

BYLAWS
NORTH CENTRAL FLORIDA TRAUMA AGENCY

ARTICLE 1

This Agency shall be known as the North Central Florida Trauma Agency, a legal entity existing under the law of Florida, hereinafter referred to as “Agency” and was formed through interlocal agreement on May 29, 1990. The formal designated service area and member counties of the Agency are comprised of counties who signed the original interlocal agreement to form the Agency in May 1990 pursuant to the authority of Florida Statutes, Section 163.01 and among the units of local government passing resolutions to that affect. These counties, referred to as the “service area,” include: Alachua, Bradford, Citrus, Columbia, Dixie, Gilchrist, Lafayette, Levy, Marion and Suwannee Counties.

ARTICLE II
PURPOSES OF THE AGENCY

Subject to the purposes stated in the original interlocal agreement and amendments, and as a supplement thereto, the purposes of this Agency are the following:

- A. To carry out regional trauma planning in the participating counties in accordance with Chapter 395.031, F.S., known as the Trauma Care Act of 1987, and rules and regulations as may from time to time be adopted pursuant to such legislation;
- B. To develop, review, and revise as necessary a regional trauma plan;
- C. To assemble and analyze data concerning the incidence of trauma and trauma-related death and disability in the service area;
- D. To assemble and analyze data concerning the status of the trauma care system in the service area;
- E. To facilitate coordination between emergency medical services (EMS) providers, hospitals and trauma centers within the service area in accordance with state rules and regulations;
- F. To develop and foster the use of recommended uniform trauma transport protocols for the service area;
- G. To provide assistance to the Florida Department of Health, Division of Emergency Medical Operations, as is customary, necessary, and as may be delegated by law of regulation to the regional trauma agencies;
- H. To implement activities to increase public awareness of trauma care services and emphasize advantages of personal habits that help prevent accidental injury and death;

- I. To inform the public and appropriate agencies and organizations about the Agency's process and activities;
- J. To perpetuate the spirit of the Council of Rural EMS (COREMS) by integrating COREMS' activities into those of the Agency. COREMS was the voluntary, nonprofit organization of rural EMS professionals and those of the surrounding urban communities that also serviced the rural areas that motivated formation of the Agency and whose purpose was folded into that of the Agency. COREMS' purpose was and now the Agency purpose includes: 1) provide a means for the region's rural and urban stakeholders to cohesively participate and coordinate their efforts; 2) bring more comprehensive information to agency meetings on behalf of EMS professionals; and, 3) increase attendance and participation of the region's EMS professionals and EMS stakeholders.

ARTICLE III
AGENCY ORGANIZATIONAL STRUCTURE

- A. The agency shall be organized into two levels of participation: general membership and the governing body. The governing body may be referred to in these Bylaws as the Board of Directors."
- B. The general membership shall consist of the following membership classes: one (1) Board of County Commissioners endorsed representative from each county in the service area; one (1) representative from each emergency medical services agency in the service area licensed under Chapter 401, F.S.; one (1) representative, appointed from each hospital in the service area licensed under Chapter 395, F.S.; one (1) representative from each Level I or Level II trauma center in the service area; and an unlimited number of self-appointed physicians who either work in one of the hospitals or trauma centers in the service area or practice medicine in the services area. A single individual on the governing body may represent only a single membership class and a single institution at one time, although an individual may represent different institutions at different times during his or her entire tenure on the Board of Directors.
- C. The governing body, hereafter referred to as "Board of Directors," shall consist of sixteen (16) members chosen from and elected by the general membership as follows:
 - 1. Four (4) representatives that are appointees of the Board of County Commissioners;
 - 2. Four (4) representatives who are emergency medical services agency appointees;
 - 3. Four (4) representatives who are licensed hospital or Level I or Level II trauma center appointees; and
 - 4. Four (4) self-appointed physician representatives one of whom must be the Medical Director of the Agency.

