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FIFTH AMENDED AND RESTATED BYLAWS

OF

SOUTHEAST TEXAS REGIONAL ADVISORY COUNCIL

Effective December 14, 2009

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**FIFTH AMENDED AND RESTATED BYLAWS
OF
SOUTHEAST TEXAS REGIONAL ADVISORY COUNCIL
Effective: December 14, 2009**

These Fifth Amended and Restated Bylaws (“Bylaws”) govern the affairs of Southeast Texas Regional Advisory Council, a Texas non-profit corporation (“Organization”). In accordance with Section 402.003 of the Texas Business Organizations Code (“TBOC”), the Organization has adopted, and is subject to the TBOC effective December 14, 2009.

**ARTICLE 1
NAME; STATUS**

- 1.1 **Name.** The name of the Organization shall be “Southeast Texas Regional Advisory Council.”
- 1.2 **Regional Advisory Council.**
- 1.2.1 The Organization is a recognized regional advisory council (“RAC”) for the area described by the Texas Department of State Health Services (“DSHS”) as TSA-Q (defined below) and organized under the Texas Trauma Rules.
- 1.2.2 A RAC is a formal organization originally chartered by DSHS to develop and implement a regional emergency medical services/trauma system plan and to oversee trauma system networking and contracts to perform other management services, including, but not limited to, emergency preparedness, stroke, as amended by the Texas legislature, or other services RAC has the authority to expand its purpose to other regional health system coordination.
- 1.2.3 The term “TSA-Q” means the trauma service area so designated by DSHS. Currently TSA-Q includes the following Texas counties:

Austin	Montgomery
Colorado	Walker
Fort Bend	Waller
Harris	Wharton
Matagorda	

Therefore, the Organization covers these counties but in the event any counties are designated or moved into or from TSA-Q by DSHS as being in TSA-Q, then the Organization shall cover those counties as later identified by DSHS.

- 1.2.4 The organization may enter into contracts for service outside the member counties at the discretion of the Board of Directors.

**ARTICLE 2
PURPOSE**

The purpose of the Organization shall be to facilitate a regional comprehensive continuum of quality health care in the services lines determined by the Board of Directors without regard to race, gender, color, creed, national origin, disability, or ability to pay.

ARTICLE 3
BOARD OF DIRECTORS

- 3.1 **Management of the Organization.** The affairs of the Organization shall be governed by the Board of Directors (“Board”) and managed by staff members and volunteers authorized by the Board.
- 3.2 **Number and Qualifications of Directors.** The Board shall consist of the following individuals:
- 3.2.1 One representative from each county in TSA-Q, each of whom will represent an out of hospital EMS provider.
- 3.2.2 One representative from the City of Houston EMS.
- 3.2.3 One representative from each acute healthcare system designated in these Bylaws or by the Board as major hospital systems operating in TSA-Q counties. The hospital systems so designated are as follows:
- Memorial Hermann Healthcare System
 - HCA, Inc.
 - Harris County Hospital District
 - CHRISTUS Health
 - St. Luke’s Episcopal Health System
 - The Methodist Hospital System
 - Tenet Healthcare Corporation
 - Texas Children’s Hospital
- 3.2.4 Two representatives selected by the other hospital systems, general acute care hospitals (“Independent Hospitals”) (*i.e.*, independent hospitals), long term acute care facilities, rehab facilities or other inpatient facilities (collectively, “Facilities”) located in the TSA-Q counties.
- 3.2.5 Two at-large representatives from the public or other stakeholder group
- 3.2.6 One at-large representative from each of the service line committees set forth in Section 5.2.
- 3.2.7 In the event of a merger, acquisition, dissolution or other action of one or more healthcare systems, the Board may change the allocation of hospital representation as necessary through the normal bylaws process.
- 3.3 **Term.**

