on the date of the election).

**(8) Compensation**

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approves the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

**ARTICLE IV  
Executive Board**

**(1) Roster of Officers of Executive Board**

The Corporation shall have a Chairman, Immediate-Past Chairman, Vice Chairman of Governance, Vice Chairman of Resource Development, Vice Chairman of Medical Stakeholders, Vice Chairman of Public Affairs, Secretary, Treasurer, and President/CEO. The President/CEO is a non-voting executive staff position. One person may hold two or more offices, except those serving as Chairman or President/CEO.

**(2) Election and Removal of Officers**

All officers, except the President/CEO, shall serve three-year terms. Officers will be elected by a majority vote of the Board of Directors when a quorum is present. Officers may serve consecutive terms. An officer may be removed by a majority vote of the Board when a quorum is present at a regular or specially called Board meeting.

**(3) Vacancies**

If a vacancy occurs for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors where a quorum is present.

**(4) Chairman**

The Chairman of RAC-G ensures the effectiveness of the Board in governing and overseeing Board affairs. He/she acts as the representative of the Board as a whole, rather than as an individual supervisor to staff.

**(5) Immediate Past Chair**

The Chairman of the Board will serve as the Immediate Past Chair in the three-year term immediately following their last year as Chairman of the Board. This position is for three years. It will remain vacant if a Board Chair is elected for a second or third consecutive year, or has the option to be re-elected for an additional three-year term.

**(6) Vice Chairman of Governance**

Administers the general affairs of the Board including assessment and development procedures intended to ensure a qualified and effective leadership team, act for the president/chairman in his/her absence.

**(7) Vice Chairman of Resource Development**

Formulates and implements a balanced fund development plan sufficient to support the organizational budget and ensures the effectiveness of fundraising activities and events.

**(8) Vice Chairman of Medical Stakeholders**

Leads the Board in guiding the overall medical advancement charged to the organization.

**(9) Vice Chairman of Public Affairs**

Gathers and presents statistical evidence to develop, integrate, and implement public relations activities to enhance the RAC's mission of public awareness and education.

**(10) Secretary**

The Secretary of the corporation will keep minutes of meetings with Directors, see that all notices are duly given, and fulfill other general organizational duties as it is customary for the responsibilities expected of the secretary.

**(11) Treasurer**

The Treasurer of the corporation will perform all duties generally incumbent to the office of treasurer as may be required by law, by the Articles of Incorporation or by these bylaws and such other duties as may from time to time be assigned to the treasurer by the president or by the Board of Directors.

**(12) President/CEO**

The President/CEO serves as the chief executive staff member and non-voting member of the Board and, in partnership with the Board, is responsible for the success of RAC-G. Together, the Board and President/CEO assure RAC-G's relevance to the community, the accomplishment of RAC-G's mission and vision, and the accountability of RAC-G to its diverse constituents. The Board delegates responsibility for management and day-to-day operations to the President/CEO, and s/he has the authority to carry out these responsibilities, in accordance with the direction and policies established by the Board. The President/CEO provides direction and enabling to the Board as it carries out its governance functions.

**ARTICLE V  
BOARD MEETINGS**

**(1) Regular and Special Meetings**

Regular meetings of the Board of Directors shall be held quarterly, or more frequently as deemed necessary by the Board of Directors. The Board of Directors will determine the date, time and location of regular meetings for the following year during the current year. Special Meetings may be called with a written request by the Chairman of the Board when deemed necessary.

**(2) Notice of Board Meetings**

Notice of the date, time, and place of Regular Meetings shall be given to each Board member by regular mail and/or e-mail with no less than seven (7) days notice prior to the meeting. Notice of the date, time, place, and business to be conducted of special meetings shall be given to each Board member using the same methods, but with no less than twenty-four (24) hours' notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which ten (10) days' written notice by mail and/or email shall be required specifying the proposed amendment.

**(3) Waiver of Notice**

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

**(4) Quorum**

A majority (50%) of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

**(5) Meetings by Telephone/Electronic Communication**

Committees and Sub-Committees may hold a regular or special meeting (a) in person; or (b) by means of a conference telephone or any similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other; or (c) by means of another suitable electronic communications device/system including videoconference or the internet only if (i) each member of the committee entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each member of the committee participating in the meeting can communicate concurrently with each other participant.

