

Seven Flags Regional Advisory Council
Trauma Service Area "T"

BYLAWS

Amended and Board Approved Effective:
August 24, 2026

SEVEN FLAGS REGIONAL ADVISORY COUNCIL ON TRAUMA, TRAUMA SERVICE AREA T, INC.

ARTICLE I
NAME AND AUTHORITY

1.01. This Board shall be named the Seven Flags Regional Advisory Council on Trauma. The Board shall be created by the Seven Flags Regional Advisory Council on Trauma, Trauma Area T, Inc., to act in a governance capacity. Formation and governance of this Board shall be in accordance with and pursuant to provisions stipulated within the Tobacco Endowment Fund, established by Texas Government Code, 403.106; Health and Safety Code 780.003; and funds appropriated during the 83rd Legislative Session.

ARTICLE II
DEFINITIONS & ABBREVIATIONS

Definitions

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

The “Corporation” -- Seven Flags Regional Advisory Council on Trauma (SFRAC), Trauma Service Area T, a non-profit corporation

Abbreviations

2.02. DSHS -- Texas Department of State Health Services
EMS – Emergency Medical Services
LPG – Local Planning Grant
PI – Performance Improvement
SFRAC – Seven Flags Regional Advisory Council
STDC – South Texas Development Council
TAC – Texas Administrative Code
TSA – Trauma Service Area

ARTICLE III
MISSION, DESIGNATED JURISDICTION, AND PURPOSE

Mission

3.01. The Seven Flags Regional Advisory Council (SFRAC) is an organization of local citizens representing health care entities within a specified Trauma Service Area (TSA). The SFRAC is an organization chartered by the Texas Department of State Health Services, Division of Regulatory Services, Office of EMS/Trauma Systems Coordination; to develop, implement, improve monitor and report on regional emergency services and trauma system networks for TSA "T. The Seven Flags Regional Advisory Council shall encourage and support a comprehensive continuum of quality health care to be provided within the Trauma Service Area "T", without regard to race, color, creed, gender, national origin, or ability to pay.

Designated Jurisdiction

3.02 The following counties have been designated by the State of Texas or approved upon petition to the (SFRAC) with subsequent approval by the State of Texas to be included in TSA "T:" Jim Hogg, Webb, and Zapata.

Purpose

3.03. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision hereafter in effect ("The Code"). More specifically, the corporation is organized and shall be operated exclusively to carry out one or more of the following purposes:

1) Encourage the development of a comprehensive trauma care system based on accepted standards of care,
2) Solicit participation from all health care entities located within its designated trauma service area,
3) Encourage trauma service area unity in providing trauma care services, promote improvement of all medical facilities, EMS Services, First Responder Organizations, and Educational Institutions that provide EMS Training, and
4) Cooperate with all entities, agencies, and organizations in the establishment of proficient and effective system of care for injured patients.

ARTICLE IV
MEMBERSHIP

Membership Composition and Qualifications/Roles

4.01. Membership qualifications require that the member entity conduct and possess licensure to provide service within the Trauma Service Area (TSA) "T" and be:

(a) Hospital: An individual or individuals designated by a hospital located in TSA T. Hospital members shall not be eligible to receive EMS County Assistance Funds.
(b) EMS Service Provider: An individual or individuals designated by an EMS land or air Service provider located in TSA T.
(c) First Responder Organization: An individual or individuals designated by a First Responder Organization Service located in TSA T.
(d) Education: An individual or individuals designated by an Education Institution involved in trauma service training located in TSA T. Educational entity members shall not be eligible for RAC related funding with the exception of Local Planning Grant (LPG) Funds as appropriated by DSHS either through the RACs as an allocation to the region or directly through competitive grants let by DSHS.
(e) Member At-Large: At-Large Members shall:
(i) Participate in listening and communicating issues, needs,
and interests among Directors of the Board to identify potential problems and opportunities, to work effectively toward common goals, and develop objectives and action plans for selected projects.
(ii) Provide the Board of Directors with information based on

experience, expertise, or special insight as a subject matter expert, if level of knowledge is suitable and applicable to the needs of the Board as deemed appropriate by a majority of the Board. A Member-At-Large may be exempt from paying membership dues. Additionally, a Member-At-Large is not eligible to receive any program funding. Members at Large shall not be counted in constituting a quorum and shall not have voting power.

(f) Ex-Officio Member: An ex-officio Board member is a member who does not have membership with an organization but is able to serve on the board. This member serving as ex-officio is able to do so because of another position the person holds, such as a state employee or representative. Unlike other board members, the ex-officio board member has the privilege of partaking in some board activities, but this is not required. The ex-officio member shall not be counted in constituting a quorum and shall not have voting power. The ex-officio member may contribute to the Board's business by participating in item discussion and committee activities. Lastly, Ex-Officio members are not eligible to receive any program funding.

(g) Subject Matter Expert: The subject matter expert may provide expertise in evaluating system(s) operations and processes. Identifying areas where technical and strategic solutions would improve performance outcomes and contributing specialized knowledge. A Subject Matter Expert shall be exempt from paying membership dues. Additionally, a Member At-Large is not eligible to receive any program funding. Members at Large shall not be counted in constituting a quorum and shall not have voting power.

Special Qualifications for Hospitals

4.02. Membership status for new hospitals shall be provisional for six (6) months.

4.03. Continued membership status for hospitals will be dependent on a commitment to trauma care as demonstrated by trauma facility designation or involvement in the designation process as prescribed in Texas Administrative Code, Title 25, Chapter 157, Rule §157.125 Requirements for Trauma Facility Designation.

Provisional Membership Status for New Members

4.04. If a new entity wishes to become a member of SFRAC, the applicant must submit an application with the SFRAC within ten (10) days of their intent in applying for membership or within the time necessary to be included on the agenda for the next most recent Board meeting during which membership will be considered. The Secretary or Administrator shall present the application for membership to the Board of Directors, which shall approve or disapprove such application. Subsequent to the Board's approval of membership status, prorated membership dues (as applicable) shall be submitted to the SFRAC within 30 days of Board approval.

4.05. The Secretary shall then notify the applicant of the action of the Board of Directors. If membership is granted to the entity, then the said entity shall remain with a provisional status until the beginning of the next fiscal year and shall become eligible for funding after one fiscal year of participating as a SFRAC member in good standing. Recognition of an entity will not take effect until their application is on file, dues paid, and application for membership is approved by the Board of

Directors.

Dues

4.06. Membership dues for hospitals are $1,950.00 (i.e., $1,500 / membership fee+ $450 / Hospital ½ share of TETAF annual fee); EMS/HHA Service(s) dues are $750.00; First Responder Organizations dues are $750.00; and educational institutions are exempt from membership dues. Dues will be required to be paid in full upon a new fiscal year for both provisional and current members. Dues are to be made payable to Seven Flags RAC by entity check or money order. No cash or personal checks will be accepted. All dues paid to SFRAC are non-refundable. Dues may be changed for any given projected fiscal year. Any change in dues should be for one fiscal year at a time and would require approval by the Board of Directors through a 2/3 vote of the members. Change in dues should be implemented at the beginning of each fiscal year which runs September 1st through August 31st.

Prorated Dues for New Members

4.07. Prorated dues for new member entities will be determined by the number of months left within the current fiscal year. Prorated dues will not cover subsequent fiscal years.

Participating Member in "Good Standing"

4.08. A member in "Good Standing" is defined as a member that meets all Active Participation (i.e., meeting attendance) and Funding Requirements (i.e., payment of membership dues) set forth within these By-Laws.

Membership Renewal Application

4.09. A membership application is required to be submitted to the SFRAC office at the start of each fiscal year. All existing members must submit their application and dues at the beginning of every fiscal year with their primary and three alternate representatives listed. Recognition of a member entity will not take effect until their application is on file and dues are paid with the SFRAC office.

