



TRAC V

TRAUMA REGIONAL ADVISORY COUNCIL-V

CAMERON

HIDALGO

STARR

WILLACY



TRAC V BYLAWS

ARTICLE I NAME, PURPOSE, OFFICES

SECTION 1: The name of the organization shall be the Lower Rio Grande Valley Regional Advisory Council on Trauma, Service Area V, Inc. hereinafter referred to as TRAC V.

SECTION 2: These Bylaws (hereafter referred to as the "Bylaws") of TRAC V, a non-profit corporation ("Corporation" or TRAC V), are adopted effective to supersede the previous bylaws and amendments of the Corporation by action of the Directors of the Corporation at a Regular Meeting.

SECTION 3: The principal office for the transaction of the business of this Corporation is located at 1407 N. Stuart Place Road, Suite A, Harlingen, Texas 78552. The Board of Directors has full power and authority to change the principal office from one location to another.

ARTICLE II DEFINITION OF ENTITIES, COUNTIES, PARTICIPANTS

SECTION 1. A Trauma Regional Advisory Council (TRAC) is an organized group of local citizens representing all health care entities within a specified Trauma Service Area (TSA). The following entities may be included in the TRAC V: EMS Providers, Designated Trauma Facilities, Non-designated Trauma Facilities, Physicians, Nurses, First Responders, and Schools offering health related curriculum.

SECTION 2. The four counties to be included in TRAC V are Cameron, Hidalgo, Starr and Willacy and are herein called the TRAC V Area.

SECTION 3. A representative from the above-mentioned entities will be required to participate with the TRAC V in order to receive State and Federal funding.

ARTICLE III MISSION STATEMENT

SECTION 1. The mission of the TRAC V is to facilitate coordination of providers to ensure the most efficient, consistent, and expeditious care of each individual who experiences an acute injury or medical emergency by developing and maintaining

integrated quality processes in patient care, research, education, and prevention.

ARTICLE IV MEMBERSHIP DEFINED

SECTION 1. General Membership qualifications require that the member reside in the TRAC V Area and be:

- A. An individual or individuals designated by a hospital located in the TRAC V area.
- B. An individual or individuals designated by EMS Provider that is Licensed by Texas DSHS and located in the TRAC V area.
- C. A physician or physicians whose practice involves trauma care, cardiac, stroke, perinatal and maternal childcare within the TRAC V area.
- D. An individual or individuals designated by an education institution involved in trauma care, perinatal, cardiac, maternal and childcare training located in the TRAC V area.
- E. An individual or individuals designated by a first responder entity located in TRAC V area.

SECTION 2. Special qualifications for hospitals:

- A. Membership status for hospitals will be dependent on a commitment to trauma care as demonstrated by trauma, cardiac, stroke, perinatal and maternal childcare facilities.

SECTION 3. TRAC V will not discriminate against anyone in the TRAC V area. Everyone will have an equal opportunity to participate with the RAC.

SECTION 4. Requirements for active participation in the TRAC V membership shall be defined as:

- A. At least one designated member from said facility will attend a minimum of 75% of the RAC general membership meetings held within the calendar year and participate in one sub- committee.
- B. Compliance with registry reporting requirements.
- C. Annual submission of affidavit acknowledging utilization of RAC protocol.
- D. The current payment of membership dues for participating

year.

E. Full cooperation and participation in the RAC Performance Improvement process when requested.

F. Submission of all financial statements, invoices, and inventory that may be required by the TRAC for compliance with grant requirements or sound financial practices in accordance with the timelines established by the TRAC Board of Directors.

G. Full cooperation and participation in the Alternative Dispute Resolution Committee when requested.

SECTION 5. Dues will be paid annually in the first month of each calendar year and determined on a \$22.00 per licensed bed fee per each individual member healthcare facility in TSA-V; \$700.00 for each DSHS Licensed EMS Provider educational institution in TSA-V Area. Dues may subject to change contingent on Finance Committee and Board recommendation approval.

