

**BY-LAWS
OF
TEXAS “J” REGIONAL ADVISORY COUNCIL**

These By-laws (hereinafter referred to as the “By-laws”) govern the affairs of Texas “J” Regional Advisory Council, a Texas non-profit corporation (hereinafter referred to as the “Organization”) operating under the Texas Non-Profit Corporation Act (hereinafter referred to as the “Act”).

**Article I
Organization Name**

This organization shall be known as the Texas “J” Regional Advisory Council.

**Article II
Definitions**

The Texas “J” Regional Advisory Council (RAC) is an Organization of local citizens representing all health care entities within a specified Trauma Service Area (TSA). The Texas “J” RAC is an Organization chartered by the Texas Department of State Health Services, Division for Regulatory Services, Office of EMS/Trauma Systems Coordination; to develop, implement, and monitor regional emergency services or Trauma System Plan for TSA “J”; and to oversee trauma system networking. The following counties have been designated by the State of Texas or approved upon petition to the Regional Advisory Council with subsequent approval by the State of Texas, to be included in TSA “J”:

Andrews	Jeff Davis	Reeves
Brewster	Loving	Terrell
Crane	Martin	Upton
Ector	Midland	Ward
Glasscock	Pecos	Winkler
Howard	Presidio	

“Participants” in the Organization are hospitals, physicians, nurses, emergency medical service (“EMS”) providers, and other individuals interested in trauma / health care, located, providing services, or residing in TSA-J which/who also satisfy the requirements in Article IV.

**Article III
Mission Statement**

The Texas “J” Regional Advisory Council shall encourage and support a comprehensive continuum of quality health care to be provided for all patients in Trauma Service Area “J”, without regard to race, color, creed, gender, national origin, or ability to pay.

Article IV Participating Entities

- 4.1 There shall be no members. Any attendee to a RAC meeting is a Participant, however, not all Participants may vote.
- 4.2 An Entity is an organization that provides trauma/health care or a specialized interest who is concerned about improving and organizing trauma /health care within TSA-J.
- 4.3 Participating Entity is defined as an organization or specialized interest meeting the requirements for Good Standing status. Good Standing is defined as when an entity is in full compliance with the participation criteria.
- 4.4 The Board of Directors may set and change the participation requirements/criteria for Good Standing status.
- 4.5 The Board of Directors may set and change the amount of an initiation fee, if any, and the annual dues payable to the Organization by its Participating Entities. Dues shall be payable in the first quarter of each fiscal year.
- 4.6 Participating Entity must submit All Texas “J” RAC required documentation, including quarterly Performance Improvement data in accordance with the System Performance Improvement Plan, on or before stated deadlines. Missing a deadline does not exempt a Participating Entity from completing and submitting the required documentation. Special appeals for delayed data submission may be presented prior to the deadline to the Executive Committee for consideration.
- 4.7 Participating Entity is required to maintain a current Texas “J” RAC Participating Entity Contact Data Form. The RAC office must be notified in writing of all changes within 14 business days to remain in good standing.
- 4.8 Participating Entity will have a voting representative attend at least three fourths of the Board of Directors meetings.
- 4.9 Participating Entity is responsible for designating a participant to be active on at least two committees and attend three fourths of the committee meetings. However a Specialized Interest Entity must be personally active on at least two committees and attend three fourths of the committee meetings.
- 4.10 The Board of Directors may provide for the issuance of certificates/letters evidencing participation by Participating Entities and their RAC status annually.
- 4.11 Non-compliance:
- Failure to meet a participation criterion will result in probation.
 - If an Entity while on “Probation” has a second occurrence of non compliance with participation criteria the Entity will be “Not in Good

Standing.”

- Continued Non-compliance with participation criterion may result in “Expulsion” from the Texas “J” RAC Board of Directors.

- 4.12** A former Participating Entity may be required to submit a written request for reinstatement into the Organization. The Board of Directors or a duly authorized committee designated to handle such matters may reinstate Participating Entities on any reasonable terms that the Board of Directors or said committee deem appropriate.