- 3.3.1 The county EMS representative Directors shall serve three-year terms; provided, however, that the terms shall be staggered in the same manner that the terms of TSA-Q county representatives to the Board were staggered immediately prior to the effective date of these Fifth Amended and Restated Bylaws.
- 3.3.2 The City of Houston EMS representative Director and the at-large Directors shall serve for term of three years.
- 3.3.3 The terms of all Directors shall end at the applicable annual meeting or, if no successor is selected at that meeting, at such time as a successor is selected in accordance with these Bylaws. Directors may succeed themselves.
- 3.4 **Alternate Directors.** Any Director may designate an alternate director for a specific meeting by providing oral or written notice to the Chairman. Such alternate director may serve as a substitute for the Director if the Director is unavailable for any reason. The alternate director will have full authority to act as a Director when substituting for the Director.
- 3.5 **Nomination and Election of Directors.** Each Director shall be nominated as prescribed in this section and confirmed by the Board to serve as a Director.
- 3.5.1 A Director representing a county EMS described in Section 3.2.1 shall be nominated by Full Members in that county to be represented by that Director. Each county shall establish a procedure to determine its nominee. If a county has not established a procedure or if the Chairman is not aware of such a procedure, then the nominations may be requested from the County Judge. Notwithstanding the foregoing, at any meeting at which the election of a Director occurs, any Member in good standing may nominate a person for the position of Director as a representative from the county of the nominator. All nominations shall be subject to election to the Board by a majority vote of the Board.
- 3.5.2 Hospital System representative Directors shall be nominated by the major hospital systems described in Section 3.2.3 to be represented by that Director. Each system shall establish a procedure to determine its nominees. If an organization does not submit a nomination prior to the annual meeting of the Board, the Executive Committee shall seek out and make a nomination. All nominations shall be subject to election to the Board by a majority vote of the Board.
- 3.5.3 Two Directors representing Facilities described in Sections 3.2.4 shall be nominated by Facilities that are Full Members. At any meeting at which the election of a Director occurs, any Member Facilities in good standing may nominate a person for the position of Director who will represent the Member making the nomination. All nominations shall be subject to election to the Board by a majority vote of the Board.
- 3.6 **Vacancies.** Any vacancy occurring in the Board, and any new Director position created due to an increase in the number of Directors, shall be elected by the Board, following nomination by the Nominating Committee at the Board's next regular meeting or at a special meeting called for that purpose or as soon as reasonably practicable. Directors elected to fill vacancies or new positions shall be elected by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.
- 3.7 **Annual Meeting.** The annual meeting of the Board shall be at the last meeting of the Board in each fiscal year at such time and location as the Board may designate from time to time. Board

members shall be elected at the annual meeting of the Board for those Board terms expiring and shall immediately take their seats on the Board. Thereafter, also at the annual meeting, officers shall be elected by the newly seated Board.

- 3.8 **Regular Meetings.** The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings shall be held within TSA-Q.
- 3.9 **Special Meetings.** Special meetings of the Board may be called by or at the request of the Chairman or any three (3) Directors.
- 3.10 **Notice.** Written, printed or electronic mail notice of any special meeting of the Board shall be delivered to each Director not less than seven (7) days before the date of the meeting. The notice of a special meeting shall state the place, date, and time of the meeting, as well as who called the meeting, and the purpose or purposes for which the meeting is called. All notices of special meetings shall be delivered by certified mail, return receipt requested, or, in the case of notice via electronic mail, the transmission of notice shall request a return receipt or other evidence of delivery. Notice of a special meeting may be waived by unanimous consent of the Board.
- 3.11 **Quorum.** The presence of one-third of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- 3.12 **Voting.** Each Director shall have one (1) vote.
- 3.13 **Actions of Board.** The Board shall generally endeavor to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum exists shall be sufficient to constitute the act of the Board unless otherwise required by these Bylaws or by law. A Director who is present at a meeting and abstains from a vote is considered to be present for the purpose of determining whether a majority vote exists.
- 3.14 **Duties of Directors.**
- 3.14.1 Directors shall exercise ordinary business judgment in governing the affairs of the Organization. In acting in their official capacity as Directors of this Organization, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Organization and that are not unlawful.
- 3.14.2 The following matters shall be reserved to the Board, despite any other provision of these Bylaws apparently to the contrary:
- (a) Approval of the annual budget;
 - (b) Approval of business plans;
 - (c) Approval of policies and procedures;
 - (d) Hiring of the chief executive officer;
 - (e) Approval of the mission statement, if any, of the Organization;
 - (f) Establishment of fiscal policy regarding purchasing processes, competitive bidding thresholds and authority to purchase, and execution of contracts;

(g) Establishment of organizational banking and investment policy.

