

**Amended Bylaws of Northeast Texas Regional Advisory Council**  
**October 2009**

These Bylaws (referred to as the “Bylaws”) govern the affairs of the Northeast Texas Regional Advisory Council, a nonprofit corporation (referred to as the “Corporation”) organized under the Texas Nonprofit Corporation Act (referred to as the “Act”), except as they may conflict with the provision of the Articles of Incorporation in which event the terms of the Articles of Incorporation shall control.

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**NAME**

The organization will be known as Northeast Texas Regional Advisory Council. (NETRAC).  
NETRAC represents Trauma Service Area F (TSA-F), as designated by the Texas Department of Health (TDH). TSA-F includes the following counties:

- Bowie County, Texas
- Cass County, Texas
- Delta County, Texas
- Hopkins County, Texas
- Lamar County, Texas
- Miller County, Arkansas
- Morris County, Texas
- Titus County, Texas
- Red River County, Texas

**MISSION STATEMENT**

Provide a comprehensive continuum of quality health care for all victims of trauma in TSA-F without regard to age, race, sex, color, national, origin, disability, religion, or ability to pay. Provide trauma prevention activities and education to professionals and the public within TSA-F.

**PRINCIPAL OFFICE**

The principal office of the Corporation in the State of Texas shall be located at 4086 Summerhill Square - Texarkana, Texas. The Corporation may have such other offices, either in Texas or elsewhere, as the General Assembly may determine. The General Assembly may change the location of any office of the Corporation.

**REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation shall comply with the requirements of the Act and maintain an office and registered agent in Texas. The principal office of the Corporation may, but need not be, in the State of Texas. The General Assembly may change the main office or principal place of business and the registered agent as provided in the Act.

**MEMBERS**

A. Qualifications

1. Members need not be residents of the State of Texas. Members may join without regard to race, color, creed, religion, gender, orientation, disability, age or nationality; shall have knowledge and understanding of health care organizations and operations; and shall be persons of good reputation, civic-minded community leaders, and capable of carrying out the purpose and philosophy of NETRAC by service:

B. Classifications

1. Members of NETRAC shall be classified into one of the below following classes;

a. Voting

1. Any sole proprietorship, partnership or corporation engaged in the management of individuals suffering trauma related injuries within the NETRAC area and/or who demonstrates a familiarity with the design and operation of trauma systems and meeting standards prescribed by NETRAC or;
2. Any physician participating in the emergency management of patients suffering trauma related injuries within the NETRAC service area and/or who demonstrates a familiarity with the design and operation of trauma systems

b. Non-Voting

1. Any person, partnership, corporation or other entity engaged in the manufacturer, sale, rental or servicing of equipment or furnishing of services utilized in the provision of management of individuals suffering trauma related injuries, hospital care, prehospital care and medical transportation, or
2. Any individual or group engaged in providing services directly related to hospital and prehospital care, i.e. emergency nurse, EMS educators, and other allied health professionals. Any EMS service which provide emergency services in the region but are not the primary emergency care provider for their respective area, i.e. first responders, industrial and safety organizations., or
3. Any individual or organization not actively involved in the provision of emergency or prehospital care by interested in trauma.

C. Application for Membership

1. All entities eligible for membership in NETRAC shall be instated to such, upon making application for such membership on the proper form, and upon payment of such fees as may be required by NETRAC.

D. Privileges

1. All classes of members are entitled to all rights and privileges of membership as established from time to time by the General Assembly except that only the Voting class of members is eligible to vote as part of the General Assembly.
2. Members who are classified as Voting are considered a part of the General Assembly. (See General Assembly).
3. Initial membership status for hospitals/healthcare facilities shall be provisional for six months.
4. Hospitals that operate an EMS shall have one vote for the hospital and one vote for the EMS service.
5. EMS organizations that operate multiple counties within NETRAC shall be entitled to only one vote for the entire EMS organization.
6. A physician shall be entitled to one vote.

E. Member Requirements

1. To remain a member in good standing, members must meet the following requirements:
  - a. Attend at least 75% of the NETRAC General Assembly meetings and serve on at least one NETRAC committee attending at least 50% of the committee meetings. Attendance requirement is measured using the previous fiscal year.
  - b. Continued membership status for hospitals will be dependent on a commitment to trauma care as demonstrated by trauma facility designation and/or involvement in the designation process as described in 157.125 of the Trauma Rules.

c. Compliance with NETRAC purpose and objectives.