4.10. An existing member in "Good Standing" that does not renew their membership four (4) months after the fiscal year has begun (i.e., January) will result in the member's "Good Standing" status to be revoked and deemed as a member "Not in Good Standing", for the remainder of the fiscal year, and must wait until the beginning of the following fiscal year to renew their membership. (Note: A member with a "Not in Good Standing" status may be subject to losing their privilege in receiving program grant funds during the existing fiscal year. Under this rule, the SFRAC Board of Directors has the ultimate authority to approve any exceptions and/or allowances.

Late Payment Fee for Membership Renewal

4.11. Payment of membership dues shall be made no later than October 31st of each new fiscal year. After the October 31st due date, a late fee of $25 will be added to membership dues for every month that the membership dues are late up to four (4) months after the fiscal year for all existing members.

Resignation

4.12. A member entity wishing to resign may do so by submitting in writing to the SFRAC Secretary on official letterhead that the entity no longer wishes to participate in the SFRAC and all its committees. A member entity resigning will remain in "Good Standing" if the aforementioned is submitted. Dues paid to SFRAC remain non-refundable in any type of resignation.

Reapplication

4.13. A member entity who resigns while in "Good Standing" may reapply for membership. The Secretary shall present all applications for membership to the Board of Directors, which shall at its next regular meeting approve or disapprove such application. The Secretary shall then notify the applicant of the action of the Board of Directors.

Member "Not in Good Standing"

4.14. A Member entity shall be deemed to be **"Not in Good Standing"** if a Member entity misses two (2) consecutive scheduled Board meetings, and/or if any of the Active Participation requirements (i.e., submittal of membership documents, application and payment of dues) are not met. Member "Not in Good Standing" **will not be considered eligible for fund allocations during the proceeding (i.e., forthcoming) fiscal year.**

4.15. A member entity whose funding was discontinued due to disciplinary action levied against a participating hospital, EMS Service, First Responder Organization by the Texas Department of State Health Services may re-apply for Membership. The Secretary shall present all applications for membership to the Board of Directors. The Secretary shall then notify the applicant of the action of the Board of Directors.

Removal of Member

4.16. A member of the SFRAC may be removed by a majority vote of the Board of Directors, at any regular or special meetings for participation and compliance violations.

Active Participation

4.17. Active Participation as a member within the SFRAC is defined as meeting all compliance requirements listed below under Section 4.19, (a) - (h).

SFRAC Events

4.18. SFRAC events shall be coordinated by any of the SFRAC Permanent Committees of the organization or by the Board itself. A minimum of one event attended by the member entity is required. Each participating entity must sign in during the event to be accounted as having participated.

Types of Events

(a) Trauma Healthcare Related Events
(b) Injury Prevention Related Events
(c) Stroke Related Events
(d) Cardiac/STEM! Related Events
(e) /Maternal Events
(f) Neonatal/NICU Related Events
(g) Other events as assigned or formed by the board (e.g., Fund Raisers)

Compliance Requirements for Participating Members

4.19. Each Hospital, EMS Service, and First Responder Organization which has been designated membership must meet all the following categorical participation requirements with the SFRAC in order to become eligible for state grant funding. Hence, "Participating" as a member is defined as having met with all the requirements listed in this section, 4.19(a) through 4.19(h).

(a) State Trauma Registry: All participating hospitals and EMS entities must upload to the State Trauma Registry via electronic medium as required by Texas Administrative Code, Title 25, Chapter 103, Injury Prevention and Control, Rule §103.13, "Who Shall Report," and Rule §103.19, "Electronic Reporting". Reporting must be done in accordance with registry submission guidelines. Compliance will be determined after verification is obtained through the State Trauma Registry Office.

(b) Licensure Compliance: All participating hospitals must be a licensed general hospital and designated trauma facility or considered in "Active pursuit" of designation by the Texas Department of State Health Services. Verification of licensure compliance will be obtained through the Texas Department of State Health Services. Disciplinary Action levied against a participating hospital by the Texas Department of State Health Services is considered prima facie evidence for the Seven Flags RAC to discontinue funding for the rest of the current fiscal year (Reapplication for membership will be required at the end of the current fiscal year for reconsideration for the following year). This is not limited to letters of reprimand, administrative penalties, probation and/or fines sanctioned by the Texas Department of State Health Services for not maintaining compliance or violation of licensure statutes/rules.

(c) Licensure Compliance: All participating EMS Services must be licensed EMS Provider by the Texas Department of State Health Services. Verification of licensure compliance will be obtained through the Texas Department of State Health Services. Disciplinary Action levied against a participating EMS Service by the Texas Department of State Health Services is considered prima facie evidence for the Seven Flags RAC to discontinue funding for the rest of the current fiscal year (Reapplication for membership will be required at the end of the current fiscal year for reconsideration for the following year). This is not limited to letters of reprimand, administrative penalties, probation and/or fines sanctioned by the Texas Department of State Health Services for not maintaining licensure compliance or violation of licensure statutes/rules.

(d) Licensure Compliance: All participating First Responder registered First Responder Organization with the Texas Department of State Health Services.

Verification of registration compliance will be obtained through the Texas Department of State Health Services. Disciplinary Action levied against a participating hospital by the Texas Department of State Health Services is considered prima facie evidence for the Seven Flags RAC to discontinue funding for the rest of the current fiscal year (Reapplication for membership will be required at the end of the current fiscal year for reconsideration for the following year). This is not limited to letters of reprimand, administrative penalties, probation and/or fines sanctioned by the Texas Department of State Health Services for not maintaining licensure compliance or violation of licensure statues/rules.

(e) Submission of a needs assessment: All participating hospitals and EMS entities must submit to the RAC Administrator a needs assessment at the beginning of each fiscal year in the form provided by the SFRAC.

(f) Affidavit Acknowledging Utilization of RAC Regional Protocols Regarding Patient Destination and Transport: All participating EMS Services must file a copy of the signed affidavit form at the beginning of every fiscal year with the Seven Flags RAC office. All EMS Services are required to comply with the aforementioned in accordance with Texas Administrative Code, Title 25, Chapter 157, Rule §157.130(d)(2)(8) and Rule §157.131 (d)(2)(B), "demonstrate utilization of the Regional Advisory Council regional protocols regarding patient destination and transport in all TSAs in which they operate."

(g) Attendance: All participating Educational Institutions in the Seven Flags RAC (TSA T) may attend all Committee and Board of Directors meetings during a fiscal year. Educational Institutions are not subject to the participation requirements herein. Note: State funds are only available for participating hospitals, EMS Services, and First Responder Organizations in accordance with Texas Administrative Code, Title 25, Chapter 157, Rule §157.130 & §157.131. Participation is extended onto workshops and other committee meetings that are directly related to SFRAC TSA T business (i.e. Finance Committee, Bylaws Committee, Budget Workshops, Technical Assistance Reviews, RAC 101 Overview, Stroke Protocol Committee). Participating hospitals, EMS/HAA services and first responder agencies/organizations are expected to attend each Board and Committee meeting. Should a Board director not be able to attend a Board or Committee meeting in a given month, it is the responsibility of that Board director to ensure compliance by assigning that at least one of the three possible alternates for that Board Director representing a given entity be present for the meeting to duly represent the absent Board director and the respective participating entity/organization. Members who consecutively miss two of any meetings (i.e., Committees or Board) will be considered a Member Not in Good Standing and, therefore, will not be eligible for funding for the following fiscal year.

(h) Payment of Membership Dues: All members must be current in the payment of their membership dues. Members who remain delinquent in the payment of SFRAC dues by the 1st of March of any given fiscal year will be considered a Member Not in Good Standing and, therefore, will not be eligible for funding for the following fiscal year.

