



## 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:** TRAC-V is an organized group of local citizens representing all healthcare entities within Trauma Service Area (TSA) V and is the recognized "Regional Advisory Council (RAC)" by the Texas Department of State Health Services (DSHS). The following entities may be included in TRAC-V: Emergency Medical Service (EMS) Providers, Hospitals, Freestanding Emergency Medical Care Facilities (FEMC), Physicians, First Responder Organizations (FRO), Primary Care Clinics, Nursing Home and Long Term Assisted Living Facilities, Rehabilitation Clinics, Behavioral Health Institutions, Dialysis Clinics, Education Institutions offering health related curriculum, and more.

**SECTION 2:** The four counties of TSA-V to be included in TRAC-V are Cameron, Hidalgo, Starr, and Willacy, and herein called the "TRAC-V Area".

**SECTION 3:** A representative from the above-mentioned entities will be required to participate with TRAC-V in order to be eligible for State and Federal funding administered by or coordinated through TRAC-V, as applicable.

**ARTICLE III  
VISION AND MISSION STATEMENT**

**SECTION 1:** The vision of TRAC-V is to improve the delivery of specialized healthcare services to citizens of the Rio Grande Valley through education, outreach, collaboration, and communication.

**SECTION 2:** The mission of TRAC-V is to strengthen the Rio Grande Valley's trauma and emergency healthcare system through coordinated collaboration, continuous education, data-driven quality improvement, and comprehensive preparedness, supporting our members and partners to deliver safe, effective, and connected care across all communities.

**ARTICLE IV  
MEMBERSHIP DEFINED**

**SECTION 1:** General Membership qualifications require that the members have a physical location in the TRAC-V Area and be one of the following:

- A. An individual or individuals designated by a hospital located in the TRAC-V Area.
- B. An individual or individuals designated by an EMS Provider, HEMS, Air Ambulance, or Industrial Ambulance in the TRAC-V Area.
- C. An individual or individuals designated by a FEMC in the TRAC-V area.
- D. A physician or physicians whose practice involves primary care, trauma, cardiac, stroke, perinatal, and maternal childcare in the TRAC-V Area.
- E. An individual or individuals designated by a FRO in the TRAC-V Area.
- F. An individual or individuals designated by a Primary Care Clinic in the TRAC-V Area.
- G. An individual or individuals designated by a Nursing Home or Long Term Assisted Living Facility in the TRAC-V Area.
- H. An individual or individuals designated by a Rehabilitation Clinic in the TRAC-V Area.

- I. An individual or individuals designated by a Behavioral Health Institution in the TRAC-V Area.
- J. An individual or individuals designated by a Dialysis Center in the TRAC-V Area.
- K. An individual or individuals designated by an education institution providing health related curriculum in the TRAC-V Area.

**SECTION 2:** Special qualifications for hospitals:

- A. Membership status for hospitals will be dependent on a commitment to 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.

- A. Membership eligibility and participation in TRAC-V shall not be conditioned solely on state licensure status unless expressly required by law or Board policy.

**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
- B. At least one designated member from said facility will participate in at least one TRAC-V Committee and attend a minimum of 75% of scheduled committee meetings.
- C. Compliance with registry reporting requirements and data submission to TRAC-V.
- D. Payment of membership dues for the participating year as defined in Article IV, Section 5.
- E. Submission of all financial statements, invoices, and inventory management forms that may be required by TRAC-V for compliance with grant requirements or sound financial practices in accordance with the timelines established by the TRAC-V Board of Directors.

F. Full cooperation and participation in the Quality Assurance & Performance Improvement Committee when requested.

G. Compliance with all TRAC-V Board of Directors approved policies and procedures.

**SECTION 5:** Failure to meet active participation requirements or to comply with Board-approved policies and procedures may result in a member being deemed not in good standing, as determined by the Board of Directors, and may limit participation, voting privileges, or eligibility for TRAC-V initiatives or funding.

**SECTION 6:** Membership dues will be invoiced annually in the first month of each calendar year and determined to be:

A. \$35 fee per DSHS licensed in-patient bed per individual hospital in the TRAC-V Area.

B. \$1000 fee per Freestanding Emergency Medical Care Facility in the TRAC-V Area.

C. \$1500 fee per DSHS Licensed EMS Provider, HEMS, Fixed-Wing Air Ambulance Provider, or Industrial Ambulance in the TRAC-V Area.