F. Resignation, Suspension, Expulsion and Reinstatement of Members

1. Resignation:

- a. A member in good standing may tender his/her resignation in writing to the General Assembly, Chairperson or Secretary of the Corporation. No dues paid by member of less than one year in advance of the date of resignation or for the current membership shall be refunded to the member. Such resignation shall not relieve the member so resigning of the obligation to pay all dues, assessments, or other charges theretofore accrued and unpaid up to and including the date of resignation.
- b. Be removed or replaced for whatever reason by the respective organization, which appointed him or her. Such organization shall forward a statement regarding such action to the Secretary.

2. Expulsion

- a. The General Assembly may impose reasonable sanctions on a member, or suspend or expel a member from NETRAC, for good cause after a hearing. Good cause included the default of an obligation to NETRAC, to pay fees or dues for a period of thirty (30) days following delivery of notice of default, committed malfeasance, grossly abused privileges as a member, or of non-compliance of the participation requirements and non-compliance of meeting requirements.
- b. A member failing to actively participate in NETRAC activities or non-compliance of the participation requirements as defined by these bylaws may be removed from the membership by a majority vote of the General Assembly. Said member may appeal this action for reinstatement to the General Assembly

3. Reinstating

- a. Upon written request filed with the Secretary, the General Assembly by affirmative vote of two-thirds of the members may reinstate a former member to membership upon such terms as the General Assembly may deem appropriate in accordance with the Bylaws.

G. Dues

1. The General Assembly shall determine from time to time the amount of application fees, if any, and annual dues for each category of membership, which must be paid to acquire and maintain membership in NETRAC. Annual dues shall be payable on the first day of each fiscal year of NETRAC.
2. Any member whose dues to NETRAC shall remain unpaid sixty (60) days past the due date shall be billed again. If the dues remain unpaid at ninety (90) days from the due date, the member shall be sent a notice by certified mail with return receipt requested to the latest address as it appears on the records of NETRAC, stating that if such dues are not paid within fifteen (15) days of receipt, he shall cease to be such a member. The Executive Board may extend said time as they feel necessary.

H. Compensation

1. Members shall not receive salaries for their services. The General Assembly may adopt a resolution providing for payment to Members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the General Assembly. A Member may serve the Corporation in any other capacities and receive compensation

that for those services. Any compensation that the Corporation pays to a Member shall be commensurate with the services performed and reasonable in amount.

## GENERAL ASSEMBLY

### A. General Assembly Powers and Responsibilities.

1. The General Assembly is responsible for overall policy and direction of the NETRAC, and delegates responsibility for day-to-day operations to the Board of Directors and committees.

### B. General Assembly Voting

1. Each Member of the General Assembly shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the General Assembly.
2. Each Member's voting designation shall be in writing, addressed to the Secretary of the Corporation.
3. Whenever a vacancy occurs from a voting member, for whatever reason, the affected member from which such a vacancy occurred shall appoint its successor representative to fill such vacancy at least thirty (30) days prior to the annual meeting of NETRAC. In the event the respective member fails to appoint their representative by such time, the General Assembly shall appoint such representative(s).

### C. Annual Meetings

1. A regular annual meeting of the General Assembly shall be determined by resolution of the General Assembly each calendar year at the principal office of the Corporation. Regular meetings of the General Assembly shall be held quarterly or at such times and places as shall be determined by resolution of the General Assembly.

### D. General Assembly Notices

1. Notice of any special meeting of the General Assembly shall be given as provided for in the Texas Nonprofit Corporation Act as the same shall be amended from time to time, provided, no notice shall be required of any annual meeting of the General Assembly or any meeting set by a resolution of the General Assembly except ten (10) days advanced notice is required for any meeting where it will be proposed that these Bylaws be amended.

### E. General Assembly Quorum

1. Members holding half (1/2) of the votes entitled to be cast at any meeting of the General Assembly, represented in person or by proxy shall constitute a quorum at any meeting of the General Assembly.