- D. The counties, hospitals, trauma centers and EMS providers within the service area shall select within their individual organizations the individual who shall represent such organizations in the Agency. Physicians shall self-appoint themselves.
- E. The governing body shall have the authority to assess membership dues to the general membership and/or the governing body members as it deems appropriate to support the activities of the Agency. Annual membership dues are as follows:
- EMS agencies are 2% of County Award funds or \$250 (whichever is greater)
 - Hospitals that have fewer than 100 beds are \$375
 - Hospitals that have equal to or greater than 100 beds are \$1,500
 - Trauma Centers (Level I or II) are \$3,000
 - Flight programs are \$250
 - Suggested dues of self-appointed physicians is \$30

ARTICLE IV BOARD OF DIRECTORS

Section 1. Board Member Duties and Responsibilities

The Board of Directors shall exercise the power of the Agency, control its property, and conduct its affairs. It shall be the sole policymaking authority of the agency. It shall be the duty of the directors to do the following:

- A. Perform all duties imposed upon them collectively or individually by law or by these Bylaws;
- B. Employ or contract with staff to manage the agency and realize the objectives and purposes of the Agency;
- C. Supervise the staff of the Agency to assure that staff functions are properly performed;
- D. Approve the annual work program and budget of the Agency;
- E. Meet at such times and places as required by these Bylaws;
- F. Register their addresses with the secretary of the governing body with notices of meetings mailed to them at such address shall be valid notices thereof;
- G. Enter into contracts, working agreements or statements of agreements with such agencies and organizations as from time to time may be deemed necessary or useful to carry out the functions, plans, and purposes of the Agency.

Section 2. Number of Board Members

The number of directors may be changed by amendment to these Bylaws or by Federal or State law or regulation. However, the structure of at least 50% of the seats on the Board of Directors must be allocated to BOCC appointed and EMS agency appointed members.

Section 3. Board Member Qualifications

Any person who is a general member of the Agency is eligible to be a Board Member.

Section 4. Board Member Term

Except as provided in Section 6 below, the term of office of each board member shall be three (3) years. Board members shall be eligible for re-election.

Section 5. Board Member Compensation

Board members shall serve without compensation; however, nothing in this section shall prohibit reimbursement of a director for his or her actual expenses, which have been approved by the Board of Directors.

Section 6. Board Member Vacancies

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any director.

- A. The resignation of a Director shall take effect upon the date of acceptance by the Board of Directors.
- B. Any Board vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Board Member may be filled by the Board of Directors for the unexpired portion of the term or until such time as the general membership shall vote to fill the vacancy.
- C. Termination of an individual's membership from the Board of Directors shall result from the member's resignation or death, action by the Board of Directors, or termination of a member's term in accordance with the provisions of paragraph D of this section. Anything in these Bylaws to the contrary notwithstanding, the term of board member may be terminated in the event that the board member fails to attend any three (3) consecutive meetings or the director fails to attend more than 50 percent of all announced meetings in any 12-month period. A courtesy notification of change in status of such member may be sent by letter indicating that another absence may result in a request for termination by the Board of Directors, the agency, or institution represented by the board member.

- D. A board member may be terminated by an action of the Board of Directors if a change in the status of his or her affiliation jeopardizes the prescribed constitution of the governing body.
- E. A board member may be terminated by an action of the Board of Directors for behavior contrary to adopted policies or other abuse of membership policies.
- F. Prior to termination of a member's term, s/he shall be notified in writing of the pending termination and be given the opportunity to request the Board of Directors to grant an exemption from this provision due to special and mitigating circumstances.

Section 7. Board Member Liability

The members of the Board of Directors shall not be personally liable for debts, liabilities, or other obligations of the agency. No individual board member shall, by reason of his or her performance on behalf of the agency or any duty, function, or activity required, or authorized to be undertaken by the agency, be liable for the payment of damages under any law of the United States or any state (or political subdivision of any state) if the director himself or herself to be acting with the scope of the duty, function, or activity of a board member, and with respect to such performance, acted without gross negligence or malice toward any person affected by it.

Section 8. Board Member Indemnification

The agency shall indemnify any board member, officer, or employee against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he is made a part by reason of being or having been such board member, officer, or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be exclusive or any other rights to which such board member or employee may be entitled under any Bylaw, agreement, board action, or otherwise.