SECTION 6. Each hospital, EMS Service, First Responder and educational institution which has designated membership shall be entitled to cast one (1) vote at any meeting of the Members, any physician or physician group who has become a member shall be entitled to cast one (1) vote at any meeting of the Members. Such vote shall be cast by a Member or Members, provided that a Member may vote by proxy at a meeting of the Members and provided that such proxy is in writing and signed by a Member who would otherwise be authorized to cast the vote or votes which are subject to the proxy and further provided that such proxy is delivered to the Parliamentarian prior to the meeting and made available for inspection by all the Members attending the meeting.

ARTICLE V THE BOARD OF DIRECTORS

SECTION 1. General Powers and Definitions:

A. The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to limitation imposed by the Act, the Articles of Incorporation, or these Bylaws.

B. No single entity shall place undue influence on the governance of the Corporation TRAC V.

C. "Directors", when used in relation to any power or duty requiring collective action, means "Board of Directors."

SECTION 2. Composition of the Board of Directors, Terms, Appointment and Election:

A. General Composition of the Board:

a. The number of Directors of this corporation shall be at least twenty-two (22).

b. All members of the board must be residents of the TRAC V Service Area.

B. Hospital Representation on the Board of Directors.

a. Each Texas Department of State Health Services Designated Trauma in RAC V shall appoint one (1) representative to serve on the Board.

b. There are currently twelve (12) designated trauma facilities in our RAC.

I. Doctor's Hospital at Renaissance

II. Edinburg Regional Medical Center

III. Harlingen Medical Center

IV. Knapp Medical Center

V. Mission Regional Medical Center

VI. Rio Grande Regional Medical Center

VII. South Texas Health System Heart Hospital

VIII. South Texas Health System McAllen Medical Center

IX. Starr County Memorial Hospital

X. Valley Baptist Medical Center Harlingen

XI. Valley Baptist Medical Center Brownsville

XII. Valley Regional Medical Center

c. Each facility will appoint a single individual to the board. No person shall represent more than one facility on the board.

d. These Directors are appointed by their facility and are not elected.

e. The term in office shall be for two (2) years, or until a successor is appointed or reappointed in the even years.

g. Hidalgo County Hospital's appointees shall be appointed or reappointed in the odd years.

h. These Directors will always count towards the quorum.

C. EMS Representation on the Board of Directors:

a. There shall be a total of 6 EMS Representatives on the Board

i. Two (2) EMS providers shall be elected from Cameron County

1. At least one (1) of which shall be a 911 provider

ii. Two (2) EMS Providers shall be elected from Hidalgo County

1. At least one (1) of which shall be a 911 provider

iii. One (1) EMS Provider shall be elected from Starr county

iv. One (1) EMS Provider shall be elected from Willacy County

b. Nominations should be made with the intent of ensuring the best possible representative from each county, and for each county is elected to the board.

c. Each EMS Representative to the Board will be nominated and elected by a majority vote of the active Directors of the Corporation at a regular meeting or a special meeting of the Directos held for that purpose.

d. Each of these shall be an individual who is an employee or agent of the EMS provider elected and who has been designated by that EMS provider as a candidate for Director.

e. EMS Representatives shall be elected on the first Board Meeting of the calendar year, or a Special Board Meeting held for those purposes.

f. The term in office of each director shall be for two (2) years or until his or her successor is appointed by his/her hospital.

i. The following EMS Provider positions shall be reelected in even years

1. Cameron County 911 Provider
2. Hidalgo County Non-911 Provider
3. Starr County EMS Provider

ii. The following EMS Provider positions shall be reelected in odd years

1. Hidalgo County 911 Provider
2. Cameron County Non-911 Provider
3. Willacy County EMS Provider

g. These Directors will always count towards the quorum.