### F. General Assembly Qualifications

1. Members of the General Assembly shall meet the qualifications for classification as a Voting Member.

### G. Duties of the General Assembly

1. Members shall exercise ordinary business judgment in managing the affairs of NETRAC. In acting in their official capacity as Members of the General Assembly, Members shall act in good faith and take actions they reasonably believe to be in the best interests of NETRAC and that are not unlawful. In all other instances, Members shall not take any action that they should reasonably believe would be opposed to NETRAC's best interests or would be unlawful. A Member shall not be liable if, in the exercise of ordinary care, the Member acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by

NETRAC. Responsibilities reserved for the General Assembly include but are not limited to:

- a. Advance the state of trauma care for trauma victims within the counties TSA-F through the reduction of morbidity and mortality;
- b. Develop and implement a trauma system plan for TSA-F which is in guidelines set forth by the TDH: This plan will be submitted to the TDH as required by the Trauma Rules;
- c. Assist NETRAC member organizations in attaining the highest level of trauma care and/or designation they are capable of providing within their service area;
- d. Provide a forum to resolve conflicts among members regarding trauma care and trauma system development;
- e. Promote cooperation and collaboration between member organizations.
- f. Increase public awareness of trauma prevention, components of the trauma care system, and methods to access the trauma care system;
- g. Develop a comprehensive, standardized, method of improving trauma care by in-hospital and prehospital providers through promoting Quality Improvement Activities and Educational and Certification Programs
- h. Improve funding to trauma care providers within the counties served by this council.
- i. Enhance communication between prehospital health care providers and hospitals to facilitate the transport of patients to appropriate trauma facilities and utilization of the most efficient mode of transport;
- j. Approval of any capital projects of NETRAC;
- k. Approval of any merger, consolidation, acquisition, liquidation or dissolution of NETRAC or any of NETRAC's operating units pursuant to the Articles of Incorporation and Bylaws, or similar governance documents
- l. Approval of the official interpretation of the philosophy and mission of NETRAC,
- m. Approval of the strategic plan of NETRAC;
- n. Approval of the budget of NETRAC;
- o. Approval of the incurrence of debt by NETRAC
- p. Appointment and removal of the Officers of NETRAC in accordance with the Bylaws of NETRAC

#### H. Actions of the General Assembly

1. The General Assembly shall try to act by consensus. However, the vote of two-thirds (2/3) of Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the General Assembly unless the act of a greater number is required by law or the Articles of Incorporation. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the decision of the General Assembly. For the purpose of determining the decision of the General Assembly, a Member who is represented by proxy in a vote is considered present.

#### I. General Assembly Proxies

1. A member may vote by proxy executed in writing to the Secretary by the member. No proxy shall be valid after three (3) months from the date of its execution.

## BOARD OF DIRECTORS

### A. Board of Directors Powers and Responsibilities.

1. The General Assembly is responsible for overall policy and direction of NETRAC, and delegates responsibility for day-to-day operations to the Board of Directors and committees.

### B. Number of Directors

1. The Board of Directors shall consist of ten (10) persons. The number of Directors may be increased or decreased only by amendment to the Articles of Incorporation.

### C. Board of Directors Voting

1. Each Director shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Board of Directors.

### D. Board of Directors Terms

1. The term of Chair is for two years. The term of Vice-Chair is for two years, but served as Chair elect in year one and Vice Chair in year four.

### E. Board of Directors Elections

1. Directors shall be elected at each annual meeting of the Board of Directors to succeed the members whose terms as Directors expire at such annual meeting.

### F. Board of Directors Meetings

1. Regular meetings of the Board of Directors shall be held each month or at such times and places as shall be determined by resolution of the Directors.

### G. Board of Directors Notices

1. Notice of any special meeting of the Board of Directors shall be given as provided for in the Texas Nonprofit Corporation Act as the same shall be amended from time to time, provided, no notice shall be required of any annual meeting of the Board of Directors or any meeting set by a resolution of the Board except ten (10) days advanced notice is required for any meeting where it will be proposed that these Bylaws be amended.

### H. Board of Directors Vacancy

1. In case of the death or resignation of any Director, or in the event a vacancy shall occur in the prescribed number of Directors for any other cause (such as removal), the vacancy shall be filled by the Chairperson as follows:

a. If the vacancy relates to a Director elected by a Standing Committee. The Director should be selected from those members of that Standing Committee.

b. The Chairperson shall fill any remaining vacancies. Any Director elected to fill a vacancy shall be elected for the un-expired term of the predecessor Director.

### I. Board of Directors Quorum

1. Directors holding half (1/2) of the votes entitled to be cast at any meeting of the Directors, represented in person or by proxy shall constitute a quorum at any meeting of Directors.