Section 9. Abuse of Board Membership Privileges

No board member shall use his or her membership in the Agency for personal or professional gain or advantage.

Section 10. Board Member Quorum

The presence of one-half (1/2) of the members of the Board of Directors at a duly scheduled meeting shall constitute a quorum for the transaction of business. Wherever this section conflicts with a state or federal statute or regulations, such statute or regulation shall supersede this section. Except as otherwise expressly provided for in these Bylaws, or by law, no business shall be considered by the board at any meeting of the board at which a quorum, as herein defined, is not present.

Section 11. Board Member Meeting Attendance

Board Members shall attend all duly scheduled regular and special meetings. A Board Member may be removed from her/his seat on the Board for failure to attend Board meetings regularly.

ARTICLE V GENERAL MEMBERSHIP

Section 1. General Members Duties and Responsibilities

It shall be the duty of the general members to do the following:

- A. Elect the Board of Directors as required by these Bylaws;
- B. Meet at such times and places as required by these Bylaws;
- C. Register their mailing and e-mail addresses and all pertinent contact information with the Secretary/Treasurer of the governing body with notices of meetings mailed and/or e-mailed to them at such addresses shall be valid notices thereof;
- D. Provide information and guidance to the Board of Directors regarding all aspects of and relating to the trauma system.
- E. Provide staff with a liaison to the agency which the member represents for the purposes of addressing membership, attendance and dues issues when necessary.

Section 2. Number of General Members

- F. The general membership shall consist of the following membership classes: one (1) Board of County Commissioners endorsed representative from each county in the service area; one (1) representative from each emergency medical services agency in the service area licensed under Chapter 401, F.S.; one (1) representative, appointed from each hospital in the service area licensed under Chapter 395, F.S.; one (1) representative from each Level I or Level II trauma center in the service area; and an unlimited number of self-appointed physicians who either work in one of the hospitals or trauma centers in the service area or practice medicine in the services area. A single individual on the governing body may represent only a single membership class and a single institution at one time, although an individual may represent different institutions at different times during his or her entire tenure on the Board of Directors. The number of general members may be changed by amendment to these Bylaws or by Federal or State law or regulation.

Section 3. General Member Term

General members shall serve at the discretion of their appointing agencies.

Section 4. Abuse of General Membership Privileges

No general member or board member shall use his or her membership in the agency for personal or professional gain or advantage.

Section 5. General Member Vacancies

Vacancies in general membership shall be the responsibility of the Executive Committee and staff who will work with corresponding agencies, county governments, hospitals and trauma centers or the physician community until vacancies are filled.

Section 6. General Member Quorum

The presence of one-third (1/3) of the General Members shall constitute a quorum for general membership meetings. Wherever this section conflicts with a state or federal statute or regulations, such statute or regulation shall supersede this section. Except as otherwise expressly provided for in these Bylaws, or by law, no business shall be considered by the members at any meeting of the members at which a quorum, as herein defined, is not present.

Section. 7 General Member Meetings

General Members should attend a minimum of 50 percent of all duly scheduled meetings within a 12-month time period in order to remain in good standing.

ARTICLE VI MEETINGS

Section 1. Regular and Special Meetings

- A. The Agency shall hold an Annual Meeting each year at a time and place to be designated by the Board of Directors for the purposes of electing Board Members and Officers as necessary. Members shall be given written/email notice thirty (30) days in advance of the annual meeting and directors shall be given written notice thirty (30) days in advance of each board meeting. Written notice of the time and place of meetings shall be addressed to the members or directors at the address and/or email address shown on the records of the Secretary.
- B. Special meetings of the Board of Directors shall be held whenever called by the President or three (3) or more members of the board. Directors shall be notified of such special meetings by mail or in person at least forty-eight (48) hours prior to the time of holding such meetings and said notice shall specify the nature of any business to be conducted at such meeting.

- C. All business meetings of the Agency, whether regular or special, shall be open to the public and publicly noticed except those that are exempted by Florida Statutes from public participation as private medical and personal information may be discussed as part of Agency quality improvement activities. Meetings may be held live and in-person and/or via teleconference or web-based platform.
- D. The Board of Directors may meet at least once during each quarter of the year.

