

TEXAS EMS, TRAUMA & ACUTE CARE FOUNDATION

BYLAWS

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TEXAS EMS, TRAUMA & ACUTE CARE FOUNDATION
BYLAWS
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The Foundation
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~~BYLAWS THE TEXAS EMS TRAUMA AND ACUTE CARE FOUNDATION~~

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ARTICLE I. NAME AND PRINCIPAL OFFICE

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The name of the organization is the Texas EMS, Trauma ~~and &~~ Acute Care Foundation (the "Foundation"). The principal office of the Foundation shall be located in ~~Dallas Austin~~ unless and until decided otherwise by the Board.

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ARTICLE II. PURPOSE

The purposes for which the Foundation is organized are set forth in the Foundation's Articles of Incorporation, as amended from time to time. Consistent with such purposes, the stated mission of the Foundation shall be to minimize the human suffering and economic cost created by health-related emergencies, traumatic injuries and crisis events in Texas; ~~and other activities determined by the Board of Directors.~~

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ARTICLE III. ~~MEMBERSHIP SUBSCRIPTIONS AND SUBSCRIBERS~~

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Section 3.1 ~~Members~~Subscribers. TYPES

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The foundation allows for subscriptions for service as well as stakeholder subscribers.

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Section 3.1.1 Subscriber

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Any Texas Regional Advisory Council (RAC) that pays subscription fees to the Foundation is will be known as a Subscriber.

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Section 3.1.2 Associate Member

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Membership of the Foundation shall consist of any participating Texas Regional Advisory Council. Any Regional Advisory Council that has not paid their dues shall not be allowed to

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~~vote or hold office.~~ Each of the Divisions of the Foundation may recommend up to seven additional Texas based health related or stakeholder organizations to serve as Associate Subscribers.

Section 3.1.3 Affiliate Member

~~All other subscribers, organization or individual, approved by the Foundation Board of Directors, paying Foundation subscribership dues as set by the Board of Directors, and amended from time to time.~~

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Section 3.2 ~~Voting Representatives Rights and Benefits~~

~~General voting rights are afforded in a manner that ensures not more than one vote is cast by each organization eligible to participate in a voting action. Voting actions taken by Board officers, Board members and/or Division Directors in the context of their elected Foundation position are intended to be representative of their Foundation role and independent of their original Member Organization. As such, a vote may be rendered by another representative as an organizational vote. Benefits will be determined by the Board of Directors commensurate with level of subscription.~~

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Section 3.2.1 Subscribers

~~Each Subscriber may appoint representative(s) for each division of the Foundation. of the member Regional Advisory Councils shall appoint representatives for each of the eight divisions of the Foundation. If all representatives cannot attend meetings, proxies may be appointed by each RAC Subscriber as appropriate.~~

~~Each of the eight divisions of the Foundation may appoint up to seven additional stakeholders to serve as Associate Members within each division. These Associate Members will have voting privileges within their respective Divisions only.~~

Section 3.2.2 Associate Member

~~Each of the Divisions of the Foundation may appoint up to seven additional stakeholders to serve as Associate Members within each division. These Associate Members will have voting privileges within their respective Divisions only.~~

Section 3.2.3 Affiliate Member

~~Affiliate Members do not have voting rights.~~

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Section 3.3 Term of Office

~~The term of office of each voting representative shall be for a period of two (2) years. There are no term limits for voting representatives.~~

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Section 3.4 Non-voting Members

~~A non-voting member (Affiliate Member) is defined as any organization or individual in good standing, paying Foundation membership dues as set by the Board of Directors, and amended from time to time.~~

Section 3.5 Rights of Voting Members

~~Each representative of a RAC member organization in good standing is entitled to vote for officers, attend membership meetings, serve on committees, and receive membership communication. Each Associate member organization in good standing is entitled to vote on all Division business in which they are a member. Associate members are not entitled to vote on Foundation business.~~

Section 3.6 Rights of Non-voting Members

~~Each non-voting member (Affiliate) in good standing is entitled to serve on committees, receive membership communications, and attend membership meetings.~~