3.14.3 The Board may delegate authority to the Executive Committee and/or other agent of the organization to enter contracts or execute purchases that are necessary for the efficient operation of the Organization that occur between Board meetings. Such contracts or expenses shall not exceed the budgeted amount per line item in the budget.

3.14.4 Within forty-five (45) days of appointment to the Board, each Director shall comply with the orientation training (a) prescribed by Board policy and (b) mandated by local, state, and or federal regulation. Evidence of completion shall be submitted to the Board Secretary or designee.

(a) The Chairman may, upon receipt of a written request from the affected Director showing extraordinary cause for the delay, grant an extension of up to seven (7) business days for the Director to comply with the requirements of this Section 3.14.4. Under no circumstances may the extension be for a period of time longer than seven (7) business days.

(b) Notwithstanding any other provision of these Bylaws to the contrary, in the event that a Director fails to satisfy the requirements of this Section 3.14.4, he or she shall be deemed to have immediately withdrawn, abandoned or resigned from his or her position as a Director, without need for further notice. Any vacancy shall be filled as set forth in Section 3.6 of these Bylaws.

3.14.5 Each Director is expected to attend all meetings of the Board.

(a) In the event any Director accrues unexcused absences from three (3) meetings (regardless of whether the meetings are regular or special meetings or both regular and special meetings) of the Board during any fiscal year, the Director shall be deemed to have resigned his or her position as Director effective immediately upon the absence from the third Board meeting.

(b) Each Director may obtain one (1) excused absence for illness or an unforeseen emergency during any fiscal year. The Executive Committee may, in its sole discretion, grant or deny a request by a Director for an excused absence. To obtain an excused absence, the Director must submit a written request via U.S. mail, overnight delivery service, courier, facsimile, electronic mail, or similar means to the Chairman or his or her designee.

3.15 **Arrangements with Other RACs.** The Board shall have authority to enter into agreement(s) to work with, assist, or support other RACs in Texas; provided, however, that such arrangements do not have a material adverse effect on the Organization fulfilling its responsibilities to TSA-Q.

3.16 **Compensation.** Directors shall not receive any salary or compensation for their services.

3.17 **Removal of Directors.** The Board may remove a Director upon two-thirds vote of those present at a special meeting of the Board called for the purpose of voting on removing any Director. A special meeting to consider the removal of a Director shall be called and notice shall be given in accordance with the procedures provided in these Bylaws. Such Director shall be given written notice of the meeting and shall be given the right to present relevant information at the meeting.