D. Physician Representation on the Board of Directors:

a. The Directors of the Corporation will be responsible for electing four (4) physicians to be ex-officio advisory members of the Corporation with rights to have a vote.

b. Nominations should be made with the intent of ensuring the best possible representative for each county is elected to the board.

c. Physician representatives shall be elected by the board on even years.

d. The term in office for each physician representation shall be for two (2) years.

e. These Directors will always count towards the quorum

E. Elections and Appointments Cycle

a. Elections will be held and appointments will be made annually at the first board meeting of the calendar year for each applicable position as described above.

b. Nominations can be made prior to this meeting and will be submitted to the board.

c. Guidance for election and appointment cycle:

Board Election Cycle	Odd Year	Even Year
Harlingen Medical Center (Cameron)		x

Valley Baptist Medical Center Harlingen (Cameron)		x
Valley Baptist Medical Center Brownsville (Cameron)		x
Valley Regional Medical Center (Cameron)		x
Doctor's Hospital at Renaissance (Hidalgo)	x	
Edinburg Regional Medical Center (Hidalgo)	x	
Knapp Medical Center (Hidalgo)	x	
Mission Regional Medical Center (Hidalgo)	x	
Rio Grande Regional Medical Center (Hidalgo)	x	
STHS McAllen Heart Hospital (Hidalgo)	x	
STHS McAllen Medical Center (Hidalgo)	x	
Starr County Memorial Hospital (Starr)		x
Cameron County 911 EMS		x
Cameron County non 911 EMS	x	
Hidalgo County 911 EMS	x	
Hidalgo County non 911		x
Starr County EMS		x
Willacy County EMS	x	

Cameron County Physician	x
Hidalgo County Physician	x
Starr County Physician	x
Willacy County Physician	x

SECTION 3. Removal, Resignation and Vacancies of a Director from the Board

A. Removal of a Director from the Board

a. The Board of Directors may remove a director from the board and declare their position vacant in any of the following cases with a majority vote:

i. If he/she is adjudged incompetent by an order of the court

ii. If he/she is convicted of a felony; or

iii. If within sixty (60) days after notice of election, he/she does not accept the office either in writing or by attending a meeting of the Board of Directors.

iv. If he/she fails to attend 75% of the scheduled Board Meetings and General Membership meetings.

b. Any Director may be removed, either with or without cause, by a 2/3 majority vote of the Directors, at any regular, or special meeting.

B. Resignation from the Board of Directors

a. Any Board Director may resign at any time by giving written notice to the Directors, the Chair, or the Secretary. Any resignation shall take effect at the date of receipt of that notice, or any time specified therein, and unless otherwise specified therein, the acceptance of that resignation shall not be necessary to make it effective.

C. Guidance for Filing Vacancies

a. If a hospital director is removed, the hospital shall be requested to appoint a new director to complete the current term.

b. If an EMS Director is removed, the EMS Provider which employs that director, shall be requested to appoint a new director to complete the current term.

c. If a physician representative is removed, the board will receive nominations and elect a new representative to complete the current term.

SECTION 4. Voting by Proxy

A. A director may vote by a proxy given to either:

a. Another member of the facility or organization the director represents, or;

b. Another board member

B. A proxy may be given at any meeting of the directors and such proxy shall be filed with minutes of the meeting or meetings for which it is effective.

C. A proxy shall be received by chairman in written format and must include name of the director, name of individual appointed, date of meeting and power to vote prior to meeting.

SECTION 5. Director Compensation

A. Directors shall not receive compensation for their services as Directors.

B. Any Director may serve the Corporation in any other capacity as an officer, agent and employee or otherwise and receive compensation.

ARTICLE VI OFFICERS OF THE BOARD

SECTION 1. Composition of the Officers of the Board

A. The Officers of the Board will make up the Executive Committee

B. Board Officers and Duties:

a. The Chair shall:

i. Preside at all meetings of the Directors, General Membership and at any special meeting of the Corporation.

ii. Make interim appointments as needed with the approval of the Directors.

iii. Sign all contracts with the Secretary after approval of the Directors.

iv. Call a special meeting when necessary.

b. The Vice-Chair shall:

i. Perform the duties of the Chair in the absense of the Chair

ii. Perform such duties as are assigned by the Chair

c. The Secretary of the Directors or a person designated by the Secretary shall:

i. Record the minutes of all proceedings of the Board and General Membership meetings

ii. Sign appropriate contracts for the organization with the Chair

iii. Handle the correspondence of the organization

iv. Send a General Membership listing to each member

v. Present the minutes to each member

d. The Treasurer shall:

i. Assist with financial report for each meeting

ii. Be responsible for reciepts and disbursements of all funds

iii. Assist with tax-exempt status

iv. Mentor new treasurer

v. The Treasurer will always be appointed chair of the Finance Committee.