Non-Participating Membership Status and Participation

4.20. An entity may participate in the SFRAC as a Non-Participating member and still meet its obligations under the Texas Administrative Code (TAC), Title 25, Part I, Chapter 157, Subchapter B, Rule 157.11(c)(7)(S-T), which states, *"The applicant shall provide an attestation or provide documentation (to the DSHS) that it and/or its management staff will or continues to participate in the local regional advisory council."* Non-participating members are expected to attend the same number of SFRAC Board meetings as Participating Members throughout the modified quarterly yearly schedule (i.e., September, January, April, and August). If a non-participating member misses two consecutive SFRAC meetings, the entity will be deemed non-compliant as a non-participating member. Non-participating members may not be represented on the Board; may not receive grant funds allocated by DSHS; may not vote on matters of the Board, (but may participate in discussion); may participate in SFRAC sponsored events; and may receive material or items associated with a given implementation of a special or required project deemed to be so by DSHS and/or the SFRAC (e.g., Wristbands).

ARTICLE V
OFFICERS

5.01 There shall be the following Officers of the Board of Directors elected by the Board of Directors annually on alternating terms and each shall serve until the successor of such officer is elected.

(a) Chairman
(b) Vice-Chairman
(c) Secretary
(d) Treasurer

5.02. An officer who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Board of Directors.

Nominations

5.03. Nominations for Officers to the Board of Directors shall be made during the August Board of Directors meeting of the SFRAC. Individuals may nominate candidates by the following methods: (1) In writing during the meeting at the indicated time of the agenda (must fill out the SFRAC nomination form), or (2) In writing to the SFRAC Secretary via e-mail, fax or U.S. Mail on the SFRAC nomination form. The nomination and selection of officers will be placed as an agenda item for the August SFRAC Board of Directors meeting. Candidates accepting the nominations will then be placed on the agenda for the September SFRAC Board of Directors meeting for approval and installation of officers.

Elections

5.04. Election of new officers will be held in August with the new officers assuming office during the September meeting of the SFRAC Board of Directors.

(a) To be eligible for an officer position as Vice-Chair, Treasurer or Secretary, the

individual must be a SFRAC Board Director affiliated with a member entity that is currently participating and is in good standing with the Seven Flags RAC for one (1) year prior to being nominated. The individual must reside in the State of Texas and has not been found in any violation resulting in a felony.

(b) To be eligible as Chairman of the Board an individual must meet the same eligibility criteria as Vice-Chair, Treasurer and Secretary, with the only exception that the individual may not necessarily be a Board Director at the time of nomination. Additionally, the nominated Chairman need not necessarily be a member of or affiliated with a SFRAC member entity.

(c) Candidates may run for only one office at a time.

(d) To facilitate transition of administration, officers will be installed at the next regular Board of Directors meeting following the nomination.

Officer Term of Office

5.05. The term in office of each Board Officer shall be for two (2) years until his or her successor is nominated and elected by the Board of Directors during a regular meeting or a special meeting of the Board of Directors held for that purpose, in which a quorum of the Board of Directors is present. Officers may be nominated and re-elected for multiple consecutive terms. Election of officers will be rotated each year with one-half of the officer positions replaced. Elections for the Vice-Chairman and Secretary positions will be held in the odd years (i.e., fiscal year). Elections for the Chairman and Treasurer will be held in the even years (i.e., fiscal year).

Installation of Board Officers

5.06. Board of Directors Officers will be installed at the September regular Board of Directors meeting following the election.

Removal and Resignation of Officer

5.07. Any Officer may be removed, either with or without cause, by a majority of the Board of Directors, at any regular or special meeting, provided however, that the removal shall be with prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairman, or the Secretary of the Corporation. Any resignation shall take effect on the date or 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. Any Board of Directors Officer failing to attend seventy-five percent (75%) of the Board of Directors Meetings in the current fiscal year may be removed from office by vote of a majority of the Board of Directors.

Duties of the Chairman

5.08. Unless duties are otherwise performed by Administrator or Executive Director of the SFRAC, the Chairman shall:

(a) Preside over all meetings of the Executive Board, Board of Directors and at any Special Meeting of the Corporation.

(b) Make interim appointments as needed with the approval of the Board of Directors.

(c) Sign all contracts after approval of the Board of Directors. The chairman may assign the SFRAC Administrator to sign program contracts on his behalf with approval from the SFRAC Board.
(d) Call a special or emergency meeting when necessary.
(e) Will act as the registered agent of the corporation and must file with the Texas Secretary of State's Office in a timely fashion.
(f) Sign all legal/non-profit corporation documents for the SFRAC.
(g) Must be placed on the authorized signature card at the financial institution where the Seven Flags RAC conducts their banking affairs. After the completion of the elected term, resignation, or removal of the Chairman, he or she must tender over his or her letter of completion of term or resignation and must be sent to the financial institution immediately where the RAC conducts its' business affairs to serve as tangible evidence that he or she is no longer affiliated with the Seven Flags RAC.
(h) Travel as required to meet contractual obligations and/or stakeholder meetings (local, statewide, or national) to accurately represent the Seven Flags RAC at the GETAC and TETAF meetings.
(i) The Chairman is required to complete Board Training and complete an affidavit. Upon completion, a copy of the affidavit shall be mailed to CSCU and a copy made available to DSHS if requested.

Duties of the Vice-Chairman

5.09. Unless duties are otherwise performed by the Administrator or Executive Director of the SFRAC, the Vice-Chairman shall perform the duties of the Chairman and perform such duties as are assigned by the Chairman:
(a) Must be placed on the authorized signature card at the financial institution where the Seven Flags RAC conducts their banking affairs. After the completion of the elected term, resignation, or removal of the Chairman, he or she must tender over his or her letter of completion of term or resignation and must be sent to the financial institution immediately where the RAC conducts its' business affairs to serve as tangible evidence that he or she is no longer affiliated with the Seven Flags RAC.
(b) Oversee the revision of the Trauma Systems Plan.
(c) May oversee the revision of the Bylaws of the Corporation.
(d) May require travel to GETAC and DSHS Chair meetings throughout the state as needed or when the SFRAC Chairman is unable to attend, to represent the SFRAC Chairperson at mandatory and non-mandatory meetings.
(e) Shall conduct SFRAC Board meetings in the absence of the Chairperson.
(f) The Vice-Chairman is required to complete Board Training and complete an affidavit. Upon completion, a copy of the affidavit shall be mailed to CSCU and a copy made available to DSHS if requested.

Duties of the Secretary

5.10. Unless duties are otherwise performed by the Administrator or Executive Director of the SFRAC, the Secretary of the Board of Directors or a person designated by the Secretary shall:
(a) Call the roll (unless otherwise assigned or directed by the Chairman).
(b) Determine if a quorum is present at every meeting if needed (unless otherwise assigned or directed by the Chairman).

(c) May record the minutes of all proceedings of the Executive Board, Board of Directors Special and/or Emergency meetings.
(d) May handle the correspondence of the organization.
(e) May send a Board of Directors listing to each member.
(f) May present the minutes to each member at the current meeting.
(g) Shall receive all written Alternates by members prior to every meeting.
(h) Must be placed on the authorized signature card at the financial institution where the Seven Flags RAC conducts their banking affairs. After the completion of the elected term, resignation or removal of the Secretary, he/she must tender over his/her letter of completion of term or resignation and must be sent to the financial institution immediately where the SFRAC conducts its' business affairs to serve as tangible evidence that he or she is no longer affiliated with the Seven Flags RAC.
(i) The Secretary is required to complete Board Training and complete an affidavit. Upon completion, a copy of the affidavit shall be mailed to CSCU and a copy made available to DSHS if requested.

Duties of the Treasurer

5.11. Unless duties are otherwise performed by the Administrator or Executive Director of the SFRAC, the Treasurer shall:
(a) May prepare and present the financial report(s) for each Board of Directors meeting.
(b) May review receipts and disbursements of all funds.
(c) May assist with tax reporting requirements as prescribed by the United States Internal Revenue Service and the State of Texas Comptroller's Office.
(d) Must be placed on the authorized signature card at the financial institution where the Seven Flags RAC conducts their banking affairs. After the completion of the elected term, resignation, or removal of the Treasurer, he/she must tender over his/her letter of completion of term or resignation and must be sent to the financial institution immediately where the SFRAC conducts its' business affairs to serve as tangible evidence that he or she is no longer affiliated with the Seven Flags RAC.
(e) May prepare and submit financial reports as required by all contract(s) with DSHS, as prescribed by the United States Internal Revenue Service regarding quarterly or annual filings with the State of Texas Comptroller's Office, and any other contracted entities with Seven Flags RAC in accordance with deadline dates.
(f) The Treasurer is required to complete Board Training and complete an affidavit. Upon completion, a copy of the affidavit shall be mailed to CSCU and a copy made available to DSHS if requested.