**(6) Actions without a Meeting**

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

**(7) Open Meetings**

Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed.

**(8) Proxy Voting Prohibited**

Proxy voting is not permitted.

## **ARTICLE VI COMMITTEES**

### **(1) Executive Board**

The Chairman, Immediate Past Chairman, Vice Chairman of Governance, Vice Chairman of Development, Vice Chairman of Medical Stakeholders, Vice Chairman of Public Affairs, Treasurer, Secretary, and President/CEO of the Corporation shall constitute the executive committee. The Executive Board shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the Executive Board by review and approval of the minutes at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The Chairman of the Board shall act as Chairperson of the Executive Board. All decisions shall be by majority vote of the Executive Board.

### **Ad-hoc Executive Committees**

The Corporation may have four Ad-hoc Executive Committees, which shall assist the Board of Directors in carrying out the management of the Corporation when necessary.

The four committees are: The Governance Committee, Development Committee, Finance Committee, and Medical Stakeholders Committee. The Board of Directors shall appoint the members of each committee. Each Ad-hoc Executive Committee shall have at least two Directors as members. Employees of the Corporation and members of the community may also be appointed to serve as Adhoc committee members. Ad-hoc Executive Committees shall meet upon the call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval. Ad-hoc Executive Committees shall elect a Chair by a majority vote. The Chair of each Adhoc Executive Committee shall ensure that minutes of the meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Ad-hoc Executive Committee meetings shall be open to all members of the Board of Directors.

- (a) The Governance Ad-hoc Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board.
- (b) The Development Ad-hoc Committee shall be responsible for fundraising and to carry out the balanced fund development plan.

- (c) The Treasurer of the Corporation coordinates the Board's financial oversight responsibilities by making a recommendation for expenditures to the Board, interpreting it for the staff, and monitoring its implementation.
- (d) The Medical Stakeholders Sub-Committee will be comprised of the medical representation on the Board and any other Board or community members as determined by the committee. This committee will guide and direct the medical community within the RAC.

**(2) Additional Committees**

The Board of Directors may from time to time designate and appoint additional temporary committees by a majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

**(3) Standing Committees**

The Trauma Plan includes Standing Committees per the Texas Department of State Health Services guidelines and their roles and responsibilities. They are:

Acute Care – Stroke

Acute Care - STEMI

Air Medical

Clinical and Public Education

Coalitions

Emergency Operations and Freestanding Emergency Departments

Finance

Hospital Preparedness

Perinatal Care

Performance Improvement

Physician Peer Review

Prehospital/Transportation



## **ARTICLE VII MEMBERSHIP**

### **General Assembly**

- Will not deny membership to any person on the basis of race, national origin, disability, gender, sexual orientation, age and/or religious preference.
- Will conduct public meetings to allow discussions of issues under consideration by the Voting Membership.
- Will meet quarterly.

### **Voting Membership**

The Voting Membership will consist of:

- One designated representative from each member hospital. There is one voting member and alternate. The alternate may vote in the absence of the voting member.
- One designated representative from each member EMS provider organization, limited to one provider per system per county. There is one voting member and an alternate. The alternate may vote in the absence of a voting member.
- One selected physician from the medical staff of each member hospital. If the county does not have a member hospital, the medical community of that county may select a physician representative. There is one voting member and an alternate.
- In the absence of a designated representative or their alternate, a proxy can be designated by written notification from the voting member of record. A Proxy form may be downloaded from the RAC-G website at [www.rac-g.org](http://www.rac-g.org). This notification may be faxed to the RAC office prior to the General Assembly meeting date or presented at the meeting registration desk for Piney Woods RAC meetings.
- One designated representative from each associate member may vote, or the appointed alternate.

## **Special Qualifications**

Membership status for hospital will be dependent on a commitment to Piney Woods RAC participation as demonstrated by trauma facility designation or involvement in the designation process as described in 157.25 of the Trauma Rules.