Section 2. Quorum

The presence of one-half (1/2) of the members of the Board of Directors at a duly scheduled meeting shall constitute a quorum for the transaction of business. The presence of one-half (1/2) of the general members shall constitute a quorum for membership meetings. Wherever this section conflicts with a state or federal statute or regulations, such statute or regulation shall supersede this section. Except as otherwise expressly provided for in these Bylaws, or by law, no business shall be considered by the board at any meeting of the board at which a quorum, as herein defined, is not present. However, a majority of Directors present at such meetings may adjourn to a certain time or until the time fixed for the next regular meeting. A majority of Directors present at a Board meeting that lacks a quorum as herein defined also may agree to meet as an Ad Hoc Committee of the board for the purposes of developing and delivering recommended action to the full Board at its next regularly scheduled meeting.

Section 3. Presiding Officer

Meetings of the Board of Directors shall be presided over by the President, if present. If the President is not present, the meeting shall be presided over by, in ranking order, the Vice President, the Secretary/Treasurer, Medical Director or an ad hoc chairperson (which may include a member of staff) selected by a majority of Directors present.

Section 4. Voting

Each director shall have one (1) vote. There shall be no voting by proxy. Each act of decision done or made by a majority of the Directors present and voting at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law or these Bylaws require a greater number.

ARTICLE VII OFFICERS

Section 1. Agency Officers

The officers of the agency shall be President, Vice President, Secretary/Treasurer, and a Medical Director.

Section 2. Election of Officers

Any member of the Board of Directors is qualified to be an officer of the agency. Officers, other than those appointed pursuant to Section 3 or Section 5 of this article, shall be elected annually by the Board of Directors at the annual meeting of the agency, and each such officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever comes first. The term of President, Vice President, and Secretary/Treasurer shall be two (2) years, and no person shall serve more than two (2) consecutive terms in the same capacity as an officer of the agency, without unanimous consent of the board members present at a duly constituted meeting. If an officers' term on the Board of Directors is shorter than the two-year term of his elected office, his term on the Board of Directors is automatically extended to the length of his term as an officer. There is no limit to the consecutive terms in office of the Medical Director.

- A. Nomination of Officers. Not less than thirty (30) days preceding the annual meeting, the Nominating Committee established pursuant to Article VII, Section 1, C shall meet and nominate persons to serve as officers of the Agency.
- B. Notification. The names of persons nominated to be officers shall be provided to the membership not less than fourteen (14) days prior to the annual meeting.
- C. Nominations by Members. Any member of the Board of Directors may nominate additional persons as officers by submitting such names, in writing, to the lead staff member at least three (3) days prior to the annual meeting.
- D. Election. The election shall be conducted by written or voice ballot or by acclamation of the slate presented by the Nominating Committee.

Section 3. Appointed Officers

The Board of Directors may appoint such other officers as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. Removal and Resignation of Officers

Any officer may be removed should he or she cease to be qualified for the office as herein required, or for cause, by action of a majority of the Directors at any regular or special meeting of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the president of the agency. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Filling Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors for the unexpired portion of the term. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring among the officers appointed at the discretion of the Board may or may not be filled as the board shall determine.

Section 6. Duties of the President

The President shall be the chief executive officer of the agency. It shall be his or her duty to do the following:

- A. Perform all such duties as are incident to this office and such other duties as may be required by law, these Bylaws, or which may be prescribed from time to time by the Board of Directors;
- B. Preside at meetings of the general membership and Board of Directors;
- C. Make and execute contracts in the ordinary course of business of the agency, to execute other legal instruments when authorized by the Board of Directors, except as otherwise expressly provided by law, or by these Bylaws;
- D. Appoint all committee chairpersons subject to the approval of the Board of Directors, except as otherwise provided in these Bylaws;
- E. Serve as an ex-officio non-voting member of all standing and ad hoc committees except the Nominating Committee;
- F. Present at the annual meeting a report of the activities of the agency during the preceding year and a statement of plans for the ensuing year with a copy of such report attached to the minutes of the annual meeting;
- G. Have such other powers and perform such other duties as may be assigned to this office from time to time by the Board of Directors.