e. The Parliamentarian shall:

i. Call the roll and determine if a quorum is present

ii. Advise the chair of procedures and compliances

iii. The Parliamentarian shall follow Robert's Rules of Orders

SECTION 2. Eligibility and Terms

A. Officers of the Board will be elected by the Board of Directors.

B. Each term shall be for a period of three (3) years.

a. Beginning in calendar year 2022, and repeating every three (3) years thereafter, the elected Chair, and Secretary will begin their 3-year term cycle.

b. Beginning in the calendar year 2023, and repeating every three (3) years thereafter, the Vice-Chair and Parliamentarian will begin their 3-year term cycle.

c. Beginning in the calendar year 2024, and repeating every three (3) years thereafter, the Treasurer will begin their 3-year term cycle.

C. A Director shall serve no more than two (2) consecutive terms, or until the successor of such officer is elected.

a. If a Director is elected to vacated position, and thus is filling an unexpired term, this will not count towards their two (2) consecutive term limit.

SECTION 3. Election of Officers

a. The election of officers shall be held on the first regular board meeting of each calendar year.

b. The Chair shall open the floor for nominations for open offices from the Directors.

c. Nominees must accept or decline the nomination.

d. Officers with only one nominee: The board may elect to fill any offices by acclamation when there is only one nominee.

e. Officers with multiple nominees: If there are two or more nominees for any office, then the Chair can call for a vote by ballot.

f. A simple majority is needed to elect an officer.

SECTION 4. Vacancy of an Office

A. Vacancies

a. In the event that the office of the Chair of the Directors becomes vacant for any reason, the Vice Chair will succeed the Chair and hold office for the unexpired Chair's term.

b. If the office of the Vice-Chair, Secretary, Treasurer or Parliamentarian becomes vacant for any reason the Directors shall

elect a successor who shall hold office for the unexpired term and until his/her successor is elected after expiration of the term.

c. Each director so elected shall hold office until his/her successor is elected at a regular or special meeting of the Directors.

SECTION 5. Removal of an Officer of the Board

A. Any officer may be removed, either with or without cause, by a 2/3 majority of the Directors, at any regular, or special meeting.

B. Any officer may resign at any time by giving written notice to the Directors, the Chair, or the Secretary. Any resignation shall take effect at the date of receipt of that notice or any time specified therein, and unless otherwise specified therein, the acceptance of that resignation shall not be necessary to make it effective.

C. Unless specified in the motion and subsequent vote, the removal of an officer from their office is only effective to their officer position and not considered to be a removal from the board of directors. If this is to be considered as well, the board would also follow the guidance for removal from the board specified in these documents.

SECTION 6. Board Officer Compensation

A. Officers shall not receive compensation for their services as Officers.

ARTICLE VII – MEETINGS

SECTION 1. Meetings of the Directors will be held at least quarterly, the date, time and place of the next meeting being determined at the end of each meeting.

The Chair may call a special meeting of the Board of Directors, or of the Members, of this Corporation, or if he/she is absent, is unable to, or refuses to act; a special meeting may be called by any two Directors. Date, time and location is subject to change.

General Membership meetings shall be held at least quarterly, the date and place of the next meeting being determined at the end of each meeting.

Written notice of the time, place, and purpose of special meetings of the Board of Directors, or Members, shall be delivered to each Director or Member personally, via mail, e-mail, fax, or by phone at least five (5) days before the meeting. If the address of a Director,

or Member, is not shown on the records and is not readily ascertainable, notice shall be addressed to him in the city or place in which the meetings of the Directors, or members, are regularly held. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors, or members, if the time and place are fixed at the meeting adjourned.

SECTION 2. A majority of the Directors constitutes a quorum of the Board for transaction of business. A quorum for conducting the business of the Board shall not be less than fifty-one (51%) of the Directors.

A quorum for conducting the business of the Members shall be not less than one half (1/2) of the voting Members present, either in person or by proxy.