Article V Board of Directors

- 5.1** The affairs of the organization shall be managed by the Board of Directors.
- 5.2** Standard Operating Procedures, SOPs, which guide the functioning of the RAC, shall be adopted by a majority vote of the Board of Directors.
- 5.3** The initial Directors shall be as set forth in the Articles of Incorporation, and shall serve until the first meeting of the Board of Directors or until replaced. Thereafter, Directors, shall be in accordance with these Bylaws, specifically including, but not limited to, §5.3.
- 5.4** Each Director, of the Board of Directors shall have one (1) vote. A Director may only represent one Participating Entity as voting member. A Participating Entity may have two Directors if the second Director is a Chair of a Committee in his/her area of expertise. However no Participating Entity may have more than two votes on the Board of Directors. Each entity may designate a Director and Alternate Directors who may vote in the absence of the Director. A Specialized Interest Entity may not designate an Alternate Director.
- 5.5** Board of Directors shall hold quarterly meetings.
- 5.6** The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings shall be held within the State of Texas. No notice of regular meetings of the Board is required if there is a resolution of the Board of Directors stating the time and place of the meetings. Agendas for regularly scheduled meetings will be posted on the RAC web site and sent via email unless a Director requests notice by certified mail, return receipt requested ninety six (96) hours prior to the meeting date.
- 5.7** Special meetings of the Board of Directors may be called by or at the request of the Chair or any three (3) Directors following notification of the special meeting to the Chair.
- 5.8** Written or printed notice of any special meeting or changes in meeting date of the Board of Directors shall be delivered to each Director not less than seven (7) nor

more than thirty (30) days before the date of the meeting or cancellation. The notice shall state the place, day, and time of the meeting, as well as who called or cancelled the meeting, and the purpose or purposes for which the meeting is called or cancelled. All notices of special meetings or cancellations shall be sent via email unless a Director requests notice by certified mail, return receipt requested.

- 5.9** A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if a quorum no longer exists. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting at a later date to obtain a quorum.
- 5.10** Directors shall exercise ordinary business judgment in managing 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. 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 the elected Treasurer or an accountant or attorney retained by the Board of Directors.
- 5.11** The Board of Directors shall try to act by consensus. However, the vote of a majority of the 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 By-laws. 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.
- 5.12** Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to Directors for expenses of attendance, if any, at required events/meetings.
- 5.13** The Board of Directors may vote to remove a Director, who does not comply with assigned responsibilities. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in the By-laws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda. The Director shall have the right to present evidence at the meeting as to why he or she should not be removed. A Director may be removed by a majority vote of the Board of Directors present at the meeting.
- 5.14** The Board of Directors may indemnify individuals pursuant to Article 11 of the Articles of Incorporation of Texas "J" Regional Advisory Council, subject to Article 1396-2.22A of the Texas Non-Profit Corporations Act as may be amended.