### J. Board of Directors Qualifications.

1. Directors shall be selected without regard to race, color, creed, religion, gender, orientation, disability, age or nationality; shall have knowledge and understanding of health care organizations and operations; and shall be persons of good reputation, civic-minded community leaders, and capable of carrying out the purpose and

philosophy of the Corporation by service as a Director. The Board of Directors shall be comprised of:

- a. One (1) physician representative elected for two-year terms in even years.
- b. One (1) hospital representative elected for two-year terms in even years.
- c. One (1) EMS representative elected for two-year terms in odd years.
- d. One (1) nurse representative elected for two-year terms in even years.
- e. One (1) education representative elected for two-year terms in odd years.
- f. One (1) rehabilitation representative elected for two-year terms in even years.
- g. One (1) at-large member who may be representatives of an organization or individual interested in trauma care, elected for two year terms in odd years.
- h. Chair
- i. Chair-Elect (Vice-Chair)
- j. One (1) response partner representative, elected for two year term in even years.

#### K. Duties of Board of Directors

1. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation. Responsibilities reserved for the Board of Director's include but are not limited to:

- a. Conduct the business of the organization.
- b. Specify the composition of and direct the activities of the standing committees. Approve the proposals from the standing committees for submittal to the General Assembly,
- c. Make recommendations to the General Assembly.
- d. Present proposals/plan to the General Assembly for approval.
- e. Cause to be prepared and administer the budget, prepare annual reports of NETRAC.
- f. Establish the agenda for the General Assembly meetings.
- g. Approve membership applications according to the criteria for membership.
- h. Cause to be prepared grant applications of NETRAC.
- i. Approve, execute, and/or ratify contacts made in ordinary course of business of NETRAC.
- j. Make continuous and regular reviews of NETRAC matters and business affairs of NETRAC in order to make recommendations to the NETRAC General Assembly and provide information to members in advance of Executive Board meetings.

#### L. Actions of Board of Directors

1. The Board of Directors shall try to act by consensus. However, the vote of two-thirds (2/3) of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Articles of Incorporation. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for

the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

M. Proxies

1. A Director may vote by proxy executed in writing to the Secretary by the Director. No proxy shall be valid after one (1) year from the date of its execution.

N. Compensation

1. Directors shall not receive salaries for their services. The General Assembly may adopt a resolution providing for payment to Directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A Director may serve the Corporation in any other capacities and receive compensation that for those services. Any compensation that the Corporation pays to a Director shall be commensurate with the services performed and reasonable in amount.

O. Automatic Removal of Directors

1. Upon approval by the Chairperson, a Director is automatically removed from the Board of Directors if he/she misses two (2) consecutive posted meetings.

## OFFICERS OF THE CORPORATION

A. Officer Positions

1. There shall be the following elected officers from the General Assembly:
  - a. Chairperson,
  - b. Chair-Elect or Vice-Chair
2. The offices of Secretary and Treasurer shall be appointed by the Chairperson.
3. The General Assembly may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.
4. No more than one office may be held by the same person.
5. The Chairperson shall appoint a Voting member as parliamentarian.

B. Election and Term of Office

1. The Chair-Elect, whose term is expiring, shall be elected by the General Assembly at the regular annual meeting of the General Assembly. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed him or herself in the same office.

C. Removal

1. Each Officer shall hold office until the next annual meeting of the General Assembly or until his/her successor shall be appointed. Any Officer appointed by the General Assembly may be removed from office by a majority of the General Assembly whenever in its judgment the best interest of the Corporation would be served. Any Officer may resign at any time by giving written notice to the Board and Chairperson or Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

D. Chair

1. The Chairperson shall be a Voting Member, shall attend and shall preside at all meetings of the General Assembly and the Board of Directors and shall perform such other duties as may be prescribed from time to time by the General Assembly or the Board of Directors. The Chair's position will be filled by the current Chair-Elect as

below. Upon expiration of the Chair's regular term of two (2) years, the Chair shall become the Vice-Chair for a period of one year.

E. Chair-Elect (Vice-Chair)

1. The Chair-Elect shall be a Voting Member, and shall attend all meetings of the General Assembly and the Board of Directors and shall perform such other duties as may be prescribed from time to time by the General Assembly or the Board of Directors. When the Chairperson is absent, is unable to act, or refuses to act, the Chair-Elect shall perform the duties of the Chairperson. When a Chair-Elect acts in place of the Chairperson, the Chair-Elect shall have all the powers of and be subject to all the restrictions upon the Chairperson.