SECTION 3. Every action or decision made by a majority of the Directors present at any meeting duly held at which a quorum is present is the action of the Board of Directors. Each Director who is present at a meeting will be deemed to have assented to any action taken at such meeting unless his/her dissent to the action is entered in the minutes of the meeting, or unless he/she shall file his/her written dissent thereto with the Secretary of the meeting or shall forward such dissent by registered mail to the Secretary of the Corporation on the next business day after such meeting.

Any action required or permitted to be taken by the Board of Directors under any provision of the Texas Business Corporation Act may be taken without a meeting, if all members of the Board shall individually or collectively be given the opportunity to consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as majority vote of such Directors. Any certificate or other document filed under any provision of the Act which relates to action so taken shall state that the action was taken by majority written consent of the Board of Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 4. At every meeting of the Board of Directors and General Membership the Chair of the Board of Directors, or in his/her absence, of both the remaining Board of Directors constituting a quorum shall appoint one of the elected officers to preside as Chair of the meeting.

SECTION 5. Subject to the provisions for notice required by these Bylaws and the Act for notice of meetings, Directors may participate in and hold a meeting by means of conference

telephone or other communications equipment by which all persons participating in the meeting can hear each other. Participation in the meeting held by conference telephone or other communications equipment shall constitute presence in person at the meeting, except when a person participates in a meeting for the sole purpose of protesting to the transaction of any business on the ground that the meeting is not lawfully called or concerned.

SECTION 6. In the absence of a quorum, a majority of the Directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board.

SECTION 7. Notice of time and place of a re-scheduled meeting that was adjourned need not be given to absent Directors if the re-scheduled meeting will be at the next regular meeting of the Board and the time and place has been previously provided.

ARTICLE VIII – COMMITTEES

SECTION 1. The Board of Directors, by an affirmative vote, may appoint committees, which shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board. A majority of any such committee may determine its action and fix the time and place of its meeting unless the Board of Directors shall otherwise direct. The Board of Directors shall have power at any time to change the powers and members of any such committee, to fill vacancies, and to dispose of any such committee.

All entities must serve on at least one subcommittee and must attend 75% of said meeting.

SECTION 2. Standing committees shall be comprised of:

- A. Allied Health Committee;
- B. Finance Committee;
- C. Injury Prevention/Public Education/Special Populations;
- D. Pre-Hospital, Disaster and Communications Committee/EMTF (Emergency Medical Task Force);
- E. South Texas Trauma Coordinators;
- F. *Quality Assurance/Performance Improvement/Alternative Dispute Resolution Committee;
- G. Stroke Committee;
- H. *Bylaw Committee;
- I. *Compliance Committee;
- J. *Nomination Committee;
- K. Medical Oversight Committee;
- L. Cardiac Committee;
- M. Perinatal Committee

*These committee's meet as needed.

Standing committees will meet at the quarterly general membership meetings. All standing committees are able to meet in between such meetings to complete projects they are working on.

SECTION 3. The Chair and Co-Chair position of each committee will be at the first meeting following the TRAC-V sponsored symposium by the committee member. The Chair/Co-Chair will present a report at each general membership meeting. Chair and Co-Chair will serve a two year term for each committee.

SECTION 4. A quorum of at least ½ half of the members of the committees will be present to hold a voting meeting.

SECTION 5. The Board of Directors by affirmative vote shall have the authority at any time to change the responsibilities and composition or dissolve any standing committees.

SECTION 6. A TETAF representative will be elected by the Trauma Coordinators, and will serve a two (2) year. The TETAF representative will report quarterly at the General Membership meeting.

SECTION 7. TRAC V Committee events will require a budget presented to and approved by the TRAC V Finance Committee prior to the planning and execution of the event and prior to the release of any TRAC V funds to support the event or expenditures. ALL TRAC V fiscal policies will apply to the event and committee participants.

ARTICLE IX – FISCAL POLICIES

SECTION 1. The Directors shall determine the fiscal year of the Corporation.

SECTION 2. The TRAC V will follow the US Generally Accepted Accounting Principles. At each Board of Directors meeting, the Board will review the financial statements presented. The TRAC V office will retain the financial reports in their office.

SECTION 3. An annual report will be completed by the TRAC V Regional Administrator for approval from the Board of Directors and then submitted to the Texas Department of State Health Services.