Officer Salaries

5.12. The Officers shall serve without salary in accordance with the Non-Profit Act of the State of Texas.

ARTICLE VI
EXECUTIVE COMMITTEE

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

6.02. The business and affairs of the Board and all powers vested shall be exercised by or under the authority of the Board of Directors, subject to limitations imposed by the Act, the Articles of Incorporation, or these Bylaws. No single entity shall place undue influence on the governance of the Corporation.

Scope of Responsibilities

6.03. The executive committee is a sub-group made up of officers from the overall governing board that is empowered to exercise the authority of the full board on decisions that must be made in between scheduled board meetings. The executive committee can also act in an emergency whenever a quick decision may need to be made, and it is not practical to call a full board meeting and is tasked with providing oversight for particular ad-hoc committees such as the Bylaw Select Committee, Finance Select Committee, and Trauma Systems Plan Select Committee. The executive committee focuses on handling urgent matters that require quick responses and oversight of special ad-hoc committees.

Authority and Decision-Making Power

6.04. While the executive committee holds decision-making power, its authority is limited by the framework and guidelines set by the overall board of directors. This means that the executive committee can act within specific boundaries, particularly on operational matters, but the board must approve larger, high-stakes decisions.

Reporting and Accountability

6.05. The executive committee operates under the overall board's oversight and is accountable to it. It reports to the Board on decisions made on the board's behalf when made under their purview.

6.06. The Executive Board/Committee members are required to complete Board Training and complete an affidavit. Upon completion, a copy of the affidavit shall be mailed to CSCU and a copy made available to DSHS if requested.

Minimum Number of Directors and Board Officers

6.07. The number of Board Officers of this Regional Advisory Council (RAC) shall be at least four (4): Chairperson, Vice Chairperson, Secretary and Treasurer, all of whom must be residents of the State of Texas. The number of Board Directors may be increased or decreased from time to time by amendment of these Bylaws, but no decrease shall be the effect of shortening the term of any incumbent directors.

Board Officer and Director Appointments

6.08. Board Officers shall be approved for appointment by the Active Members of the SFRAC through nomination. Each EMS and Hospital entity Board Director will be entitled to name three (3) alternate individuals, and each will have the authority to cast a vote in the absence of the designated Board Director. Each Director position representing a given entity will count as one (1) vote, regardless of the number of alternates. Appointed alternates may cast one (1) vote only for a given Board Director representing a given entity. Trauma designated facilities will each appoint

a Board Director. Each member EMS Provider and First Responder Organization shall also appoint a Board Director. Similarly, Board Officer votes count for the given entity they represent. Appointment of Directors shall be made by the given agencies/entities/organizations that the Director represents while serving on the Board. The SFRAC Board shall recognize and approve the slate of Officers to serve on the Board for each new fiscal year at the first meeting of each fiscal year held in September, (if necessary). Identification of appointed members by given participating agencies/entities/organizations will be done using the SFRAC's "Membership Application Form."

6.09. Each of these Directors shall be an individual who is an employee or agent of a Hospital facility, EMS provider or First Responder Organization and who has been designated by that Hospital, EMS provider or First Responder Organization as a candidate for Director.

Director Term of Office

6.10. The term in office of each director shall be for one (1) year and may continue to serve consecutive terms or until his or her successor is appointed by the CEO/Owner of the entity being represented.

6.11. Entities with multiple facilities may designate one person to act as Director for all its entities and such person shall have one vote for each facility at meetings of the Directors of the Corporation.

Director Vacancy

6.12. The Board of Directors may declare vacant the office of a Director in any of the following cases: (a) if he/she is adjudged incompetent by an order of the court; (b) if he/she is convicted of a felony; or (c) 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.

6.13. Vacancies in the Board of Directors shall exist in the case of happening of any of these events: (a) the death, resignation, or removal of any Director, or (b) the authorized number of Directors is increased.

6.14. In the event that the office of the Chair becomes vacant, the Vice Chair will succeed the Chair and hold office for the unexpired Chair's term. After completion of the vacant Chair's term, the Board shall elect a Chairman. If the office of the Vice-Chair, Secretary, or Treasurer, becomes vacant by reason of death, resignation, removal, or otherwise, the Board shall elect a successor who shall hold office for the unexpired term and until his successor is elected after expiration of the term. Vacancies may be filled by any of the remaining Directors. Each Officer so elected shall hold office until his successor is elected at a regular or special meeting of the Board.

Director Resignation

6.15. Any Director may resign at any time by giving written notice to the Chairman or the Secretary of the Board. 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.

Director Removal

6.16. Any Director failing to attend 75% of the scheduled Board of Directors meetings within the contract year may be removed from office by vote of a majority of the Board. If a hospital director is removed, the hospital shall be requested to appoint a new director to finish the current term. If an EMS Director is removed, the EMS Provider, which employs that director, shall be requested to appoint a new director to finish the current term.

6.17. Any Director may be removed, either with or without cause, by a majority vote of the Board, at any regular or special meeting, provided however, that the removal shall be without prejudice to the contract rights, if any, of the person removed.

Voting by Alternate

6.18. An Alternate representative may vote on behalf of a Board member. The presence of an Alternate meets attendance requirements.

Board of Directors Compensation

6.19. Board members shall not receive compensation for their services as Officers or Directors of the Board.

ARTICLE VII
BOARD OF DIRECTORS

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

7.02. The business and affairs of the Board and all powers vested shall be exercised by or under the authority of the Board of Directors, subject to limitations imposed by the Act, the Articles of Incorporation, or these Bylaws. No single entity shall place undue influence on the governance of the Corporation.

Minimum Number of Directors and Board Officers

7.03. The number of Board Officers of this Regional Advisory Council (RAC) shall be at least four (4): Chairperson, Vice Chairperson, Secretary and Treasurer, all of whom must be residents of the State of Texas. The number of Board Directors may be increased or decreased from time to time by amendment of these Bylaws, but no decrease shall be the effect of shortening the term of any incumbent directors.

Board Officer and Director Appointments

7.04. Board Officers shall be approved for appointment by the Active Members of the SFRAC through nomination. Each EMS and Hospital entity Board Director will be entitled to name three (3) alternate individuals, and each will have the authority to

cast a vote in the absence of the designated Board Director. Each Director position representing a given entity will count as one (1) vote, regardless of the number of alternates. Appointed alternates may cast one (1) vote only for a given Board Director representing a given entity. Trauma designated facilities will each appoint a Board Director. Each member EMS Provider and First Responder Organization shall also appoint a Board Director. Similarly, Board Officer votes count for the given entity they represent. Appointment of Directors shall be made by the given agencies/entities/organizations that the Director represents while serving on the Board. The SFRAC Board shall recognize and approve the slate of Officers to serve on the Board for each new fiscal year at the first meeting of each fiscal year held in September, (if necessary). Identification of appointed members by given participating agencies/entities/organizations will be done using the SFRAC's "Membership Application Form.

7.05. Each of these Directors shall be an individual who is an employee or agent of a Hospital facility, EMS provider or First Responder Organization and who has been designated by that Hospital, EMS provider or First Responder Organization as a candidate for Director.

Director Term of Office

7.06. The term in office of each director shall be for one (1) year and may continue to serve consecutive terms or until his or her successor is appointed by the CEO/Owner of the entity being represented.