2. The Chair-Elect shall have a term of one (1) year (the election occurring every other year and in the second year of the Chair's term as above). Upon the expiration of the Chair's regular term (two years), the Chair-Elect will succeed the Chair at the next annual meeting. Upon resignation or expulsion of a current Chair, the Chair-Elect shall fulfill the remaining portion of the Chair's un-expired term and a new Chair-Elect shall be elected as provided in these By-Laws.

3. Thus a normal cycle of the Chair-Elect's service would comprise one year as Chair-Elect, two years as Chair, and one final year as Vice-Chair.

4. The Chair-Elect is authorized to exercise the executive and operating authority of the Chairperson in the Chairperson's absence in the respective areas of responsibility as established by the Chairperson, or by the General Assembly by resolution, from time to time. They shall have general and active supervision over and management of the property, business and affairs of the Corporation within the areas of responsibility as established by the Chairperson, or by the General Assembly by resolution. The Chair-Elect shall have such other duties and responsibilities as may be delegated to them by the Chairperson or as may be prescribed by resolutions adopted by the General Assembly, from time to time.

F. Treasurer

1. The treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Corporation.
- b. Deposit all monies in the name of the Corporation in banks, trust companies, or other depositories as directed by the General Assembly.
- c. Write checks and disburse funds to discharge obligations of the Corporation subject to restrictions placed by Resolution of the General Assembly.
- d. Maintain the financial books and records of the Corporation.
- e. Render to the Board of Directors, Chairperson, or the General Assembly whenever required, but at least annually, an account of all the transactions as Treasurer and a financial statement in a form satisfactory to them, showing the condition of the Corporation, audited by independent certified public accounts selected by the Board.
- f. Perform other duties as assigned by the Chairperson or the Board of Directors.
- g. Perform all of the duties incident to the office of Treasurer.
- h. Serve Ex-Officio on the Board of Directors (non-voting member of the Board)

G. Executive Director

1. The Executive Director shall:
  - a. Give all notices as provided in the Bylaws or as required by law.
  - b. Take minutes of the meetings of the Board of Directors and the General Assembly and keep the minutes as part of the corporate records.
  - c. Maintain custody of the corporate records and of the seal of the Corporation.
  - d. Perform duties as assigned by the Chairperson or by the Board of Directors.
  - e. Serve Ex-Officio on the Board of Directors (non-voting member of the Board)

H. Secretary

1. The Secretary shall:
  - a. Assist the Executive Director, RAC Chair, and Executive Board with all duties as specified.

I. Vacancies

1. A vacancy in any office may be filled by the Board of Directors for the un-expired portion of the officer's term.

COMMITTEES

A. Committees: Designation and Appointment.

1. NETRAC may have one or more standing or special committees. Each such committee shall consist of three (3) or more persons. Any non-member who becomes a member of a committee shall have the same responsibility as a Member who is a member thereof. Non-members shall be appointed using the same criteria as used for members of NETRAC. Unless otherwise provided all Board of Director committees shall function as specified in these Bylaws.

B. Committees with Authority of the General Assembly

1. A committee may be designated to exercise and act with the authority of the General Assembly. A committee exercising the authority of the General Assembly must be composed of a majority of committee members who are Voting members. All committees and members thereof, exercising the authority of the General Assembly, shall be designated and appointed by a resolution adopted by a majority of the General Assembly. Each Standing Committee shall appoint the chairperson of their committee.

C. Committees with Recommending Authority.

1. A committee with recommending authority does not need to be composed of a majority of committee members who are Directors. Committees with recommending authority shall be designated by a resolution adopted by a majority of the Board of Directors at a meeting in which a quorum is present or by the Chairperson of the Board of Directors and members and chairperson thereof shall be approved by the same authority by which the committee was designated.

D. Standing Committees of the Board.

1. NETRAC shall have the following standing committees, which shall be designated by the General Assembly:
  - a. Education / Injury Prevention / Pediatric

1. Function. To facilitate and increase the number of trauma related educational opportunities in the region for healthcare providers and develop and promote trauma prevention and safety programs throughout NETRAC.

b. Trauma System Quality Improvement.

1. Function. Monitor trauma care in the NETRAC utilizing quality improvement as a method of analyzing individual cases in order to improve the overall function of the trauma system.