SECTION 4. The TRAC V Regional Administrator along with the Finance Committee will develop the operating budget for each

year and present it to the Board of Directors for approval. The budget will be adopted when approved by the Directors.

SECTION 5. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specified purpose of the Corporation with no personal gain or profit.

SECTION 6. The Corporation may not indemnify any person who was, is, or is threatened to be named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitral, or investigative.

SECTION 7. The Corporation will undergo different types of audits according to the amount of funds received state and federally.

SECTION 8. A check request form must be completed for all account payables. Should a RAC Member or office personnel incur unexpected cost, a reimbursement request form must be completed along with invoice and/or receipts attached. The Treasurer and/or Finance committee member will review and approve payment.

SECTION 9. The Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or in pledge its credit or to render it liable pecuniary for any purpose or to any amount.

Unless otherwise specifically determined by the Directors, or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages and other evidence of indebtedness of the Corporation and other corporate instruments or documents, and certificates shares of stock owned by the Corporation, shall be executed, signed or endorsed by the President or Vice President.

SECTION 10. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, or other depositories as the Directors may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may be delegated by the Directors. A Director shall sign all checks including payroll checks and two Directors shall sign checks in excess of \$500.00.

SECTION 11. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the Chair, Vice-Chair, Treasurer, or by any other officer or agent of the Corporation to whom the Directors, by resolution shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

SECTION 12. All checks, drafts, or other order for payment of money, notes or other evidences of indebtedness, issues in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Directors.

SECTION 13. Any amount over \$1,000.00 paid to a vendor must have a purchase order issued prior to the issuance of said check.

SECTION 14. On an Annual Basis the Board of Directors shall adopt and/or review a financial/purchasing procedures manual to be utilized by the Organization.

ARTICLE X – PARLIAMENTARY AUTHORITY

SECTION 1. All Board of Directors and General Membership meetings shall be conducted under the current guidelines of Robert's Rule of order and in compliance with Texas law.

ARTICLE XI – RECORDS

SECTION 1. The Corporation shall keep at its principal office, or such place as the Directors may order, a book of minutes of all meetings of its Directors and General Membership, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the names of those present.

SECTION 2. The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital surplus and shares. Any surplus, including earned surplus, paid in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account.

All meetings of the Board and General Membership shall be held in full compliance with the Texas Open Meetings Act, as amended.

ARTICLE XII – ADMINISTRATOR

SECTION 1. The Executive Director will serve as the administrator of the Corporation. The Executive Director will be

responsible for the management and operation of the organization, including the performance and discharge of powers, duties and functions necessary to carry out the policies of the Board. The Executive Director reports to the Chair and serves at the will of the Board of Directors. The Executive Director will establish management procedures and delegate responsibilities applicable to the office management. He or she is charged with the administration of personnel procedures and will be the final authority concerning personnel consistent with Board policy. The Executive Director shall also perform other duties and responsibilities as delegated by the Board. The Executive Director shall be appointed by the Directors and may be removed by the Directors.

ARTICLE XIII – PROHIBITED ACTS

SECTION 1. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee members of the Corporation shall:

- Commit any act in violation of the Bylaws or a binding obligation of the Corporation;
- Commit any act with the intention of harming the Corporation or any of its operations;
- Commit any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- Receive any improper personal benefit from the operation of the;
- Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation;
- Wrongfully transfer or disposal of Corporation property, including intangible property;
- Use the name of the Corporation or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of business;
- Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it;
- Enter into any transactions in which he/she has a financial interest.

ARTICLE XIV – DISSOLUTION CLAUSE

SECTION 1. Upon the dissolution of the organization, the Directors shall, after paying or making provision for payment of all of the liabilities of the organization, dispose of all of the assets of

the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Directors shall determine. Any such assets not so disposed of shall be disposed of by a State District Court of the county in which the principal office of the organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV – AMENDMENTS

SECTION 1. Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Directors.

Reviewed by the Directors on the 30 of September 2022.

Lower Rio Grande Valley Regional Advisory Council on
Trauma Service Area V, Inc. Attest

Cat Domian

Cat Domian, Secretary