7.07. Entities with multiple facilities may designate one person to act as Director for all its entities and such person shall have one vote for each facility at meetings of the Directors of the Corporation.

Director Vacancy

7.08. The Board of Directors may declare vacant the office of a Director in any of the following cases: (a) if he/she is adjudged incompetent by an order of the court; (b) if he/she is convicted of a felony; or (c) 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.

7.09. Vacancies in the Board of Directors shall exist in the case of happening of any of these events: (a) the death, resignation, or removal of any Director, or (b) the authorized number of Directors is increased.

7.10. In the event that the office of the Chair becomes vacant, the Vice Chair will succeed the Chair and hold office for the unexpired Chair's term. After completion of the vacant Chair's term, the Board shall elect a Chairman. If the office of the Vice-Chair, Secretary, or Treasurer, becomes vacant by reason of death, resignation, removal, or otherwise, the Board shall elect a successor who shall hold office for the unexpired term and until his successor is elected after expiration of the term. Vacancies may be filled by any of the remaining Directors. Each Officer so elected shall hold office until his successor is elected at a regular or special meeting of the Board.

Director Resignation

7.11. Any Director may resign at any time by giving written notice to the Chairman or the Secretary of the Board. 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.

Director Removal

7.12. Any Director failing to attend 75% of the scheduled Board of Directors meetings within the contract year may be removed from office by vote of a majority of the Board. If a hospital director is removed, the hospital shall be requested to appoint a new director to finish the current term. If an EMS Director is removed, the EMS Provider, which employs that director, shall be requested to appoint a new director to finish the current term.

7.13. Any Director may be removed, either with or without cause, by a majority vote of the Board, at any regular or special meeting, provided however, that the removal shall be without prejudice to the contract rights, if any, of the person removed.

Voting by Alternate

7.14. The SFRAC does not utilize proxies. An Alternate representative may vote on behalf of a Board member. The presence of an Alternate meets attendance requirements.

Board of Directors Compensation

7.15. Board members shall not receive compensation for their services as Officers or Directors of the Board.

ARTICLE VIII
MEETINGS

Frequency

8.01. Meetings of the Board of Directors shall be held a minimum of four (4) times per year. The date and place of the next meeting will be determined at the end of each meeting. Meetings of the Board will be held throughout the year on the 30th day of each of the following months: September, January, April and August. If the 30th falls on a weekend, then the meeting would be held on the Friday preceding the weekend.

8.02. Committee Meetings shall take place a minimum of four (4) times a year as part of each Board meeting. Committees may meet independently throughout the course of the year as needed.

8.03. Meetings of the Board of Directors and/or Committee(s) shall take place as called upon by the Board of Directors Chairman or designated Administrator representing the Seven Flags Regional Advisory Council for the Trauma Service Area - T.

8.04. The Administrator for the Seven Flags Regional Advisory Council designated to coordinate and call upon its members and officers to convene Committee and/or Board of Director meetings on behalf of the Chairman, Officers, and General Membership.

8.05. The authority to postpone meetings outside of not having a quorum falls under the authority of the Chair and the Administrator with approval from the Chair to do so when needed.

Parliamentary Authority

8.06. Robert's Rules of Order (revised) shall be the guide to parliamentary procedure for all Seven Flags RAC meetings.

Quorum

8.07. A quorum for conducting the business of the Board of Directors and General Membership Meetings shall not be less than one half (1/2) of the Members present.

8.08. In the absence of a quorum, a majority of the Members present may adjourn the meeting. At the discretion of the members, present informational items on the agenda may be presented and discussed. However, action items shall not be presented or discussed until the next re-scheduled meeting or the next regular meeting.

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

Special Meetings

8.10. A Special meeting of the Board of Directors shall be called by the Chairman, or if he/she is absent, is unable to, or refuses to act; a special meeting shall be called by the Vice-Chairman or by any two Officers of the Board.

8.11. Written notice of the time, place, and purpose of special meetings of the Board of Directors shall be delivered to each Member personally, via mail, e-mail, fax, or by phone at least five (5) days before the meeting. If the address of a Board 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 meetings of the Board are regularly held. Notice of the time and place of holding an adjourned meeting need not be given to absent Board members if the time and place are fixed at the meeting adjourned.

Voting by Board of Directors, Chairman, and Board Officers

8.12. Each Hospital, EMS Service, and First Responder Organization which has designated membership shall be entitled to one (1) vote at any meeting of the Board of Directors, except the Provisional Members who shall not vote until completion of their first fiscal year. The Chairman of the Board shall be entitled to cast a vote only in situations where a vote is needed to break a tie in voting among

the members.

8.13. 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.

8.14. 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 consent in writing to such action. Such written consent 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 a unanimous vote of the Board. 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 unanimous written consent of the Board of Directors to so act, and such statement shall be prima facie evidence of such authority.

Action by Consent of Board Without Meeting

8.15. Any action required or permitted to be taken by the Board of Directors under any provision of the Texas Non-Profit Corporation Act may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent 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 a unanimous vote of the Board. Any certificate or other document filed under any provision of the Act which relates to action so taken shall state the action was taken by unanimous written consent of the Board to so act, and such statement shall be prima facie evidence of such authority.

Electronic Voting

8.16. Board Members may cast their vote electronically via official e-mail address of the member entity at a given time. Electronic voting may be utilized when a member is unavailable to attend a meeting where a vote is required. In the event the SFRAC is faced with a time-sensitive action item(s), electronic voting shall remain the preferred method of casting a vote in lieu of a special meeting. In this instance, a majority vote is required in order to take action on any item(s) that may impact or directly affect the business of the SFRAC.

Meetings via Telephone or Other Means of Communication

8.17. Subject to the provisions for notice required by these Bylaws and the Act for notice of meetings, Board members may participate in and hold a meeting by means of conference telephone or other communications equipment, including but not limited to virtual platforms such as Zoom, 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.

Conduct of Meetings

8.18. At every meeting of the Board, the Chairman of the Board, or in his/her absence, the Vice-Chairman or in his/her absence, the Secretary or in his/her absence, the Treasure or in his/her absence of such designation, a Chairman chosen by majority of the Board Members present shall preside as Chairman. In the case the Secretary shall be absent from any meeting, the Chairman may appoint any person to act as Secretary of the meeting. Similarly, in the case that the Secretary is acting as interim Chair, the interim Chair/Secretary may appoint any person from the Directors to act as interim Secretary of the meeting.

Adjournment

8.19. In the absence of a majority of the Board members that are needed to establish a quorum, adjournment of the meeting may be called by the majority of the members present.

Notice of Adjourned Meeting

8.20. Notice of time and place of a re-scheduled meeting that was adjourned need not be given to absent Board Members 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 IX
COMMITTEES

9.01. The Board of Directors, by an affirmative vote and as needed, may appoint Select committees (i.e., Ad-Hoc) or working groups, which shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board of Directors.

Select (i.e., Ad-Hoc) Committees

(a) Bylaw Select Committee
(b) Finance Select Committee
(c) Trauma Systems Plan Select Committee

9.02. Participation in SFRAC Committees by each entity is required. Committee Chairmen and Vice-chairmen will receive a roll call for attendance for each respective committee they serve on and shall be counted in the assessment of member's status of participation in the organization as it pertains to providing hospitals with participation letters and reporting to the Texas Department of State Health Services (DSHS) and or surveying entity in the process of designation/redesignation, as needed.