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c. Hospital / Regional Registry

1. Function. To develop and maintain a regional trauma base that is accurate consistent and serves as the means by which NETRAC documents success and identifies opportunities for improvement and to act as liaison between healthcare facilities in order to assess each hospital's trauma capabilities, develop written triage and diversion criteria, inter-hospital transfer criteria and participate in a QI process to assess the overall functioning of the regional trauma system.

d. Pre-Hospital / EMS

1. Function: To serve as liaison to EMS services within NETRAC to include development of triage criteria, transport criteria, and trauma related training activities that include mass casualty, disaster and hazardous materials training.

E. Standing Committee Chairs

1. Each Standing Committee will be appointed or re-appointed by the RAC Chair.

F. Additional Standing Committees.

1. In addition to the committees specified in this section the General Assembly may, by a resolution adopted by a majority of the Voting Members, create one or more standing committees in accordance with these Bylaws.

2. The Chairperson and the Chair-Elect of Corporation shall serve as ex-officio without a vote on additional standing committees designated under this provision.

G. Special Committees.

1. In addition to the standing committees, the General Assembly or the Chairperson of the Board may appoint special committees for fact finding, research or discussion of stated purposes, provided that such committee will have no power to act other than as specifically authorized by the appointing authority. Such committee composition, chairperson, term, frequency of meetings, reporting and responsibility will be determined by the authority establishing the committee.

2. Persons other than members may serve on special committees.

3. The Chair and Chair-Elect Corporation, or designee, shall serve ex-officio without a vote on all special committees. Upon completion of the task for which the committee was appointed the special committee shall stand discharged.

H. Committee Tenure

1. Each person on a committee shall continue to serve until the next annual meeting of the General Assembly and until his or her successor is appointed unless sooner removed or the committee is dissolved.

I. Committee Meetings, Notice and Quorum.

1. The Chairperson of Board, the chairperson of the committee, or a majority of the committee may call meetings of a committee. The committees shall meet at least annually. Notice may be given at any time in a manner reasonably designated to inform the committee of the time and place of the meeting. A majority of the voting persons on the committee then in office shall constitute a quorum. Individuals present in person via telephone or similar communications equipment shall be included in calculating a quorum.

J. Committee Resignations, Removal and Vacancies.

1. Any person on a Committee may resign from the Committee at any time by giving written notice to the Chair of Corporation or secretary of Corporation; and any person

may resign from any other committee by giving written notice to the chairperson or secretary thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any person on a committee, including ex-officio members, may be removed at any time by whoever appointed such person. Any vacancy occurring in a committee and any membership thereon to be filled by reason of an increase in the number of persons on a committee shall be filled by whoever has appointment rights.

K. Committee Minutes.

1. The Chair of each committee shall prepare complete and accurate minutes of each meeting and promptly forward duplicate originals thereof to the Secretary of Corporation.

L. Committee Procedures

1. The committee chairperson shall normally preside at meetings of the committee. The committee may adopt its own rules of procedure, which shall not be inconsistent with these Bylaws.

M. Action by Committee.

1. No action of a committee shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of a committee may be taken without a meeting if consent in writing (setting forth the action so taken) shall be signed by each member of the committee entitled to vote.

N. Committee Compensation.

1. Persons serving on a committee as such shall not receive salaries for their services, but by resolution of the General Assembly a reasonable amount for services rendered, including reimbursement of expenses in attending to authorized duties may be allowed; provided, however, that nothing herein contained shall be construed to preclude any member of the committee from serving.

## ALTERNATIVE DISPUTE RESOLUTION

Alternative Dispute Resolution  
September 20, 2007

### **Alternative Dispute Resolution (ADR)**

- A. Any actual entity, be that provider or individual representing a provider, service or hospital that is aggrieved in connection with any Regional Advisory Council rule(s) in accordance with its by-laws, trauma system plan, guidelines or protocol; action(s) or in-action(s), or any situation or circumstance causing dissention or aggravation, may formally protest to the Regional Advisory Council of Trauma Service Area “F”. A formal protest must be written, with date and signature of protestor(s), addressed and delivered to the Regional Advisory Council Chair Person and his/her representative as he/she so designates, of Trauma Service Area “F”.
- B. Copies of the protest will be mailed or delivered by Regional Advisory Council Chair Person upon receipt of a written protest for the purpose of establishing full disclosure of situation or circumstance, and for making preparations for a formal hearing to address such protest for resolution if deemed necessary. A formal protest must contain:
- (1) A specific and objective identification or statement of the aggravating situation or circumstance that the protested action is alleged to have been or is in violation
  - (2) A specific and objective description of each act alleged to have violated or aggravated the protestor(s)