ARTICLE 4
OFFICERS

- 4.1 **Identification.** The officers of the Organization (each an “Officer” and collectively the “Officers”) shall be a Chairman, two (2) Vice Chairmen, a Secretary, a Treasurer and an Officer-at-Large. The Board may combine, create or eliminate Officer positions, and define the authority and duties of each such position. A Director may not hold more than one (1) office at one time, except that the offices of Secretary and Treasurer may be held by one (1) person simultaneously. Officers may, however, serve on multiple committees. Only Directors are eligible to serve as Officers.
- 4.2 **Election and Term of Office.** The Officers shall be nominated by the Nominating Committee and elected annually by vote of a majority of the Board at its regular annual meeting. Each Officer shall serve for two years or until replaced as an Officer whichever occurs later. The Chairman, Vice Chairman for Prehospital Services and the Treasurer will be elected in odd numbered years. The Vice Chairman for Inpatient Services, Office at Large and the Secretary shall be elected in even numbered years. No Officer may serve in the same office for more than three (3) consecutive terms.
- 4.3 **Removal.** Any Officer elected by the Board may be removed from office upon two-thirds vote of those present at a special meeting of the Board called for the purpose of removing any Officer. A special meeting to consider the removal of an Officer shall be called and notice shall be given in accordance with the procedures provided in these Bylaws. Such Officer shall be given written notice of the meeting and shall be given the right to present relevant information at the meeting.
- 4.4 **Vacancies.** Any vacancy occurring in any office shall be filled by the Nominating Committee submitting one or more nominations to the Board and then election by the Board at a regular or special meeting of the Board. Any Officer elected to fill a vacancy in any office shall be elected for the unexpired term of the predecessor in office. Any vacancy occurring in the Executive Committee for a position held by an Officer shall be filled by the replacement Officer nominated and elected in accordance with this Section 4.4.
- 4.5 **Chairman.** The Chairman shall be the president of the Organization. The Chairman shall preside at all meetings of the Full Members, Board, and the Executive Committee. The Chairman may execute any deeds, mortgages, bonds, contracts, or other instruments that the Executive Committee or Board has authorized to be executed. However, the Chairman may not execute instruments on behalf of the Organization if this power is expressly delegated to another Officer or agent of the Organization by the Executive Committee, the Board, the Bylaws, or law. The Chairman shall perform other duties prescribed by the Executive Committee or the Board and any duties incident to the office of the Chairman and permitted by law.
- 4.6 **Vice Chairmen.** There shall be two (2) Vice Chairmen:
- 4.6.1 **Vice Chairman of Hospital Services.** When the Chairman is absent or is unable to act, the Vice Chairman of Hospital Services shall perform the duties of the Chairman. When the Vice Chairman of Hospital Services acts in place of the Chairman, the Vice Chairman of Hospital Services shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman of Hospital Services shall perform other duties as assigned by the Chairman, the Executive Committee or the Board.

- 4.6.2 **Vice Chairman of Prehospital Services.** The Vice Chairman of Prehospital Services shall be appointed from the general membership. When both the Chairman and the Vice Chairman of Hospital Services are absent or unable to act, the Vice Chairman of Prehospital Services shall perform the duties of the Chairman. In such circumstance, the Vice Chairman of Prehospital Services shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman of Prehospital Services shall also perform other duties as assigned by the Chairman, the Executive Committee or the Board.
- 4.7 **Secretary.** The Secretary shall:
- 4.7.1 Give all notices as provided in these Bylaws or as required by law.
 - 4.7.2 Oversee the process of taking minutes of the meetings of the Full Members, Board, and the Executive Committee and keep the minutes as part of the corporate records.
 - 4.7.3 Assure the appropriate retention of corporate records and of the seal, if any, of the Organization.
 - 4.7.4 Affix the seal of the Organization, if any, to all documents as authorized.
 - 4.7.5 Keep a register of the mailing address of each Director, Officer, and employee of the Organization.
 - 4.7.6 Perform all the duties incident to the office of Secretary, including collection of required Board member credentialing documents.
 - 4.7.7 Perform duties as assigned by the Chairman, the Executive Committee, or the Board.
- 4.8 **Treasurer.** The Treasurer shall:
- 4.8.1 Have charge and custody of and be responsible for all funds and securities of the Organization.
 - 4.8.2 Oversee the process of receiving and giving receipts for monies due and payable to the Organization from any source.
 - 4.8.3 Oversee all deposits of all monies in the name of the Organization in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board.
 - 4.8.4 Oversee compliance with the Board's adopted policies and procedures to write checks and disburse funds to discharge obligations of the Organization
 - 4.8.5 Oversee the maintenance of financial books and records of the Organization.
 - 4.8.6 Oversee the preparation of financial reports quarterly.
 - 4.8.7 Arrange for an independent annual audit.
 - 4.8.8 Perform all the duties incident to the office of Treasurer.
 - 4.8.9 Perform duties as assigned by the Chairman, the Executive Committee, or the Board.

- 4.9 **Officer-at-Large.** The Officer-at-Large shall perform such duties as are assigned by the Chairman, the Executive Committee or the Board.
- 4.10 **Resignations.** An officer may resign at any time by delivering notice to the Chairman, except that the Chairman may resign at any time by delivering notice to the Secretary. Any such resignation shall be made in writing and shall take effect at the time it is delivered unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. If a resignation is made effective at a later date and the Organization accepts such future effective date, the Board may fill the pending vacancy before the effective date provided that the successor does not take office until the effective date.