Standing (i.e., Permanent) Committees and Responsibilities

9.03. Standing (i.e., Permanent) committees of the SFRAC are as follows: Performance Improvement (PI) Committee, EMS/Pre-Hospital Committee, Trauma/Injury Prevention Committee, Maternal Committee, Stroke Committee, Neonatal/NICU Committee, and Cardiac/STEMI Committee.

a) PI Committee –
    a. Mission: The function of the Performance Improvement (PI) Committee is to review data sets related to approved performance measure/targeted performance results and design activities to implement within the system of care to improve outcomes.
    b. Members: Recommend at least one (1) member from each subspecialty from the Board for voting purposes. Additional guests should be included in the PI Committee meetings as appropriate based on current PI project(s) being discussed.
    c. Responsibilities: Members should be available to meet regularly to discuss systemic local data in relation to the current PI project. Guests should be included to ensure all subspecialty areas are involved in decisions for implementation of new activities to improve outcomes. Committee should review baseline data, develop AIM statements, review and design process maps, conduct Ishikawa activities to determine gaps in current structure, and design activities to implement and test in the field. Quarterly review of data from implementation should be discussed at each meeting to determine if activities are successful, or if challenges were identified and to then redirect activities.
    d. Agenda Topics: Introductions, Current PI Project Data Review, Status of Implementation Activities, Challenges, Next Steps.
    e. Meeting Frequency: Quarterly at a minimum but may require additional meetings to gain traction on PI project data sets and activities to implement in the field. Committee members are expected to attend at least three of the four scheduled meetings annually. If a member is unable to attend, they should designate an appropriate representative to attend on their behalf.

b) EMS/Pre-Hospital Committee --
    a. Mission: Currently in draft mode
    b. Members: Currently in draft mode
    c. Goals: Currently in draft mode
    d. Meeting Frequency: The committee will meet quarterly, with additional meetings scheduled as needed to address regional priorities. Committee members are expected to attend at least three of the four scheduled meetings annually. If a member is unable to attend, they should designate an appropriate representative to attend on their behalf.

c) Trauma/Injury Prevention Committee –
    a. Mission: Currently in draft mode
    b. Members: Currently in draft mode
    c. Goals: Currently in draft mode
    d. Meeting Frequency: The committee will meet quarterly, with additional meetings scheduled as needed to address regional priorities. Committee members are expected to attend at least three of the four scheduled meetings annually. If a member is unable to attend, they should designate an appropriate representative to attend on their behalf.

d) Maternal Committee –
    a. Mission: The Seven Flags RAC Maternal Committee collaborates with regional hospitals, physicians, EMS agencies, and community stakeholders to improve maternal and neonatal outcomes through

evidence-based practices, professional education, and unified quality improvement initiatives. The committee serves to directly support the Texas DSHS maternal and neonatal designation programs for our regional facilities. Meeting quarterly, the committee includes multidisciplinary representation from both primary Laredo acute care hospitals (operating with Level II Maternal and Level III Neonatal capabilities), obstetricians, neonatologists, and nursing leadership. Both primary acute care hospitals within the Seven Flags RAC are officially designated by the Texas Department of State Health Services (DSHS) to provide specialty maternal and newborn care.

b. Goals:
    i. State Alignment – reduce maternal and neonatal morbidity and mortality through coordinated regional response by using evidence-based practices by adopting Texas AIM practice and Texas Collaborative for Health Mothers and Babies.
    ii. Provider Competency: Coordinate joint regional training initiatives for pre-hospital EMS crews, emergency department staff, and perinatal units to elevate frontline care.
    iii. QAPI: Promote data-driven quality improvement and system evaluation.
c. System Performance Improvement (PI): To maintain strict compliance with Texas DSHS designation guidelines while protecting patient confidentiality, the Perinatal/NICU Committee will operate an aggregated, percentage-based regional QAPI system. Participating Laredo facilities will report system performance benchmarks, rather than raw case data, using the following framework:
    i. Severe Hypertension (HTN) Quality Metrics: Hospitals will track and share their internal compliance rates regarding the active Texas AIM Hypertension bundle. This includes the percentage of patients with severe hypertension who received definitive treatment within the state-recommended 60-minute window, and the deployment rate of standardized postpartum discharge education.
    ii. 2. Obstetric Sepsis Quality Metrics: In alignment with the active Texas AIM Sepsis collaborative, hospitals will report the percentage of presenting maternal patients who received timely broad-spectrum antibiotics when indicated.
    iii. 3. Regional Transport: The committee will track regional out-of-city transport system patterns, specifically reviewing the percentage of cases with transport delays.
d. Meeting Frequency: The committee will meet quarterly, with additional meetings scheduled as needed to address regional priorities. Committee members are expected to attend at least three of the four scheduled meetings annually. If a member is unable to attend, they should designate an appropriate representative to attend on their behalf.

e) Stroke Committee –
    a. Mission: To ensure the most efficient, consistent, and appropriate care of each stroke patient in the Seven Flags region.
    b. Goals:
        i. Identify and integrate our resources for delivery of stroke care

ii. Establish system coordination relating to access, guidelines, and referrals that will ensure uniformity of care for stroke patients
iii. Create system efficiency for patients and programs through quality improvement that will identify patient needs, outcome data, and assist with the development of standardized stroke care
iv. Develop a Regional Stroke Plan utilizing stroke guidelines and procedures to aid in decision making patient care scenarios
v. Establish stroke designation of each facility that will be participating in the regional stroke system
vi. Develop pre-hospital transport guidelines for stroke identification and rapid assessment up to and including air transportation
vii. Develop a system of triage where EMS can determine the appropriate transport destination for evaluation and treatment
viii. All participating facilities who maintain a role in the Regional Stroke System shall participate in stroke awareness campaigns and other public education activities
ix. Implement inter-hospital transfer plan to ensure patients requiring additional or specialized care and treatment are quickly identified and transferred to the appropriate facility

c. Meeting Frequency: The committee will meet quarterly, with additional meetings scheduled as needed to address regional priorities. Committee members are expected to attend at least three of the four scheduled meetings annually. If a member is unable to attend, they should designate an appropriate representative to attend on their behalf.

f) Neonatal/NICU Committee –
a. Mission: The Neonatal/NICU Committee serves as the regional advisory committee for neonatal care within the Seven Flags Regional Advisory Council (RAC). The committee provides leadership and coordination to improve neonatal outcomes through regional collaboration, education, evidence-based practice, and quality improvement initiatives. The committee promotes communication among regional healthcare partners to strengthen neonatal preparedness, emergency response, and continuity of care.
b. Responsibilities:
i. Serve as a regional forum to identify neonatal trends, priorities, and opportunities for system improvement.
ii. Promote evidence-based neonatal practices through education and collaboration.
iii. Coordinate regional educational opportunities for neonatal providers, EMS personnel, and community partners on topics related to neonatal care and resuscitation.
iv. Support regional preparedness for neonatal emergencies and disaster response involving maternal and newborn populations.
v. Review selected neonatal cases and outcome data to identify opportunities for quality improvement and system enhancement.
vi. Encourage the sharing of best practices and clinical resources among regional neonatal providers and healthcare facilities.
vii. Provide recommendations to the Seven Flags RAC Board regarding neonatal care initiatives and regional system improvements.

c. Membership:
    i. Neonatologists/NICU Medical Directors
    ii. NICU Nursing Leadership
d. Meeting Frequency: The committee will meet quarterly, with additional meetings scheduled as needed to address regional priorities. Committee members are expected to attend at least three of the four scheduled meetings annually. If a member is unable to attend, they should designate an appropriate representative to attend on their behalf.
e. Measurable Goals:
    i. Conduct a minimum of quarterly Neonatal/NICU Committee meetings annually with participation from each Level III Neonatal facility within the Seven Flags RAC.
    ii. Provide or coordinate at least one regional educational program annually focusing on neonatal care, such as NRP, breastfeeding support, safe sleep practices, neonatal stabilization, or neonatal emergency preparedness.
    iii. Develop and implement one regional quality improvement or performance review activity annually by identifying a neonatal priority topic, reviewing available regional data or cases, and presenting recommendations to improve neonatal care across the Seven Flags RAC.

g) Cardiac/STEMI Committee –
    a. Mission: Currently in draft mode
    b. Members: Currently in draft mode
    c. Goals: Currently in draft mode
    d. Meeting Frequency: The committee will meet quarterly, with additional meetings scheduled as needed to address regional priorities. Committee members are expected to attend at least three of the four scheduled meetings annually. If a member is unable to attend, they should designate an appropriate representative to attend on their behalf.