Article VI
Operation of the Organization

- 6.1** The day-to-day operations of the Organization shall be conducted by the Executive Committee.
- 6.2** The Members of the Executive Committee shall be members of the Board of Directors. The Executive Committee will be composed of the following members: Chair, Vice-Chair, Immediate Past Chair, Secretary, Treasurer, Prevention and Education Committee Chair, Emergency Preparedness Committee Chair, Pre-hospital Committee Chair, Hospital Committee Chair, System Performance Improvement Committee Chair, Pediatric Committee Chair, Acute Care Committee Chair and Physician Advisors. Each Member of the Executive Committee shall serve for a term of two (2) years.
- 6.3** The Executive Committee shall meet at least quarterly.
- 6.4** Special meetings of the Executive Committee may be called by or at the request of the Chair or of any three (3) Members of the Executive Committee, following notification of the special meeting to the Chair.
- 6.5** Written or printed notice of any special meeting or change in meeting date of the Executive Committee shall be delivered to each Member of the Executive Committee not less than seven (7) nor more than thirty (30) days before the date of the meeting or cancellation. The notice shall state the place, day, and time of the meeting, as well as who called or cancelled the meeting, and the purpose or purposes for which the meeting is called or cancelled. All notices of special meetings or cancellations shall be sent via email unless a Member of the Executive Committee requests notice by certified mail, return receipt requested.
- 6.6** Fifty percent of the Executive Committee Members shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. The members of the Executive Committee present at a duly called or held meeting at which a quorum is present may continue to transact business even if a quorum no longer exists. 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.
- 6.7** Each Member, of the Executive Committee shall have one (1) vote.
- 6.8** The Executive Committee may vote to remove a Member of the Executive Committee, who does not comply with assigned responsibilities. A meeting to consider the removal of a Member may be called and noticed following the procedures provided in the By-laws. The notice of the meeting shall state that the issue of possible removal of the Member will be on the agenda. The Member shall have the right to present evidence at the meeting as to why he or she should not be

removed. A Member may be removed by a majority vote of the Executive Committee present at the meeting.

6.9 Governmental Relations:

- A. Establish open communications with county judges, county commissioners, state legislators and other governmental entities.
- B. Advise the Organization of availability of grant monies and changes in legislation.

6.10 The Executive Committee shall be empowered to employ personnel to conduct the business of the RAC.

**Article VII
Officers**

7.1 The Officers of the Organization shall be a Chair, a Vice-Chair, an Immediate Past Chair, a Secretary, and a Treasurer. The Executive Committee may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Each Director representing a Participating Entity may not hold more than one (1) office at a time. Such Director may, however, serve on multiple committees. Only Members of the Board of Directors are eligible to be Officers and voting members of the Executive Committee. To qualify for an office, a Director representing an Entity must have actively participated for at least one year on the Board of Directors and the Entity they represent must be in good standing. A Specialized Interest Entity will not be eligible for an elected office.

7.2 The Officers of the Organization shall be elected every two (2) years by the Board of Directors at a quarterly meeting. Each officer shall serve for two (2) years or until replaced.

7.3 Any Officer elected or appointed by the Board of Directors may be removed from office by a two-thirds vote of the Board of Directors.

7.4 Any vacancy occurring in any office with the exception of the Immediate Past Chair shall be filled by the Executive Committee, at a regular or special meeting of the Executive Committee and shall be confirmed by a majority vote of the Board of Directors. Any Director elected to fill a vacancy in any office shall be elected for the unexpired term of the predecessor in office.

7.5 The **Chair** shall be the chief executive officer of the Organization. The Chair shall perform the following:

- A. Supervise the affairs of the Organization.
- B. Preside at all meetings of the Board of Directors and the Executive Committee.
- C. Execute with attestation of the Secretary, any deeds, mortgages, bonds, contracts, or other instruments that the Executive Committee or Board of Directors has

authorized to be executed. However, the Chair 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, Board of Directors, the By-laws, or law.

- D. Perform other duties prescribed by the Executive Committee or Board of Directors and all duties incident to the office of the Chair and permitted by law.

7.6 The **Vice-Chair** shall perform the following:

- A. Serve a two-year term and ascend to the Chair position for a two-year term. Interim Vice-Chair if confirmed, at the next scheduled election will continue to serve until regularly scheduled to ascend to the chair position to serve the two-year term.
- B. Perform all the duties of the Chair in his/her absence, inability to act, or refusal to act.
- C. Have all the powers and be subject to all the restrictions of the Chair when serving in his/her absence.
- D. Perform all duties as assigned by the Chair, Executive Committee, or Board of Directors and all duties incident to the office of the Vice-Chair and permitted by law.

7.7 The **Immediate Past Chair** shall perform the following:

- A. Perform all the duties of the Chair and/or Vice Chair in his/her absence, inability to act, or refusal to act.
- B. Have all the powers and be subject to all the restrictions of the Chair and/or Vice Chair when serving in his/her absence.
- C. Perform all duties as assigned by the Chair, Executive Committee, or Board of Directors and permitted by law.