D. \$750 fee per DSHS Licensed FRO Provider in the TRAC-V Area.

E. \$1,000 fee per Primary Care Clinic, Nursing Home, Long Term Assisted Living Facility, Rehabilitation Clinic, or Behavioral Health Institution in the TRAC-V Area.

F. \$500 fee per Education Institution in the TRAC-V Area.

G. \$50 fee per Individual not associated with existing TRAC-V member in the TRAC-V Area.

Dues may be subject to change contingent on Finance Committee and TRAC-V Board recommendation and approval.

**SECTION 7: Voting**

A. Each hospital, FEMC, EMS Provider, HEMS, Air Ambulance, Industrial Ambulance, FRO, Primary Care Clinic, Nursing Home, Long Term Assisted Living Facility, Rehabilitation Clinic, Behavioral Health Institution, Dialysis Clinic, and Education

Institution which has designated membership shall be entitled to cast one (1) vote at any meeting of the General Membership.

- B. Any physician or physician group who has designated membership shall be entitled to cast one (1) vote at any meeting of the Members.
- C. Such vote shall be cast by a Member or Members, provided that the member may vote by proxy at a meeting of the Members.
  - a. Such proxy must be in writing and signed by a Member who would otherwise be authorized to cast the vote(s) which are subject to the proxy.
  - b. Proxy must be 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 limitations 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, refers to the Organization "Board of Directors."

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

- A. General Composition of the Board:
  - a. All members of the board must be residents of the TRAC-V Area.
- B. Hospital Representation on the Board of Directors:
  - a. Each Texas DSHS Designated Trauma Facility in the TRAC-V Area shall appoint one (1) representative to serve on the Board.

- b. No person shall represent more than one facility on the Board.
- c. These Directors are appointed by their facility and are not elected.
- d. The term in office shall be for two (2) years, or until a successor is appointed or re-appointed.
  - i. Cameron and Starr County hospitals' appointees shall be appointed or re-appointed in the even years
  - ii. Hidalgo County hospitals' appointees shall be appointed or re-appointed in the odd years.
- e. These Directors will always count towards the quorum.

C. EMS Representation on the Board of Directors:

- a. There shall be a total of six (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 each county is elected to the Board.
- c. Each EMS Representative on the Board will be nominated and elected by a majority vote of the active Directors of the Corporation at the first regular

meeting of the calendar year, or a special meeting of the Directors held for that purpose.

- d. Each representative 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. The term in office shall be for two (2) years, or until a successor is elected or re-elected.
  - i. The following EMS Provider positions shall hold elections 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 hold elections in odd years:
    1. Cameron County Non-911 Provider
    2. Hidalgo County 911 Provider
    3. Willacy County EMS Provider
- f. 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
  - i. There shall be one (1) elected physician to represent each of the four counties in the TRAC-V Area.
- b. Nominations should be made with the intent of ensuring the best possible representative for each county to be elected to the Board.
- c. Physician representatives shall be elected by the Board on even years.
- d. The term in office for each physician representative 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.

### **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
  - iii. If within sixty (60) days after notice of election, he/she does not accept the office either in writing or by failing to attend 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. Resignation from the Board of Directors

- a. Any 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 filling vacancies

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

- b. If an EMS Director is removed or resigns, 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 or resigns, 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 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 the minutes of the meeting or meetings for which it is effective.
- C. A proxy shall be received by the Chairman in written format and must include the name of the Director, name of the individual appointed, date of meeting, and power to vote prior to the meeting.

**SECTION 5: Board Governance and Functions**

- A. The Board of Directors is responsible for the governance, oversight, and strategic direction of the Corporation. In carrying out its duties, the Board shall act in the best interests of the Corporation and in furtherance of its mission, statutory responsibilities, and long-term sustainability. Certain governance functions are inherent responsibilities of the Board of Directors and may be exercised by the Board as a whole or through ad hoc workgroups composed of Directors, as deemed appropriate. These functions are not standing committees of the Corporation and are not subject to the requirements of Article VIII unless otherwise directed by the Board.
- B. The Board of Directors' governance and oversight responsibilities include, but are not limited to, the following:
  - a. Adopt, periodically review, and monitor adherence to the Corporation's strategic plan, ensuring alignment with the mission, statutory obligations, and priorities of the regional trauma and emergency healthcare system.