- (3) The aggrieved party's arguments(s) and authorities in support of the protest.
  - (4) Describe the relief/decision requested to resolve the matter.
- C. The Regional Advisory Council Chair Person or his/her representative as he/she so designates of Trauma Services Area “F” shall have the authority to settle and resolve the dispute to the Executive Board or Committee with ample and appropriate selection of all parties necessary to resolve the dispute.
- D. The Executive Board or Committee may solicit written responses to the protest from interested parties. If the protest/dispute is not resolved by mutual agreement, the Committee will issue a written determination of the protest, within thirty (30) days of receipt of all pertinent (by definition of DSHS) data.
- (1) If the Committee determines that no violation of rule(s) in accordance with its by-laws, trauma system plan, guidelines or protocol; action(s) or in-action(s), or any situation or circumstance causing dissent or aggravation has occurred, it shall so inform the protesting party or parties by letter, which sets forth the reasons for the determination.
  - (2) If the Committee determines that a violation of rule(s) in accordance with its by-laws, trauma system plan, guidelines or protocol; action(s) or in-action(s), or any situation or circumstance causing dissent or aggravation has occurred, it shall so inform the protesting party or parties by letter, which sets forth the reasons for the determination and the appropriate remedial actions.
- E. An aggravated party or parties may appeal the determination by the Committee. An appeal must be submitted to the Department of State Health Services, Health Care Quality Section no later than “30” working days after the Committee's determination, at the following address:
- Department of State Health Services  
Health Care Quality Section  
1100 W. 49<sup>th</sup> Street  
Austin TX 78756-3199
- The appeal shall be limited to review of the Committee's determination. The appeal must be mailed or delivered by the appealing party or parties to DSHS, Health Care Quality Section, and must contain an affidavit that copies of the appeal have been mailed or delivered by the appealing party or parties to the Chair Person or designated representative(s). In the event the appeal is not timely in delivery to the office of Health Care Quality, the appeal will not be considered and the appealing party or parties will be so notified in writing.
- F. The DSHS, Health Care Quality Section shall review the Committee's determination and the appeal in order to provide assistance and resolution to the aggravation. The Health Care Quality Section shall issue a written decision on the protest, which decision is final and not appeal able.

## TRANSACTIONS OF THE CORPORATION

### A. Contracts

1. The General Assembly may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

### B. Deposits

1. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the General Assembly selects.

### C. Gifts

1. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, legacy, or devise for the general purposes or for any special purpose of the Corporation. The General Assembly may make gifts and charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law, and are not inconsistent with the requirements for maintaining the Corporation's status as an organization exempt from taxation under Section 501 © (3) of the Internal Revenue Code of 1986, or any corresponding provisions of future federal tax laws.

### D. Potential Conflicts of Interest

1. The Corporation shall not make any loan to a Member, Director or officer of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director or officer of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation after full disclosure of all relevant facts and with the approval of the General Assembly, not including the vote of any person having a personal interest in the transaction.

### E. Prohibited Acts

1. No Directors or officer of the Corporation shall receive an improper personal benefit from the operation of the Corporation or use the assets of the Corporation, directly or indirectly, for any purpose other than carrying on the purposes of this Corporation.

## BOOKS AND RECORDS

### A. Required Books and Records

1. The Corporation shall keep correct and complete books and records of account the Corporation's books and records shall include:

- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation.
- b. A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- c. Minutes of the proceedings of the Board of Directors.
- d. A list of the names and addresses of the Directors and officers of the Corporation.
- e. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of each of its fiscal years.
- f. A financial statement showing the income and expenses of the Corporation for each of its fiscal years.
- g. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- h. The Corporation's federal, state and local information tax returns for each of the Corporation's tax years.

B. Inspection and Copying

1. Any Member, Director, or officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative.

FISCAL YEAR

A. The Fiscal Year

1. The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

BUDGET

A. Budget Preparation and Administration

1. The Board of Directors will be responsible for preparing and administering the budget of NETRAC.

B. Budget Approval

1. The General Assembly will approve the budget of NETRAC.

C. Reimbursement

1. All goods and services reimbursed by NETRAC must be properly authorized.
2. No item will be reimbursed without a proper document. Such document shall list, at a minimum, the date, amount, item description, vendor, and entity.
3. No item will be reimbursed if the member has outstanding dues.