7.8 The **Treasurer** shall perform or cause to be performed the following:

- A. Have charge and custody of and be responsible for all funds and securities of the Organization.
- B. Administer the finances of the Organization with the advice and consent of the Executive Committee and Board of Directors.
- C. Deposit all monies in the name of the Texas "J" RAC in banks, trust companies, or other depositories as provided in the By-laws or as directed by the Executive Committee and Board of Directors.
- D. Receive and give receipts for monies due and payable to the Organization from any source.
- E. Write checks and disburse funds to discharge obligations of the Organization. Funds may not be drawn from the Texas "J" RAC accounts for amounts greater

than \$ 1,000.00 without two signatures from the Chair, Vice Chair or appointed member of the Finance Committee whose names are recorded on the bank signature card. In the absence of two of the three signees the Executive Director of the RAC whose name is recorded on the bank signature card will cosign the check. For a check amount less than \$ 1,000.00 the Executive Director may issue and sign the check with prior written approval by the Treasurer or the Chair.

- F. Maintain the financial books and records of the Organization.
- G. Serve as the Chair of the Finance Committee which is responsible for oversight of the audit, financial records and budgets.
- H. Provide quarterly financial reports to the Board of Directors and monthly financial statements to the Executive Committee.
- I. Compile the annual budget for approval by the Executive Committee and Board of Directors at the initial meeting of the fiscal year.
- J. Arrange for an Annual Audit by a Certified Public Accountant.
- K. Perform other duties as assigned by the Chair, the Executive Committee, or the Board of Directors, and all duties incident to the office of the Treasurer and permitted by law.

7.9 The **Secretary** shall perform or cause to be performed the following:

- A. Post all notices as provided in the By-laws or as required by law.
- B. In coordination with the Chair, prepare the agendas for the Executive Committee and Board of Directors meetings.
- C. Record the attendance at the Executive Committee and Board of Directors meetings.
- D. Determine if a quorum is present.
- E. Record or receive the minutes of all proceedings of the Organization, including the Board of Directors, Executive Committee and Committee meetings. Post all minutes on the RAC website.
- F. Attest *to* all contracts for the organization.
- G. Maintain all correspondence for the Organization.
- H. Maintain a listing of all Participants, Directors, Executive Committee Members, and Officers of the Organization.
- I. Receive, maintain, and verify all ballots in all elections.
- J. Act as the Custodian of all the Records of the Organization.
- K. Perform duties as assigned by the Chair, the Executive Committee, or the Board of Directors and all duties incident to the office of the Secretary and permitted by law.

Article VIII

Committees

- 8.1** Each Standing Committee shall have at least one member who is a Director from the Board of Directors. The exception is the Physician Advisory Committee which is composed of Physicians from the Region. Participation on the committees is not limited to Participants, Directors, Members of the Executive Committee, or Officers. Each Participating Entity shall have a participant on at least two Standing Committees. Each committee shall nominate a Chair for approval by the Executive Committee. If the nominee is unwilling to serve as Chair the Executive Committee Chair will appoint the Committee Chair.
- 8.2** Annually, the Executive Committee, a Standing Committee, or an Ad hoc Committee shall, at a minimum, address the following issues and any other issues including an annual budget which are deemed necessary (any terms used herein that are also used in the Rules shall have the meaning ascribed to that term in the Rules):
- A. Prehospital – Ground Ambulance and Air Medical**
 1. Address dispatch criteria and pre-hospital triage criteria.
 2. Develop, review and revise pre-hospital Protocols including Bypass Protocol that address trauma / acute patient care issues across the age continuum.
 3. Participate in the System Performance Improvement Program.
 4. May provide educational opportunities for pre-hospital care providers.
 5. Address communication concerns/issues.
 6. Address other pre-hospital care concerns including Performance Improvement issues.
 - B. Hospital**
 1. Address Hospital protocols to include but not limited to:
 - a. Diversion policies
 - b. Facility Triage
 - c. Inter-hospital Transfer
 2. Develop, review and revise hospital Protocols that address trauma / acute patient care issues across the age continuum.
 3. Participate in System Performance Improvement Program.
 4. May provide educational opportunities for hospital care providers.
 5. Address other hospital concerns including system Performance Improvement issues.
 - C. System Performance Improvement:**
 1. Develop and maintain a Performance Improvement Program to assure continued system development.
 2. Improve prehospital to hospital, and hospital to hospital communication.
 3. Provide a forum for patient care issues in the TSA. Identify and review all cases that meet audit criteria.
 4. Develop and present educational programs based on the System Performance Improvement trend analyses.
 - D. Prevention and Education:**

