



TEXAS J

Regional Advisory Council

BY-LAWS

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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 (TXJRAC) 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, sexual orientation, gender identity, or ability to pay.

Article IV: Participating Entities

4.1 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.

4.2 Participating entities are define as:

- 4.2.1 Hospitals or EMS that are recognized by DSHS, pay dues to the RAC, and meet all participation requirements defined in Standard Operations Procedures (SOP): Participating Entity Requirements 1002.
 - 4.2.1.1 Each of these entities will have one voting member.
- 4.2.2 Entities with an interest in the care provided in the “J” Region, are not obligated to pay dues and do not have other requirements defines.
 - 4.2.2.1 These entities do not have voting rights.
- 4.3 Participating Entity is defined as an organization or specialized interest meeting the requirements for Good Standing status. Good Standing is defined in Participating Entity Requirements SOP TXJRAC 1002.

Article V: General Membership

- 5.1 The General Membership shall direct the affairs of the Organization.
- 5.2 The initial Members shall be as set forth in the Articles of Incorporation, and shall serve until the first meeting of the General Membership or until replaced. Thereafter, Members shall be in accordance with these Bylaws, specifically including, but not limited to, §5.3.
- 5.3 Participating entities may have one (1) vote on the general membership. Each entity will designate a voting member and two (2) alternates who may vote in the absence of the designated member. Special interest entities do not have voting privileges.
- 5.4 A simple majority of the General Membership shall constitute a quorum for the transaction of business at any meeting of the General Membership.
- 5.5 Members shall exercise ordinary business judgment in managing the affairs of the Organization. In acting in their official capacity as Members of this Organization, Members 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 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 the elected Treasurer or an accountant or attorney retained by the General Membership.
- 5.6 The General Membership shall act by general consensus. A Member 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.
- 5.7 Members shall not receive salaries for their services.

Article VI: Operation of the Organization

- 6.1 The Executive Board shall conduct to day-to-day operations of the Organization.
- 6.2 The Members of the Executive Board shall be members of the General Membership. The Executive Board will be composed the following members: chair, vice-chair, secretary, and treasurer; with immediate past chair serving as an ex-officio position on the board as well as the Acute Care/ Education, Trauma/Injury Prevention, Pre-Hospital/Air-Medical, and Emergency

- Preparedness committee chairs and one (1) at large member to represent hospitals, and one (1) at large member for Emergency Medical Services.
- 6.3 The Executive Board duties will be performed as outlined in the Executive Board SOP.

Article VII: Officers

- 7.1 The Officers of the Organization shall be a Chair, a Vice-Chair, Secretary, and Treasurer. The duties of said officers will be outlined in the Executive Board Committee SOP.
- 7.2 Elections will be held during even years for the vice-chair and treasurer; and odd years will hold the elections for chair and secretary.

Article VIII: Committees

- 8.1 Each Standing Committee shall have at least one member from the General Membership. All committee meetings are open to anyone with an interest in the care provided in the TSA-J Region. Each committee shall nominate a Chair for approval by the Executive Board. If the nominee is unwilling to serve as Chair the Executive Board Chair will appoint the Committee Chair.
- 8.2 The Standing Committees for TSA – J Region will consist of:
- 8.2.1 Pre-Hospital and Air-Medical
 - 8.2.2 Acute Care and Education
 - 8.2.3 Trauma and Injury Prevention
 - 8.2.4 Emergency Preparedness / Health Care Coalition

Article IX: Transactions of the Organization

- 9.1 All funds of the Organization shall be deposited to the credit of the Organization in banks, trust companies, or other depositories selected by the General Membership.
- 9.2 The Organization shall not make any loan to any Officer, Member, or Participant of the Organization. Furthermore, the Organization shall not transact business with any Officer or Member.

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.
- 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.
- 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.

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, General Membership 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.
- 11.7 By-laws will be reviewed annually by the Executive Board Committee as well as the General Membership.

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 General Membership 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 General Membership held on _____.

DATED: _____

Jincy Burks

Secretary of the Corporation