INDEMNIFICATION

A. When Indemnification is Required, Permitted, and Prohibited

1. The Corporation shall indemnify a Director, officer, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation but only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or if found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo-contendere or its equivalent shall not necessarily preclude indemnification by the Corporation.
2. The Corporation shall indemnify a Director against reasonable expenses incurred by him or her in connection with a proceeding in which he or she is a named defendant or

respondent because he or she is or was a Director if he or she has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

3. The Corporation shall pay or reimburse expenses incurred by a Director, officer, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

4. In addition to the situations otherwise described in this paragraph the Corporation may indemnify a director, officer, employee or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph above, or the Act.

5. Before the final disposition of a proceeding, the Corporation may pay Indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

6. If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes (except where such indemnification would have an adverse effect on the status of the Corporation as an organization exempt from tax under Section 501.c (3) of the Internal Revenue Code of 1986 or corresponding provision of any future federal tax laws, and/or would result in a violation of any other provision of such Internal Revenue Code or corresponding provision of any future federal tax laws), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the person is found liable to the Corporation or is found liable to another one the basis that personal benefit was improperly received by the person, the indemnification (1) shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation.

#### B. Insurance and Similar Arrangements

1. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under these Bylaws or the Act. In addition, the Corporation may purchase, maintain, or enter into other arrangements authorized by the Act on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under these Bylaws or the Act.

## NOTICES

### A. Notice by Mail, Email, Facsimile or Telegram

1. Any notice required or permitted by the Bylaws to be given to a director or officer of the Corporation may be given by mail, electronic mail (email), facsimile transmission, or telegram. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by electronic mail, a notice shall be deemed to be delivered when the email thereof to the person's address has been completed and no return has been received. If given by facsimile transmission, a notice shall be deemed to be delivered when the transmission thereof to the person's facsimile telephone number has been completed. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Corporation. A person may change his or her address by giving written notice to the Secretary of the Corporation.

2. Members should indicate to the Secretary their preferred method of communication

### B. Signed Waiver of Notice

1. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

### C. Waiver of Notice by Attendance

1. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## SPECIAL PROCEDURES CONCERNING MEETINGS

### A. Meeting by Telephone

1. The Board of Director's of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

### B. Decision Without Meeting

1. Any decision required or permitted to be made at a meeting of the Board of Directors of the Corporation may be made without a meeting if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

### C. Voting By Proxy

1. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- a. An instrument revoking the proxy is delivered to the secretary or other designated officer.
- b. The proxy authority expires under the terms of the proxy.
- c. The proxy authority expires under the terms of the Bylaws.

#### AMENDMENT TO BYLAWS AND ARTICLES OF INCORPORATION

##### A. Amendment to the Bylaws And Articles Of Incorporation

1. The Bylaws and Articles of Incorporation may be altered, amended, or repealed, and new Bylaws and Articles of Incorporation may be adopted by a vote of the General Assembly held at a meeting specially called for the purpose of altering, amending or repealing the Bylaws or Articles of Incorporation. The notice of any meeting at which the Bylaws or Articles of Incorporation are altered, amended, or repealed, or at which new Bylaws or Articles of Incorporation are adopted shall include the text of the proposed provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. In the alternative, the notice may include a fair summary of those provisions.

#### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS AND ASSETS

##### A. Prohibition Against Sharing In Corporate Earnings And Assets

1. No member, director, officer, or employee of or other person connected with the Corporation, or any other private person shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment of any such person of such reasonable compensation for service rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors. No director, officer, or employee of or other person connected with the Corporation, or any other private person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

#### RESTRICTIONS ON ACTIVITIES

##### A. Restrictions On Activities

1. Notwithstanding any other provision of these Bylaws, no member, director, officer, employee or other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation (a) which is not permitted to be taken or carried on (I) by an organization exempt from taxation under Section 501 (c) of the Internal Revenue Code of 1986 or corresponding provision of any future federal tax laws, or (ii) by an organization contributions to which are deductible under Section 170 (c) (2) of such Internal Revenue Code or corresponding provision of any future federal tax laws, and/or (iii) by an organization bequests, legacies, devises and/or transfers to which are deductible under Section 2055 (a) (2) of such Internal Revenue Code or corresponding provisions of any future federal tax laws.

Certificate Of Secretary

I hereby certify that I am the duly elected as acting secretary of Northeast Texas Regional Advisory Council and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly ammended at a meeting of the General Assembly held on \_\_\_\_\_, 2007

Secretary \_\_\_\_\_