ARTICLE 5

COMMITTEES

- 5.1 **Other Committees.** There shall be created an Executive Committee, a Nominating Committee, Budget Committee, and service line committees.
- 5.1.1 **Executive Committee.** The Executive Committee shall be comprised of all the Officers. Each member of the Executive Committee shall serve until the term of office expires or until the member is replaced by the Board. The Chairman of the Organization shall be the Chairman of the Executive Committee.
- (a) Powers and Functions. The Executive Committee, when the Board is not in session, shall have and exercise all of the authority of the Board in the management of the Organization except as such authority is limited by law, these Bylaws or by resolution of the Board.
 - (b) Regular Meetings. The Executive Committee shall meet at least quarterly.
 - (c) Special Meetings. Special meetings of the Executive Committee may be called by the Chairman or at the request of any three (3) members of the Executive Committee. Written, printed or electronic mail notice of any special meeting of the Executive Committee shall be delivered to each member of the Executive Committee not less than three (3) days prior to the meeting. The notice of a special meeting shall state the place, day, and time of the meeting, as well as who called the meeting, and the purpose or purposes for which the meeting is called. Notice of a special meeting may be waived by unanimous consent of the Executive Committee.
 - (d) Quorum. The presence of a majority of the Executive Committee members shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. If a quorum is not present at any time during a meeting, a majority of the members present may adjourn and reconvene the meeting at a later date to obtain a quorum.
- 5.1.2 **Nominating Committee.** The Board shall appoint from the members of the Board, at or within a reasonable time after the annual meeting of the Board, a Nominating Committee. The Nominating Committee shall be comprised of at least five (5) members. The Nominating Committee shall conduct business as set forth in Sections 5.5, 5.6, 5.7 and 5.8, except that it shall meet and submit reports to the Board (in addition to the report to

the Board at the annual meeting of the Board), only as often as necessary to accomplish its purposes, functions and duties. The purposes, functions, and duties of the Nominating Committee shall be as follows:

- (a) Consult with each of the TSA-Q counties regarding nomination of representatives to the Board, and submit the county nomination for election as County Representative Directors as required in Section 3.2.1
- (b) Consult with each of the TSA-Q hospital systems and independent facilities and submit the nominations for election as Hospital Representative Directors as required in Section 3.5.2 and 3.5.3.
- (c) Consult with the City of Houston EMS regarding nomination of representative to the Board, and nominate an individual for election as City of Houston EMS Director as required in Section 3.2.2.
- (d) Nominate individuals for election as At-large Directors as required in Section 3.2.5
- (e) Consult with the Service Line Committees to nominate a representative from each Committee to the Board as required in Section 3.2.6.
- (f) Nominate individuals for election as Officers as required in Sections 4.2 and 4.4.

In making its nominations, the Nominating Committee will consider (a) the qualifications of the individuals being considered; (b) the mission of the Organization, if any; the Purpose of the Organization; (c) the diversity, size, geographic location, and nature of the Organization to be represented; and (d) the disciplines, industries, and specializations of the individuals in order to achieve a well balances representation on the Board.

5.1.3 **Budget Committee.** The Budget Committee shall be comprised of the Executive Committee, Chief Executive Officer, Treasurer, and the chairpersons of every other committee established under these Bylaws. Subcommittee chairpersons shall not, merely by virtue of their positions, be members of the Budget Committee. The Budget Committee shall conduct business as set forth in Sections 5.5, 5.6, 5.7, and 5.8, except that it shall meet only as often as necessary to accomplish its purposes, functions and duties. The purposes, functions and duties of the Budget Committee shall be as follows:

- (a) Receive recommendations from the membership, committees, subcommittees, and working groups regarding the budget and grants.
- (b) Make recommendations to the Board regarding the budget each year or more often as specified in grant or other funding source requirements of laws.

5.2 **Service Line Committees.** The Board may establish, dissolve and appoint service line committees. In defining the composition of the service line committees, the Board should strive for diversity in geographic and stakeholder representation.