1. Promote injury prevention and health education in the general public through education programs.
2. Develop in conjunction with System Performance Improvement Committee educational programs.
3. Communicate the purpose and activities of the Organization to the Region.

E. **Emergency Preparedness Committee:**

1. Develop and implement an Emergency Preparedness Plan to assure continued regional preparedness for environmental and man-made disasters.
2. Develop and provide educational programs.

F. **Acute Care Committee:**

1. Develop Standards, Protocols and Policies & Procedures.
2. May provide educational opportunities for pre-hospital and hospital care providers.
3. Participates in the System Performance Improvement Program.

G. **Pediatric Committee:**

1. Develop Standards, Protocols and Policies & Procedure.
2. May provide educational opportunities for pre-hospital and hospital care providers.
3. Participates in the System Performance Improvement Program.

H. **Physician Advisor Committee:**

1. Review medical issues and make recommendations to the System Performance Improvement Committee and/or Executive Committee as needed or requested.
2. Meet to review all deaths and other referred cases from the region to identify system improvement opportunities.

I. **Finance Committee:**

Responsible for oversight of the audit, financial records and budget.

- 8.3 Each committee will determine the number, not less than three, required in attendance to conduct business at the committee meetings.
- 8.4 Meetings may be conducted by conference call and/or web conferencing.
- 8.5 Minutes will be recorded, kept on file and posted on the RAC website.
- 8.6 The Chair, the Executive Committee, or the Board of Directors may establish such committees or ad hoc committees as it deems necessary to further the purposes of the Organization.

Article IX

Transactions of the Organization

- 9.1** The Board of Directors 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 of it may extend to any number and type of possible contracts and instruments.
- 9.2** All funds of the Organization shall be deposited to the credit of the Organization in banks, trust companies, or other depositories selected by the Board of Directors.
- 9.3** The Board of Directors 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 of Directors may make gifts and give charitable contributions that are not prohibited by the Articles of Incorporation, the By-laws, state law, or any requirements for maintaining the Organization's federal and state non-profit tax status.
- 9.4** The Organization shall not make any loan to any Officer, Director, or Participant of the Organization. Furthermore, the Organization shall not transact business with any Officer or Director.
- 9.5** As long as the organization is in existence, an Officer, Director, or Participant of the Organization shall not:
- A. Act in violation of the By-laws or a binding obligation of the Organization.
 - B. Act with the intention of harming the Organization or any of its operations.
 - C. Act in any manner that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Organization.
 - D. Receive an improper personal benefit from the operation of the Organization.
 - E. Use the assets of this Organization, directly or indirectly, for any purpose other than carrying on the business of this Organization.
 - F. Wrongfully transfer or dispose of Organization property, including intangible property such as goodwill.
 - G. 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 the Organization in the ordinary course of the Organization's business.
 - H. 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.
 - I. Take any action inconsistent with the Articles of Incorporation.
- 9.6** Develop and maintain a System Plan for the Texas "J" RAC with annual review.
- 9.7** All Texas J RAC acquisitions shall be inventoried to include at a minimum: a

description of the equipment, serial number if applicable, purchase date, purchase cost and location of the equipment. Texas J RAC will monitor hospitals/ EMS entities to ascertain that the hospital/ EMS entity has a property control system to maintain an inventory of purchases made and the ability to monitor purchases using that system. All items purchased through the J RAC will be tagged with a designated inventory tag and recorded in the Texas J RAC inventory before being sent to receiving hospital/EMS entity.