9.04. Committees shall be composed of individuals from the participating member entities and members of the Board.

Committee Appointments

9.05. Appointments to a committee shall be made on a yearly basis and commencing at the beginning of the fiscal year. The committees are responsible for providing input, guidance, and strategy as it relates to the current issues affecting Trauma Service Area "T". A member majority of each committee may determine its action and fix the time and place of its meeting. Any committee that does not comply with their assigned responsibility shall be subject to the oversight of the Executive Board.

Committee Responsibilities

9.06. The Board of Directors by affirmative vote shall have the authority at any time to change the responsibilities, composition, or dissolve any committee. All committee proposed action or activities affecting the SFRAC Corporation and reports given on Committee activities and data shall be brought before the Board of Directors for review and approval.

ARTICLE X
FISCAL POLICIES

10.01. The SFRAC will follow the US Generally Accepted Accounting Standards. At each Board of Directors meeting, the Board will review the financial statements presented. The SFRAC-T will retain the financial reports in the Administrative Agency office, if applicable, or with the Treasurer of the Board.

Approval of Payables

10.02. Requests for the issuance of checks for all accounts payables shall be initiated by the RAC Administrator and approved (in signature) by two of the four SFRAC Board officers. The RAC Administrator shall make available to the Treasurer all transactions occurring within given months throughout the year. Should a Board Member, SFRAC Member or office personnel incur an unexpected cost, a reimbursement request form must be completed along with invoice and/or receipts attached. The Treasurer will review and approve payment if the amount does not equal or exceed $2000.00. If exceeding the limit, the incurred cost will need approval by the Board. The approval requirement in this section shall not apply to EMS County funding, as EMS County funding remains pass-through in nature.

Authority and Execution of Instruments

10.03. The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, or the SFRAC administrator 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 authorized by the Board of Directors.

10.04. Unless otherwise specifically determined by the Board, 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 Chairman or Vice-Chairman, and may have the corporate seal affixed thereto.

Endorsement without Countersignature

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

Deposits

10.06. 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 Board

of 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 Board of Directors.

Check Endorsement

10.07. All checks must be signed by at least two (2) of the four (4) Officers of the Board of the Corporation. Each of the four (4) Board Officers shall be designated as signatory of checks for the Corporation. A signatory cannot sign a check made out under the same name as a signing signatory. Checks equaling or exceeding two thousand dollars shall be signed by the aforementioned and must be approved by the Board of Directors at its earliest convenience unless there is a direct impact that will affect funding or is in the best interest of the Seven Flags RAC to proceed with the issuance of such a check to conclude SFRAC business or meet specific contract requirements/obligations. The same will be allowed if there are extenuating circumstances that will directly affect or impact the Corporation financially by not issuing of a check or payment on behalf of the Seven Flags RAC and would not be feasible to have a formal meeting to obtain such an approval by the Board of Directors. In such cases, the Chairman, Treasurer, or Secretary of the Corporation may give verbal consent to issue out the check(s) after it is determined that by not issuing out the said check(s), it would not be in the best interests of the Seven Flags RAC. This section shall not apply to EMS County

10.08. Funding distributions as they remain pass through funding for EMS Providers that have met eligible requirements.

Books of Account

10.09. 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.

Annual Operating Budget

10.10. The SFRAC Regional Administrator will develop the operating budget for each year and present it to the Board of Directors for approval. The budget will be adopted once approved by the Directors.

10.11. The operating budget shall be composed of the following funding sources: Entity Dues (Hospitals, EMS Services, First Responder Organizations) Public & Private Donations, Fund Raising Income, and State Grant Funding (i.e., EMS County Assistance Fund and System Development Fund, as well as any other fund/award made available by DSHS in any given year or time period.)

Budget Allocations

10.12. The operating budget shall have the following designated percentages of funds through grant contracts, dues and donations received by the Seven Flags RAC:

10.12.1. Funds from the "EMS/RAC" Contract portion awarded by the Texas Department of State Health Services will be used for administrative services (i.e., Contract for Administrative services with STDC) or programmatic purposes, depending on the needs and funding structure at the time.

10.12.2. Exceptional Item (E.I.) funds appropriated through the 88th Texas Legislature under House Bill 1 and awarded by DSHS to RACs in Texas, reside under the EMS/RAC contract but should be tracked separately.

10.12.3. Up to thirty-five percent (35%) from the System Development Fund Contract awarded by the Texas Department of State Health Services may be used for administrative purposes. Percentage shall not exceed 35% as per contractual requirements.

10.12.4. No less than sixty-five percent (65%) of the System Development Fund Contract awarded by the Texas Department of State Health Services is to be used for programmatic purposes.

10.12.5. Entity dues collected may be used for administrative or programmatic purposes as deemed appropriate by the Board for each fiscal year.

10.12.6. Public/ private donations received as well as proceeds generated through fund raising activities are to be used as determined by the SFREAC Board for administrative and or programmatic purposes unless otherwise restricted/required by donor and/or grantor.

EMS County Assistance Grant Program

10.13. Pursuant to the Texas Administrative Code, Title 25, Part I, Chapter 157, Rule 157.130(c)(2)(A) and 157.131(c)(2)(A), all "EMS County Assistance " contracted funds will remain a 100% pass thru and shall not be subject to any administrative fee(s) unless previously authorized by all the eligible EMS entity(s) in writing and approved by all eligible EMS entity(s) within that specific county. To further clarify, this does not prohibit a single or several eligible EMS entities from voluntarily returning a specific amount and/or percentage of their entity's funds within a fiscal year. If an eligible entity(s) wishes to voluntarily return funds to the RAC for its operations, then, the entity(s) can do so by completing the SFRAC "Voluntarily Return of Funds Form."

10.14. All eligible EMS entities shall receive an equal share of the total county funds awarded within the "EMS County RAC" contact(s) through the Texas Department of State Health Services. *Example: If a county is awarded the sum of $10,000.00 and there are five (5) eligible EMS entities, then, each EMS Service shall receive $2,000.00.* Should an entity choose to relinquish their share of EMS County Assistance Funds, then the total of the funds returned shall be divided equally among the remaining entities on the eligible recipient list within the county of which the forfeiting entity officially resides. Entities must meet all participation requirements as provided in 3.23 herein in order to become eligible to receive the aforementioned funding. Eligible entities shall be notified of their funding status at a regular meeting of the General Membership. All entities receiving funding must complete an SFRAC expenditure report (i.e., reimbursement request form) and attach all supporting invoices and/or receipts for their expenditures within the specific contract period as set forth by the Texas Department of State Health Services EMS County RAC contract(s).

10.15. Funds may be redistributed to other member providers within the Trauma Service Area under basically three conditions: 1) a provider entity has notified the SFRAC in writing that they wish return the funds initially allocated to them; 2) a provider entity is no longer in service and has notified the SFRAC in writing that they have no use for the funds; and 3) a provider entity fails to meet the reimbursement submittal deadline and other Member in Good Standing provisions prescribed in the SFRAC By-Laws. In such cases, the SFRAC may be asked by DSHS to develop and submit a redistribution plan to be approved by DSHS. Funds which are redistributed must revert back to eligible EMS entities within that county only. However, if only a single member who represents a given county becomes ineligible to receive EMS County Assistance Funds during a current and active grant cycle, and there are no other member entities within that given county to have the funds in question re-allocated, re-distributed or re-assigned to them, those funds then revert back to the state (i.e., DSHS).

All reimbursement request forms and financial supporting documentation must be submitted no later than April 30th.

System Development Grant Program

10.16. System Development Program Funds are primarily designated for EMS entities and hospitals within the SFRAC. If an entity, be it an EMS entity or hospital, fails to submit a timely reimbursement form for expenses incurred for purchases made under the respective programs on the deadline being May 31st of the fiscal year, then the funds from the entity(s) in question is subject to being lost and spent based on how the SFRAC Board decides as a whole. It would be up to the SFRAC Board to designate the spending of the funds for the benefit of all the eligible SFRAC members in good standing. The Board may choose to decide based on the assessments submitted by each entity or may choose to make another choice based on other criteria, provided the expenditure(s) is/are in line with allowed DSHS program purchases and costs guidelines. In such case, the administrator may be appointed to assist in the expenditure of the reallocated funds.