Section 3.73 TERMINATION AND RESIGNATION of Representatives

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~~Any voting or non-voting member may be suspended or removed, with or without cause, by a two-thirds (2/3) majority vote of the Board of Directors, and approval of the represented Regional Advisory Council. Members may resign by filing a written resignation to the Secretary of the Board of Directors. Dues will be refunded upon resignation, suspension, or termination of membership.~~

Section 3.3.1 Subscribers

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~~Any Subscriber may be suspended or removed, with or without cause, by a two-thirds (2/3) majority vote of the Board of Directors. Subscribers may resign by filing a written resignation to the Secretary of the Board of Directors.~~

Section 3.3.2 Member Representatives

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~~Any representative may be suspended or removed by a two-thirds (2/3) majority vote of the Board of Directors and notification of the member.~~

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Section 3.84 Transfer of Membership Subscription

~~Membership Subscription is non-transferable.~~

ARTICLE IV. DUES FEES

Section 4.1 ~~Voting Member Dues~~Subscription Fees

Each ~~Regional Advisory Council~~ Subscribers, Associate Members or Affiliate Members will be assessed ~~dues-fees~~ by the Foundation annually as determined by the Board of ~~Directors~~ with annual dues not to exceed five percent of funding distributed solely to Regional Advisory Councils for trauma system development by Office of Emergency Medical Services and Trauma Systems.

~~Each Associate Member organization will be assessed dues by the Foundation annually as determined by the Board of Directors with annual dues not to exceed twice the lowest amount paid by any Regional Advisory Council member.~~

~~Voting Membership dues~~ Directors, Subscriber fees are payable at the time the voting member joins the Foundation and annually on receipt of invoice, on March 1st of each year.
~~The Board of Directors may change annual dues amounts with sixty (60) days written notice to each Regional Advisory Council and each Associate Member.~~

Section 4.2 Non-voting Membership Dues

~~Dues for non-voting Affiliate members will be assessed by the Foundation annually as determined by the Board of Directors for both individual members, and for corporations or vendors.~~

~~Non-voting members hip dues are payable at the time the non-voting member joins the Foundation and annually on March 1st of each year.~~

~~The Board of Directors may change annual dues for Affiliate members, with a sixty (60) day written notice.~~

ARTICLE V. MEETINGS

Section 5.1 ~~Regular Meetings~~ Subscriber Meetings

The Foundation will hold a minimum of one meeting per year for the general membership assembly, on a day ~~in August~~ to be ~~selected~~ determined by the Board of Directors. At ~~the a designated~~ annual meeting, ~~members will~~ subscribers will elect Directors and transact other business as may be properly brought before the meeting.

Section 5.2 Special Meetings

Special meetings of the Foundation ~~members may~~ may be called at any time by the President or a member of the Board of Directors ~~or at the request of a majority of the Board members.~~

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 Duties

The Board of Directors is the Governing Body of the Foundation. Job definitions and responsibilities for each role will be outlined in the Foundation's Board of Director's Roles and Responsibilities Document.

Section 6.2 Number and Qualifications

The Board of Directors shall consist of ~~up to seventeen (17) Directors:~~

- ~~President Chair~~
- ~~Vice President Vice-Chair~~
- Secretary
- Treasurer
- One Director elected by each ~~of the eight~~ divisions
- Four Directors will be elected ~~at large~~ by the voting ~~members subscribers~~
- Immediate Past ~~President Chair~~ of the Board of Directors (when applicable)

The ~~President Chair, Vice President, Chair, Secretary and Treasurer~~ will be elected at large by the voting ~~members subscribers~~. Each Director must be a ~~representative of a voting member-subscribing organization~~ in good standing. Officers (President, Vice President, Secretary and Treasurer) will be elected by a ~~simple~~ majority of the voting ~~members Subscriber organizations~~ of the Foundation. ~~that are present for the election.~~

Section 6.3 Term of Office

~~Except for a portion of the initial Directors who will hold office for one year, t~~The term of office for each Director shall be for a period of two (2) years. Directors will serve in staggered terms as follows:

- Terms starting in even years:
 - ~~President Chair and Vice President Treasurer~~
 - 2 ~~Directors Directors At-Large~~ elected by general ~~membership Subscribers~~ of the Foundation
 - ~~4~~ Directors ~~appointed-elected~~ by the Divisions ~~including:~~
 - ~~Acute Care~~
 - ~~Education~~
 - ~~Disaster Management~~
 - ~~EMS~~
- Terms starting in odd years:
 - ~~Secretary Vice-Chair and Treasurer Secretary~~
 - ~~2~~ Directors elected by general ~~membership subscribers~~ of the Foundation
 - ~~4~~ Directors appointed by the Divisions ~~including:~~
 - ~~Injury Prevention~~
 - ~~Pediatrics~~
 - ~~Trauma System Development~~
 - ~~RAC~~

There are no term limits for Directors. Directors will be elected ~~and appointed~~ annually at the annual meeting of the Foundation ~~normally conducted in August~~. ~~In the event a vacancy in the position of Chair occurs, the Vice-Chair will assume the Chair's position.~~ Any vacancy occurring ~~on~~ the Board of Directors may be filled by an interim appointment ~~made-nominated~~

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by the ~~President-Chair of and ratified by~~ the Board.

Section 6.4 Removal

The Board may remove any elected or appointed Director by a two-thirds (2/3) majority vote of the Board.

Section 6.5 Meetings

All meetings and deliberations of the Board of Directors shall be called, convened, held and conducted at a time and place determined by the Board, ~~to be convenient by the Board.~~ Written notice of any meeting of the Board of Directors, shall be delivered either personally, or by mail, electronic mail, facsimile, or other written means to each Director not less than ten (10) days before each meeting of the Board of Directors. The written notice must state the place, time and hour of the meeting. Special meetings of the Board of Directors may be called by the President of the Board, a two-thirds (2/3) majority vote of the Board, with at least three (3) days notice. For sensitive issues, the Board of Directors reserves the right to adjourn to Executive Session.

Section 6.6 Quorum

At all meetings of the Board of Directors a majority of the entire Board of Directors shall constitute a quorum for the purpose of conducting official business of the Board. No Director shall be allowed to cast an absentee vote or otherwise by proxy at any meeting as to any matter brought before the meeting. The act of the majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specially provided by statute, Articles of Incorporation, or these By-Laws.

Section 6.7 Compensation of Board of Directors

The Directors shall not receive compensation for meeting attendance or activities. Board ~~members may~~ members may be ~~compensated-reimbursed~~ for reasonable travel expenses if approved by the Board in advance.

Section 6.8 Action without a Meeting

Action without a meeting may not be taken, ~~with written consent of all members of the Board of Directors.~~

Section 6.9 Conference Call, Video or Web Conference

The Board of Directors may meet by conference call, electronic communications, videoconferencing, or web conferencing.

Section 6.10 Attendance

Board ~~Members must~~ Members must attend seventy-five percent (75%) of all called meetings within a Fiscal Year. Any Board Member absent for twenty-five percent (25%) or more of the meetings ~~shall automatically may~~ be removed from the Board. Exceptions may be made for “excused absences”, with the approval of the ~~President Chair~~ or a majority of the Board ~~Members:Members.~~

ARTICLE VII. OFFICERS

Section 7.1 Officers of the Board of Directors

The officers of the Board shall be ~~President Chair~~, Vice ~~President Chair~~, Secretary, Treasurer, and Immediate Past ~~President Chair~~. The Immediate Past ~~President Chair~~ shall serve as an Officer and Historian of the Board. The Vice ~~President Chair~~ shall serve as ~~President Chair~~ Elect of the Board of Directors.

Section 7.2 Term of Office

Officers will serve two (2)-year terms without term limits. Any officer may be removed at any time by the affirmative vote of a majority of the Board.

ARTICLE VIII. COMMITTEES AND DIVISIONS

Section 8.1 Committees

By majority vote, the Board may create committees and appoint voting ~~members~~subscribers and non-voting ~~members~~subscribers to committees for any purpose.