Article X

Procedural Requirements

- 10.1** The Organization shall comply with the requirements of the Law and maintain a registered office and registered agent in Texas. The principal office of the Texas “J” RAC in the State of Texas shall be located at 2910 La Force Boulevard, Suite 100, Midland, Texas 79711. Mailing address is P.O. Box 60028, Midland, Texas 79711-0028. The Board of Directors may change the location of the office of the Texas “J” RAC.
- 10.2** All parliamentary procedures incident to official meetings of the Organization and the Standing Committees shall be governed by the rules set out in the most recent edition of **Robert’s Rules of Order**.
- 10.3** Voting by proxy is prohibited.
- 10.4** 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, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restate Articles, Articles of Merger, Articles of Consolidation, and Statement of Change of Registered Office or Registered Agent.
 - B. A copy of the By-laws and any amended versions or Amendments to the By-laws.
 - C. Minutes of the proceedings of the Organization, Board of Directors, Executive Committee, Standing Committees and Ad hoc Committees.
 - D. A list of the names, addresses and telephone numbers of the Participants, Directors, Executive Committee Members, and Officers.
 - E. An annual external audit showing the assets, liabilities, net worth, income and expenses of the Corporation at the end of each fiscal year, to be completed by the end of the second quarter of the following fiscal year.
 - F. All rulings, letters, and other documents relating to the Corporation’s federal, state and local tax status.
 - G. The Corporations’ federal, state and local information or income tax returns for each of the Corporation’s tax years.

- 10.5** The fiscal year of the Corporation shall begin on the first day of September and end on the last day in August in each year.
- 10.6** An external audit shall be performed annually by a certified public accountant selected by the Executive Committee.
- 10.7** Any Officer, Director, or Participant of the Organization may inspect and receive copies of all books and records of the Organization. Such Participant may inspect or receive copies if the Participant has a proper purpose related to the Participant's interest in the Organization and if the Participant submits a request in writing. Such requests to review, inspect, or receive copies of the books and records of the Organization shall be made at a reasonable time during normal business hours. The Board of Directors 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.

Article XI
By-laws

- 11.1** The By-laws shall be construed in accordance with the laws of the State of Texas. All references in the By-laws 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.
- 11.2** If any By-law provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision. The By-laws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the By-laws.
- 11.3** The headings used in the By-laws are used for convenience and shall not be considered in construing the terms of the By-laws.
- 11.4** Whenever the context requires, all words in the By-laws 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.
- 11.5** An Officer of the Organization may execute any instrument related to the Organization by means of a Power of Attorney if an original executed copy of the Power of Attorney is provided to the Secretary of the Organization to be kept with the official records.
- 11.6** The By-laws shall be binding upon and inure to the benefit of the Officers, Board of Directors and Participants and Agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns

except as otherwise provided in the By-laws.

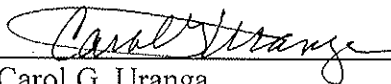
Article XII
Amendment of the By-laws

The By-laws may be altered, amended, or repealed, and new by-laws adopted by two-thirds vote of the Board of Directors present at the meeting. The notice of any meeting at which the By-laws are altered, amended, or repealed, or at which new By-laws are adopted shall include a copy or summary of the proposed By-law provisions as well as the text of the existing provisions proposed to be altered, amended, or repealed.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected/appointed and acting Secretary of Texas "J" Regional Advisory Council and that the foregoing By-laws constitute the By-laws of the Texas "J" RAC. These By-laws were duly adopted at a meeting of the Board of Directors held on March 15, 2011

DATED: March 15, 2011



Carol G. Uranga

Secretary of the Corporation