EMS/RAC Program

10.17. Before the introduction of the Exceptional Item (E.I.) funds appropriated under H.B. 1, the SFRAC organization utilized the funds to procure administrative services under contract with the South Texas Development Council (STDC). The SFRAC will continue to utilize funds awarded under the EMS/RAC portion of the DSHS/SFRAC contract at a rate determined by the SFRAC Board. In October 2023, DSHS amended the EMS/RAC contract with all RACs in Texas to include an across-the-board increase of funds identified as Exceptional Item (E.I.) funds. Each RAC in Texas, including SFRAC, received an additional one hundred and fifty thousand dollars ($150,000) in addition to the existing regular EMS/RAC contract funds. The SFRAC will keep the two funding sources separate, as currently required by DSHS. Therefore, non-E.I. funds as awarded under EMS/RAC contracts will continue to be used for the procurement of administrative services for the SFRAC. Funds designated as E.I. will be utilized in accordance with the guidelines and requirements of DSHS, which includes keeping pace with increasing RAC responsibilities imposed by statutory requirements. Some examples as provided in the EMS/RAC contract expressly related to E.I.

projects/funding may include RAC-approved projects, incorporating and implementing functional RAC committees, working on system plans, and handling coordination with increased number of trauma facilities due to Texas' increasing population.

When funds become available for allocation to SFRAC member entities in Good Standing for local projects, entities must submit a reimbursement form similar to the EMS County Assistance and System Development form, together with the respective supporting documentation. If an entity wishes to purchase equipment with EMS RAC E.I. funds, approval must be obtained. The process entails the entity submitting their intent to purchase equipment along with the description of the equipment to the SFRAC. The SFRAC, in turn, will submit the request to DSHS for review and approval.

All reimbursement request forms and respective financial supportive documentation must be submitted to the SFRAC by June 30th.

If an entity, be it an EMS entity or hospital, fails to submit a timely reimbursement form for expenses incurred for purchases made under the respective programs by the deadline of June 30th of the given fiscal year, then the funds from the entity(s) in question are subject to being lost and spent based on how the SFRAC Board decides as a whole. The SFRAC Board will then designate the spending of the funds for the benefit of all the eligible SFRAC members in good standing. The Board may choose to decide based on the assessments submitted by each entity or may choose to make another choice based on other criteria, provided the expenditure(s) is/are in line with allowed DSHS program purchases and costs guidelines. In such case, the administrator may be appointed to assist in the expenditure of the reallocated funds.

Gifts and Contributions

10.18. 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.

10.19. 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, arbitrative, or investigative.

10.20. The Corporation may undergo different types of audits according to the amount of funds received state and federally.

10.21. A check request form must be completed for all accounts payable and approved by the Administrator and Treasurer. Should a Board Member incur unexpected costs, a reimbursement request form must be completed along with invoice and/or receipts attached. The Treasurer will review and approve payment.

10.22. The RAC does not offer gifts of any kind.

Annual Report

10.23. An annual report will be completed by the SFRAC Administrator for approval from the Board of Directors and then submitted to the Texas Department of State Health Services.

Fiscal Year

10.24. The fiscal year of the Corporation shall coincide with the State of Texas fiscal year commencing on September 1st of every year and ending on August 31st of the following year.

Travel By Board Members

10.25. Travel incurred by SFRAC Board members shall be in accordance with the State of Texas approved rates and shall be accounted for and submitted for reimbursement or advance on forms approved by the SFRAC. Costs associated with air travel shall be an allowable expense whenever travel time and cost to a particular location using ground travel exceed the time and cost and practicality of air travel. Such air travel, however, shall be limited to coach fares. First class travel rates are not considered an allowable expense and not reimbursable.

Travel-related costs for lodging and per diem shall comply with rates published in U.S. General Services Administration at gsa.gov. Mileage paid for use of a personal vehicle for out-of-town trips related to SFRAC business shall not exceed a rate per mile that is approved and deemed by the State of Texas as authorized at the time of travel. Use of a company, county or city vehicle in making out of town trips shall not qualify as a reimbursable mileage expense.

ARTICLE XI
PARLIAMENTARY AUTHORITY

11.01. Robert's Rules of Order (revised) shall be the guide to parliamentary procedure for all Seven Flags RAC meetings.

ARTICLE XII
ADMINISTRATOR

12.01. The Regional Administrator will serve as the administrator of the Corporation. The Regional Administrator will be responsible for the management and administrative operation of the organization, including the performance and discharge of powers, duties and functions necessary to carry out the policies of the Executive Board. The Regional Administrator reports to the Chairman and serves at the will of the General Membership. The Regional Administrator 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 Executive Board policy. The Regional Administrator shall also perform other duties appointed by the General Membership and may be removed by a majority General Membership through an official vote as well as being able to show just cause for such removal. The Regional Administrator shall be compensated for his/her employment duties with the Seven Flags Regional Advisory Council. Salary is to be determined by the

Executive Board and approved by the General Membership.

ARTICLE XIII
CORPORATE RECORDS, REPORTS, AND SEAL

Minutes to Meetings

13.01 The Corporation shall keep at its principal office, or such place as the Board may order, a book of minutes of all meetings of its Board, 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.

ARTICLE XIV
DISSOLUTION CLAUSE

14.01 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
AMENDMENT OF BYLAWS

Adoption, Amendment, Repeal of Bylaws by the Board of Directors

15.01. Bylaws may be altered, amended, or repealed and must be adopted by the Board of Directors. An annual review of this document is required prior to the start of every fiscal year. Two meetings will be held prior to or during committee meetings prior to the Board of Directors meeting to review the Amended Bylaws. Potential amendments may require research by the By-Laws Committee. Once the said research and review is completed, then correction or revisions offered by the Committee will be added to the final draft of the document. The final draft will be distributed to the Board of Directors to review and comments. This document shall be distributed fifteen (15) days prior to the next Board of Directors meeting for approval, either electronically or in hard copy. Final approval of precedent amendments is subject to a majority vote by the Board of Directors at any subsequent regular or special Board meeting.

ARTICLE XVI
AMENDED BYLAWS

16.01. These Bylaws (hereinafter, referred to as the "Bylaws") of the Seven Flags Regional Advisory Council on Trauma (SFRAC), Trauma Service Area T, a non-

profit corporation (hereinafter referred to as the ("Corporation"), are adopted effective 24th day of August 2026, to supersede the previous bylaws and amendments of the Corporation by action of the Board of Directors of the Corporation.

Adopted by the General Membership on the 16th day of August 2006.

Amended by the General Membership on the 9th day of November 2006.

Amended by the General Membership on the 17th day of October 2007.

Amended by the General Membership on the 22nd day of August 2012.

Amended by the General Membership on the 21st day of August 2014.

Amended by the General Membership on the 16th day of December 2014.

Amended by the General Membership on the 18th day of August 2015.

Amended by the General Membership on the 23rd day of February 2016.

Amended by the General Membership on the 31st day of March 2017.

Amended by the General Membership on the 12th day of February 2018.

Amended by the General Membership on the 30th day of May 2019.

Amended by the General Membership on the 26th day of October 2021.

Amended by the General Membership on the 30th day of September 2023.

Amended and Approved by the Board of Directors on the 30th day of August 2024.

Amended and Approved by the Board of Directors on the 24th day of August 2026.

The Seven Flags Regional Advisory Council on Trauma Board of Directors, for the Trauma Services Area T., Hereby Adopts All Changes in the Form of Additions, Deletions, and Revisions as Incorporated into the By-Laws.



Attest: Chairman

Attest: ----------

Secretary