- Membership status for Pre-hospital Providers shall be proof of valid state license.
- Membership status for First Responder Providers shall be proof of valid state license.
- Membership status for Associate Members shall demonstrate a common interest in the goals and mission of Piney Woods RAC. These members pay an annual subscription and are eligible to vote.
- Membership status for Affiliate Members does not pay an annual subscription and is not eligible to vote.

Executive Board of Directors may delegate duties of the Piney Woods RAC for the purpose of maintaining daily duties of TSA-G.

The General Assembly Voting Membership will meet at least quarterly. Actions taken by votes of the Voting Membership require only a Simple Majority of votes cast for approval.

The meetings will be limited to business on the Agenda. The agenda and meeting schedule will be emailed and/or posted on the web site ([www.rac-g.org](http://www.rac-g.org)) at least 15 days before the scheduled meeting. Minutes of said meeting will be posted no later than ten days after the meeting.

## **Membership Subscription**

Hospitals, EMS Providers, First Responders, and Associate Members are required to pay Annual Membership Subscription Dues. The membership subscription amount will be noted by Membership Subscription Statements that will be prepared by the RAC office and post marked annually by September 1 to each entity with a maximum of sixty-day (60 days) response time to maintain eligibility.

Any subscription sixty days delinquent by Voting Members will result in forfeiture of voting privileges, membership standing, and eligibility for funding.

## **Membership Requirements**

Requirements for active membership participation in the Piney Woods RAC shall be defined as:

- Seventy-five percent (75%) required attendance, or a delegate, at General Assembly Meetings
- Seventy-five percent (75%) required attendance/participation, or a delegate, in a Standing Committee
- Compliance with registry reporting requirements
- Active participation in the Piney Woods RAC Performances Improvement process

Submission of all financial statement, invoices, and inventory that may be required by the RAC for compliance with grant requirements or sound financial practices in accordance with the timelines established by the Piney Woods RAC Board of Directors

No distribution of Piney Woods RAC-managed funds shall be made to an entity if that entity is not in compliance with requirements. In such cases that entity shall forfeit and transfer all rights to such funds to Piney Woods RAC for redistribution of funds to appropriate eligible entities.

## **Quorum Establishment**

A quorum shall consist of a number of Voting Members/Alternates present personally or by Proxy equal to one-third (1/3) of the total number of Voting Members.

## **ARTICLE VIII CODE OF ETHICS**

The corporation and its Directors and employees may adopt a Code of Ethics approved by the Board of Directors and amended as deemed necessary by the Directors.

## **ARTICLE IX CONFLICT OF INTEREST**

The corporation and its Directors and employees will comply with the Conflict of Interest Policy as adopted by the Board of Directors.

**ARTICLE X  
RULES OF PROCEDURE**

The proceedings and business of the Board of Directors shall be governed by generally accepted rules of parliamentary procedure unless otherwise provided herein.

**ARTICLE XI  
OPERATIONS**

**(1) Execution of Documents**

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President/CEO and the Board Chair, pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the Board Chair or two other members of the Executive Committee and must be approved by a resolution of the Board of Directors.

**(2) Disbursement of Funds**

Financial transactions, which have a value of \$1000 or more and are not included in the annual approved 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 funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks disbursing funds from any of the Corporation's accounts shall require two signatures.

**(3) Procurement Policy**

The Corporation shall abide by its Procurement Policy as approved by the Board.

**(4) Records**

The Corporation will keep correct and complete records of account and will also 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.

**(5) 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.

**(6) Loans to Management**

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

**(7) 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 and ten (10) days' written notice has been provided with the proposed amendment.

**(8) Fiscal/Operating Year**

The operating year for the Corporation will be the calendar year for Financial Reporting by CPA and Auditor. The RAC is required to operate and report according to the Contractual agreement with federal and state funds.

**(9) 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 fund disbursed to the RAC meets the Contractual Agreement requiring a Single Audit to be performed.

## CERTIFICATION

We hereby certify that these Amended and Restated Bylaws were adopted by the Board of Directors of the RAC-G at its meeting held on July 19, 2017.

*Jerri Pendarvis, RN*

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Board Chair

*Billy Perez, EMT*

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Treasurer

*Stacy Gregory, PA*

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Secretary

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