The initial service line committees shall be:

- Trauma
- Stroke
- Cardiac
- Preparedness
- Pediatrics

- 5.3 **Task Forces and Working Groups.** The Executive Committee or the Chairman may appoint task forces and other working groups as deemed necessary to further the purposes of the Organization. Such task forces and other working groups may be created independent of or under a committee or subcommittee.
- 5.4 **Subcommittees.** Subcommittees may be established from time to time by the Executive Committee, Chairman, or the applicable committee. With respect to subcommittees of service line committees, each agency, facility, institution, entity or organization represented in a service line subcommittee shall have one (1) vote even if more than one person on a subcommittee is employed, directly or indirectly, by or otherwise represents a given agency, facility, institution, entity or organization.
- 5.5 **Quorum.** Except as otherwise set forth in these Bylaws, a quorum for conducting the business of each committee at any meeting shall not be less than the greater of two or one-third of the members of the committee.
- 5.6 **Voting.** Except as set forth in Section 5.4, each member of a committee established under these Bylaws shall have one (1) vote.
- 5.7 **Meetings and Reports.** Except as otherwise set forth in these Bylaws or determined by the Board, each committee shall meet at least once every quarter and shall make or submit a report, in writing, at least every regular meeting of the Board, or as determined by the Chairman. Notwithstanding the foregoing, each committee shall make or submit a report, in writing, to the Board at the annual meeting of the Board. Subcommittees shall report to the applicable committee as determined by the chairperson of the committee. Meetings of all committees and subcommittees shall be open to all Members; provided, however, that the Nominations Committee and Executive Committee may hold meetings in executive session for matters requiring confidentiality.
- 5.8 **Meetings by Telephone.** Committees and subcommittees 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 system, including without limitation 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.

ARTICLE 6
MEMBERS

- 6.1 **Members.** Members in the Organization (“Members”) shall be hospitals, physicians, nurses, EMS providers, first responder groups or networks, and other individuals providing or interested in the emergency healthcare system, or residing in TSA-Q which/who also satisfy the requirements for participation established by the Board. The Board may establish reasonable administrative requirements for participation including, without limitation, participation fees and acceptable written statement of active interest. The term “Member” is not intended, and shall not be construed to mean a “member” as that term is defined in Section 1.002(53)(B) of the Texas Business Organizations Code.
- 6.2 **Full Members.** Full Members in the Organization (“Full Members”) shall be Members who satisfy the criteria established by the Board for determining Full Member status in the Organization. The membership guidelines adopted by the Board shall have been discussed and affirmed by a majority vote of the Full Members present at the meeting where such vote occurs. The status of all Full Members may be reviewed by the Board annually.
- 6.3 **Associate Members.** Associate Members in the Organization (“Associate Members”) shall be Members who do not meet the criteria for Full Members or who are subject matter experts or invited industry representatives who bring specialized knowledge, expertise, or coordinating ability that is valued by the Organization. Notwithstanding any provision apparently to the contrary, Associate Members are not entitled to vote or to engage in any act reserved for Full Members herein.
- 6.4 **Removal.** Any Member may be removed by a two-thirds vote of the Board whenever, in its judgment, the best interests of the Organization would be served.
- 6.5 **Member Fees and Dues.** The Board may set and change the amount of the member fee, if any, and the annual dues, if any, by its Members. Full Members whose fees or dues are delinquent shall lose their right to vote until such time as any and all delinquent fees or dues are fully paid, and all fees and dues are current.
- 6.6 **Reinstatement.** A former Member may be required by the Board to submit a written request for reinstatement into the Organization. The Board or a duly authorized committee designated to handle such matters may reinstate Members on any reasonable terms that the Board or said committee deems appropriate.
- 6.7 **Certificates of Participation.** The Board may provide for the issuance of certificates evidencing the current participation status of Members.
- 6.8 **Non-Liability of the Members.** Members shall not be personally liable for the debts, liabilities, or obligations of the Organization.