Section 8.2 Divisions

The Foundation will support the development and operation of the following Divisions:

- ~~Acute Care~~
- ~~Disaster and Emergency Preparedness~~
- ~~Education~~
- ~~Emergency Medical Services~~
- ~~Injury Prevention~~
- ~~Pediatrics~~
- ~~RAC~~
- ~~Trauma System Development~~

- ~~Emergency Medical Services~~
- ~~Trauma System Development~~
- ~~Acute Care~~

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- ~~Disaster/Crisis Management Response~~
- ~~Provider Education~~
- ~~Injury Prevention/Injury Control~~
- ~~Regional Advisory Councils~~
- ~~Pediatrics~~

The board may add or The Divisions may appoint Task Forces for specific Division issues which will report back to the Division.

ARTICLE IX. DISSOLUTION

Section 9.1 Dissolution

Upon dissolution of the Foundation, distribution of funds remaining in the Foundation accounts will go to Regional Advisory Council ~~member-subscribing~~ organizations (who are registered as a 501c3), proportionate to the amount collected in the most recent fiscal year ~~from each Regional Advisory Council member.~~

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 10.1 Board of Director Liability

~~No elected or appointed~~ Board members of this organization shall not be personally liable for monetary damages for an act or omission in the Board member's capacity as a Board member, except that this Section 10.1 does not eliminate or limit the liability of a Board member to the extent the Board member is found liable for: (i) a breach of the Board member's duty of loyalty to the Foundation; (ii) an act or omission not in good faith that constitutes a breach of duty of the Board member to the Foundation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction for an action taken within the scope of the Board member's office; or (iv) an act or omission of which the liability of a Board member is expressly provided for by statute. In no event shall a Board member be indemnified for any acts that are in violation of any provision of the Texas Non-Profit Corporation Act or any other applicable statute, laws, rule, or regulation.

Section 10.2 Indemnification

The Foundation shall indemnify a person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Board member to the fullest extent and manner permissible under the Act or other applicable statutes, laws, rules or regulations. A Board member may not be indemnified in respect of a proceeding (i) in which the Board member is found liable on the basis that personal benefit was improperly received by the Board member, whether or not the benefit resulted from an action taken in their official capacity, or (ii) in which the Board member is found liable to the Foundation.

Section 10.3: Insurance

The Foundation may purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee or agent of the Foundation or who is or was serving at the request of the Foundation as a Board member, officer, employees, or agent against any liability asserted against the individual and incurred by the individual in such a capacity or arising out the their status as such a person whether or not the Foundation would have the power to indemnify the individual against that liability under and this applicable statutes, laws, rules or regulations, and Section Ten.

ARTICLE XI. MISCELLANEOUS PROVISIONS

Section 11.1 Fiscal Year

The fiscal year of the Foundation shall commence on September 1st.

Section 11.2 ~~Books and~~ Records

The Foundation shall keep ~~books and records of account, and shall keep minutes of the proceedings of the Board and its activities.~~

1. A file endorsed copy of all documents filed with the Texas Secretary of State relating to the Foundation.
2. A copy of the Bylaws and any amended versions or amendments to the Bylaws.
3. Minutes of the proceedings of the Board of Directors.
4. A list of names and addresses of the Directors and officers of the Foundation.
5. A financial statement showing the assets, liabilities, and net worth of the Foundation at the end of each of its fiscal years.
6. A financial statement showing the income and expenses of the Foundation for each of its fiscal years.
7. All rulings, letters, and other documents relating to the Foundations' federal, state, and local tax status.
8. The Foundation's federal, state and local information tax returns for each of the Foundation's tax years.

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Section 11.3 Checks, Negotiable Instruments, and Contracts

All checks, negotiable instruments, and contracts shall be signed by such officer or officers or such other person the Board may designate according to the Foundation's Standard Operating Procedures.

Section 11.4 Inspection

Any subscriber, Director or officer of the Foundation may inspect all books and records of the Foundation required to be kept by the Bylaws if the person has a proper purpose related to the

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person's interest in the Foundation and if the person submits a request in writing to the board and receives Board approval.

Section 11.54 Changes to Bylaws

Changes to the By-Laws shall be made by a simple majority vote of the General ~~Membership~~ assembly present at a meeting. Proposed changes must be presented at least ten (10) calendar days before a meeting.

AMENDED, APPROVED, AND ISSUED on this the __ _ day of _____, ~~2008~~ 2009.

~~President~~ Chair

Vice ~~President~~ Chair

Secretary