- b. Exercise fiduciary oversight of the Corporation's financial affairs, including approval of budgets, review of financial statements, audits, and stewardship of public, private, and grant funds.
- c. Appoint, support, and evaluate the Executive Director; establish performance expectations aligned with the strategic plan; and ensure appropriate succession planning.
- d. Adopt, review, and amend governing documents and policies as necessary, and provide oversight to ensure compliance with applicable laws, regulations, contracts, grant requirements, and ethical standards.
- e. Promote effective governance through orientation of new Directors, ongoing education, periodic assessment of Board effectiveness, and attention to Board composition and leadership development.
- f. Adopt, amend, and repeal policies and procedures governing membership participation, data submission, system operations, and other matters consistent with these Bylaws
- g. Provide leadership and stewardship of the regional trauma, emergency, and preparedness systems through collaboration with members, partners, state agencies, and other stakeholders, consistent with the Corporation's purpose.
- h. Enforce a Conflict of Interest Policy applicable to Directors, officers, and key employees.
- i. Conduct or delegate, as necessary, specific governance-related activities, including but not limited to:
  - i. Review and amendment of the Bylaws
  - ii. Oversight of organizational compliance matters
  - iii. Executive Director search and selection during periods of vacancy

The Board of Directors retains full authority over all actions, recommendations, and decisions arising from these governance functions.

## **SECTION 6: Director Compensation**

- A. Directors shall not receive compensation for their services as Directors.
- B. Any Directors may serve the Corporation in any other capacity as an officer, agent, 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 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 absence of the Chair
    - ii. Perform such duties as assigned by the Chair
  - c. 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
  - d. The Treasurer shall:
    - i. Assist with the financial report for each meeting
    - ii. Be responsible for receipts 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 Order

## **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 the 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 years (3) thereafter, the Vice-Chair and Parliamentarian will begin their 3-year term cycle
  - c. Beginning in the calendar year 2024, and repeating every three years (3) 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.
- D. If a Director is elected to a 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. In the event the office of the Chair of the Board 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 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 percent (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 fade 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 TRAC-V Committee and must attend 75% of said committee meetings.

**SECTION 2:** Standing Committees shall be comprised of:

- A. Allied Health Committee
- B. Cardiac Committee
- C. Disaster Preparedness Committee
- D. Finance Committee
- E. Injury Prevention Committee
- F. Medical Directors and EMS Advisory Committee
- G. Pediatric Committee
- H. Perinatal / Maternal / Neonatal Committee
- I. Pre-Hospital Committee
- J. Quality Assurance & Performance Improvement Committee\*
- K. Stroke Committee
- L. Trauma Systems Committee
- M. Whole Blood Committee

\* These committees meet as needed.

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

**SECTION 3:** The Chair and Co-Chair positions for each standing committee shall be elected or re-elected to serve a two (2) year term at the last General Membership Meeting in odd calendar years. The Chair and/or Co-Chair will present a report at each General Membership meeting. The Chair and Co-Chair position of each committee will be at the first meeting following the TRAC-V sponsored symposium by the committee members.

**SECTION 4:** A quorum of at least half ( $\frac{1}{2}$ ) 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 Systems Committee and will serve a two (2) year term. 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:** 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 Executive Director for approval from the Board of Directors and then submitted to the Texas Department of State Health Services.

**SECTION 4:** The TRAC-V Executive Director 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, arbitative, or investigative.

**SECTION 7:** The Corporation will undergo different types of audits according to the amount of funds received from the state or federal government.

**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 TRAC-V Executive Director, Treasurer, and/or Finance committee members 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 Board Chair or Vice-Chair.

**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. All checks, electronic payments, and other disbursements of funds shall require authorization or signature by a Director of the Corporation. Disbursements in excess of \$1000.00 shall require approval by at least two (2) Directors, unless the expenditure has been previously approved by the full Board of Directors during a duly called meeting, in which case no additional approval shall be required prior to payment. The Executive Director is authorized to execute payment for expenditures approved by the full Board of Directors, subject to applicable signature or authorization requirements.

**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 payment.

## **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 EXECUTIVE DIRECTOR**

**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:

- A. Commit any act in violation of the Bylaws or a binding obligation of the Corporation;
- B. Commit any act with the intention of harming the Corporation or any of its operations;
- C. Commit any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- D. Receive any improper personal benefit from the operation of the Corporation;
- E. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation;
- F. Wrongfully transfer or dispose of Corporation property, including intangible property;
- G. 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;
- H. 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;
- I. 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 and approved by the Directors on March 27, 2026.

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

**Cat Domian**

Cat Domian, Secretary