ARTICLE 7
TRANSACTIONS OF THE ORGANIZATION

- 7.1 **Contracts.** The Board may authorize any Officer or agent of the Organization to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Organization. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

- 7.2 **Banking.** All funds of the Organization shall be deposited to the credit of the Organization in banks, trust companies, or other depositories that the Board selects.
- 7.3 **Checks, Drafts, Orders for Payment.** All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Organization shall be signed and approved in the manner set forth in Section 4.8.4 above.
- 7.4 **Gifts.** The Executive Committee or Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization. The Board may make gifts and give charitable contributions that are not prohibited by the Certificate of Formation of the Organization, these Bylaws, Texas law, or any requirements for maintaining the Organization's federal and state non-profit or tax-exempt status.
- 7.5 **Potential Conflicts of Interest.** The Organization shall not make any loan to any Director, Officer, or Full Member. Furthermore, the Organization shall not transact business with any Director or Officer.
- 7.6 **Prohibited Acts.** As long as the Organization is in existence, a Director, Officer, or Member shall not:
- 7.6.1 Act in violation of these Bylaws or a binding obligation of the Organization.
 - 7.6.2 Act with the intention of banning the Organization or any of its operations.
 - 7.6.3 Act in any manner that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Organization.
 - 7.6.4 Receive an improper personal benefit from the operation of the Organization.
 - 7.6.5 Use assets of this Organization, directly or indirectly, for any purpose other than carrying on the business of this Organization.
 - 7.6.6 Wrongfully transfer or dispose of Organization property, including intangible property such as goodwill.
 - 7.6.7 Use the name of the Organization (or any substantially similar name) or any trademark or trade name adopted by the Organization, except on behalf of, and as authorized by, the Organization in the ordinary course of the Organization's business.
 - 7.6.8 Disclose any of the Organization's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.
 - 7.6.9 Take any action inconsistent with the Certificate of Formation of the Organization.

ARTICLE 8

BOOKS AND RECORDS

- 8.1 **Required Books and Records.** The Organization shall keep correct and complete books and records of account.

- 8.2 **Inspection and Copying.** Any Director, Officer, or Full Member may inspect and receive copies of all books and records of the Organization. A Full Member may inspect or receive copies if the Full Member has a proper purpose related to the Full Member's interest in the Organization and if the Full Member submits a request in writing. Such review, inspection, or receipt of copies of the books and records of the Organization shall be made at a reasonable time during normal business hours. The Board may establish reasonable fees for copying the Organization's books and records. The Organization shall provide copies of requested books and records no later than thirty (30) working days after the Organization's receipt of a proper request.
- 8.3 **Audits.** An independent audit shall be performed annually by an independent certified public accountant selected by the Executive Committee with approval of the Board.
- 8.4 **Budget.**
- 8.4.1 The Organization shall operate each year in accordance with a budget.
- 8.4.2 The procedure for establishing the annual budget shall be as follows:
- (a) The chief executive officer in conjunction with the budget committee shall prepare an annual budget for approval by the Board.
 - (b) Notice of the annual meeting of the Board and consideration of the annual budget shall be delivered to all Members at least ten (10) days prior the date set for the meeting. Any member of the Organization shall have the right to be present and participate in the meeting.
 - (c) The annual budget shall be presented and considered at the annual meeting of the Board. During the annual meeting of the Board, the budget shall be acted on by the Board.
 - (d) Notwithstanding any other provision to the contrary, the Executive Committee shall have the authority to make adjustments of up to fifteen percent (15%) per line item and in the aggregate to the annual budget without approval of the Board. The Executive Committee shall report to the Board on all such adjustments at the next regular meeting of the Board following the adjustment.
 - (e) The annual budget may be amended from time to time by the Board.

ARTICLE 9

MISCELLANEOUS PROVISIONS

- 9.1 **Legal Authorities Governing Construction of Bylaws.** These Bylaws will be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.
- 9.2 **No Cumulative Voting.** Cumulative voting is prohibited.
- 9.3 **Legal Construction.** If any provision of these Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and these Bylaws shall be construed as if the invalid, illegal, or unenforceable

provision had not been included in these Bylaws. In the event of a conflict among the provisions of these Bylaws, these Bylaws shall be interpreted in a manner that allows the Organization to maintain its status as a recognized RAC.

- 9.4 **Limitation of References.** All references to corporations, partnerships, associations, organizations, entities, bodies politic, institutions, facilities, and the like shall be to one representative designated by such person or entity or to one representative selected in accordance with these Bylaws.
- 9.5 **Fiscal Year.** The fiscal year of the Organization shall begin on the first day of September and end on the last day of August in each year.
- 9.6 **Proxies.** Voting by proxy is prohibited.
- 9.7 **Headings.** The headings and paragraph numbers used in these Bylaws are used for convenience only and shall not be considered in construing the terms of the Bylaws.
- 9.8 **Gender.** Whenever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.
- 9.9 **Seal.** The Board may provide for a corporate seal.
- 9.10 **Power of Attorney.** A person may execute any instrument related to the Organization by means of a Power of Attorney if any original executed copy of the Power of Attorney is provided to the Secretary of the Organization to be kept with the official records.
- 9.11 **Parties Bound.** These Bylaws shall be binding upon and inure to the benefit of the Organization, Directors, Officers, and Members.
- 9.12 **Alternate Dispute Resolution (ADR) Process.**
- 9.12.1 Any provider or individual representing a provider, service, agency, or hospital that has a dispute in matters germane to the jurisdiction of the Organization in connection with another provider or the Organization itself (e.g., bylaws, trauma system plan, guidelines or protocols; action(s) or interaction(s), etc.) may formally voice its dispute in writing. The written document must be addressed to the chairman of the Organization.
- 9.12.2 The formal written protest must contain the following: a specific statement of the situation that contains the description of each issue and a proposed solution to resolve the matter(s).
- 9.12.3 A neutral or impartial group with no vested interest in the outcome of the dispute will be appointed by the Chairman and assembled to review the issue. This group may solicit written responses to the dispute from interested parties. If the dispute is not resolved by mutual agreement, the group will issue a written determination within thirty (30) days of receipt of all pertinent data.
- 9.12.4 A party or parties may appeal the determination by the group and ask for the issue to be brought before the Members for final determination. The party or parties have no later

than ten (10) working days after the determination to submit the request for secondary review.

The request must be submitted to the following address or to such other address as may be posted on the Organization's website:

Southeast Texas Regional Advisory Council
1111 North Loop West, Ste 160
Houston, TX 77008.
Attn: Chairman

9.12.5 The appeal to the Members will be limited to the original determination. The appeal must be mailed or delivered in a timely manner. In the event the appeal is not timely in delivery, it will not be considered. If not considered, the parties will be notified in writing.

ARTICLE 10

STAFF

- 10.1 **Chief Executive Officer.** The Board shall be responsible for appointing a qualified individual to serve as the Chief Executive Officer of the organization. The Chief Executive Officer shall serve at the will of the Board and shall receive such compensation as may be fixed by the Board from time to time. The Chief Executive Officer shall be responsible for the general and active management of the business and affairs of the Organization, and shall see that all orders and resolutions of the Board and Executive Committee are carried into effect. The Chief Executive Officer shall perform such other duties and have such other authority and powers that are not expressly reserved to the Board, Executive Committee, or other committee of the Organization as a necessary to fulfill the purposes of the Organization. The Executive Committee, acting through the Chairman, shall be responsible to perform the evaluation of the chief executive officer.
- 10.2 **Other Staff.** The Chief Executive Officer shall have the authority to appoint staff members as necessary for the efficient operation of the organization and may provide for temporary appointments to the staff if warranted by circumstances, subject to the annual budget.

ARTICLE 11

AMENDMENT OF THE BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws adopted by two-thirds vote of the Board, or by two-thirds vote of Full Members present at the meeting of the Organization. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include a copy or summary of the proposed bylaw provisions as well as the text of the existing provisions proposed to be altered, amended, or repealed. The alteration, amendment, or repeal of these Bylaws or the addition of new bylaws or bylaws provisions shall be effective as of the date set forth by the body taking action or the date of the action if no other date is specified.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Southeast Texas Regional Advisory Council and that the foregoing Bylaws constitute the bylaws of the Organization. These Fifth Amended and Restated Bylaws were duly adopted at a meeting of the Board and shall be effective on December 14, 2009.

Secretary of the Organization

Signature

Printed Name

Date