Section 7. Duties of the Vice President

In the absence of the President, or in event of inability or refusal to act, or if the office be vacant, the Vice President shall perform all duties of the president, and when so acting shall have all the power, and be subject to all the restrictions of the president. The vice president shall have such other powers and perform such other duties as may be prescribed by law, or by these Bylaws, or as may be assigned to this office from time to time by the Board of Directors.

Section 8. Duties of the Secretary/Treasurer

It shall be the duty of the Secretary/Treasurer to do the following:

- A. Certify and keep at the principal office of the agency the original or a copy of these Bylaws as amended or otherwise altered to date;
- B. Keep or cause to be kept at the principal office of the agency or such other place as the Board of Directors may direct, a book of minutes of all meetings of the directors, recording therein the time and place of holding, names of those present, and the proceedings thereof, whether regular or special, and if special, how authorized and advertised;
- C. See that all notices are duly given in accordance with the provision of these Bylaws or as required by law;
- D. Keep or cause to be kept at the principal office of the agency a membership book containing the names and addresses of each member, and, in any case where membership has been terminated, such facts shall be recorded in the book with the date on which the membership ceased;
- E. Exhibit at any reasonable time, to any director or member of the general public, on request, the Bylaws, the membership book, the minutes of the proceedings, and other such data and records of the agency which the requester has the right, by law or regulation, to view;
- F. Keep or cause to be kept and maintained adequate and correct accounts of the Agency's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, surpluses, and deficits;
- G. Exhibit at any reasonable time to any director or member of the general public, on request, the books of account and financial records which the requestor has the right, by law or regulation, to view;
- H. Render to the President and Directors, whenever requested by either party, an account of any or all of the transactions of the agency and of the financial condition of the agency;
- I. Prepare or cause to be prepared an annual financial review by an outside source. This review of the financial status of the agency along with a written copy of the review shall be attached to the minutes of such meeting at which it is reported;
- J. Conduct or cause to be conducted an annual equipment inventory and present an inventory report to the Board of Directors;
- K. Perform all duties incident to the office of Secretary/Treasurer and such other duties as may be required by law, by these Bylaws, or which may be assigned to this office

from time to time by the Board of Directors.

Section 9. Duties of the Medical Director

The duties of the Medical Director may include the following as resources become available:

- A. Assist with the design, implementation, and continuous monitoring and evaluation of the quality management program for the District's trauma system;
- B. Monitor trauma system activities with both public and private entities, to include injury prevention/risk reduction program;
- C. Work collaboratively with the Medical Director's Association in development of prehospital trauma guidelines;
- D. Advise agency on all medical aspects of the trauma program; serve as liaison between District medical and trauma advisory committees; advise non-trauma hospital physicians on providing trauma care;
- E. Prioritize problems for evaluation/action as necessary and for the purpose of recommending resolution;
- F. Render final medical determinations on identified cases through prospective, concurrent and retrospective review.

The omission of an essential function does not preclude the Board of Directors from assigning duties not listed herein if such functions are a logical assignment to the position. The Medical Director must be a physician licensed in Florida.

Section 10. Compensation

Officers of the agency shall serve without compensation.

ARTICLE VIII COMMITTEES

Section I. Standing Committees

Members of standing committees of the agency shall be drawn from the general membership and the governing body. Unless otherwise specified in this section, the president of the Board of Directors shall appoint the chair of all committees, standing and otherwise. The committee chair shall select members of the committee, with the restriction that they shall come from the general membership of the agency. The selection of the committee chair and committee members shall be subject to approval by the Board of Directors. The term of a committee chair and member is one (1) year, and may be renewed. Each standing committee, with the exception of the Executive Committee, shall

have a minimum of five members. The standing committees established by these Bylaws are:

- A. Executive Committee. The Executive Committee shall be composed of the President, Vice President, Secretary/Treasurer, and Medical Director. The committee shall be chaired by the President and empowered to act on behalf of the Board of Directors between regular meetings of the Board and/or in emergency situations. One-half (1/2) of the members present shall constitute a quorum of the Executive Committee. The actions of the committee are subject to review and approval by the Board of Directors.
- B. The Trauma Planning Committee shall, when necessary, oversee the development of a regional trauma plan. The committee will also oversee the maintenance of trauma transport protocols. The President of the Board of Directors shall not be the chair of the Trauma Planning Committee.
- C. Nominating Committee. The nominating committee shall nominate members to be directors of the agency and nominate directors to be officers of the Board of Directors.
- D. Bylaws Committee. The Bylaws committee will maintain and revise these Bylaws annually, if needed.
- E. Quality Assurance Committee. The Quality Assurance Committee will be chaired by the Medical Director and will oversee activities related to quality management of the District's trauma system.

Section 2. Study, Ad Hoc, and Other Standing Committees

The Board of Directors may authorize the creation, prescribe the terms and define the powers and duties of such study, ad hoc, and other standing committees not specifically created by these Bylaws as may from time to time be necessary or useful in the conduct of agency business.

Section 3. Committee Definition

When establishing a new committee under Section 2 above, the Board of Directors shall specify the purpose and charge of such committee.

Section 4. Powers and Duties

The committees created by this article shall have such powers and duties as are specifically provided in these Bylaws and such as may be given to them from time to time by the Board of Directors. Each committee may conduct hearings, perform studies, and will make written reports on all such activities, provided, however, all such committee work shall be in accordance with the purposes and work programs of the

agency as defined in the (interlocal agreement), by these Bylaws, or from time to time by resolution of the Board of Directors. Committees shall be advisory and recommendations shall not be binding on the agency until ratified by the board. The committee may submit such reports on such dates as may be specified by the Board of Directors.

Section 5. Vacancies

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments. The term of a committee member may be terminated in the event that he or she fails to attend any three (3) consecutive meetings or any four (4) in any twelve (12) month period; provided, however that within thirty (30) days of a meeting at which a committee member was absent to the second consecutive time or third time in any eleven (11) month period, a letter shall be sent to such committee member setting forth the provisions of these Bylaws and informing said committee member that another consecutive absence or another absence in the twelve (12) month period may result in his or her termination from the committee.

Section 6. Quorum

The presence of 50% of the designated members of a committee shall constitute a quorum for the transaction of business of the committee and the act of a majority of the members present and voting at a meeting in which a quorum is present shall be the act of the committee.

Section 7. Meetings

The committee shall meet on call of the President or the committee chairperson. A notice of at least forty-eight (48) hours shall be given to all committee members by the person calling the meeting.

ARTICLE IX APPOINTMENT OF BOARD MEMBERS

The Board of Directors shall be elected by written ballot or acclamation at the annual meeting by majority of a quorum of the general membership of the agency.

Section 1. Notification of Vacancies

Not less than thirty (30) days preceding the annual meeting, the agency shall provide written notification to the general membership of board members' terms scheduled to expire.

Section 2. Composition

Election of board members shall meet the characteristics needed to comply with Article III of these Bylaws.

Section 3. Vacancies

Any vacancy created by the death, resignation, change of status, removal, or other reason of a board member may be filled until the next annual meeting by the Board of Directors. The replacement shall satisfy the same compositional requirements as the member who is being replaced. At the next annual meeting, the unexpired term shall be filled by election with written ballot of the general membership.

ARTICLE X CONFLICTS OF INTEREST

No member of the North Central Florida Trauma Agency or any committee shall vote on any matter in which that individual has a personal, financial, or fiduciary interest. Individuals deemed to have a conflict of interest when voting on a particular item include but may not be limited to owners, investors, or others who have a financial or capital interest, employees, and medical staff members, members of an advisory or policymaking board, whether salaried or voluntary, persons under contract including but not limited to attorneys, architects, accountants, and consultants and relatives of individuals in any of the above-referenced categories. Members who have or have had such a relationship with any individual or entity involved in any matter before the North Central Florida Trauma Agency or an entity appointed by the membership must make public disclosure of such relationship before any action is taken.

ARTICLE XI GENERAL PROVISIONS

Section 1. Fiscal Year

The fiscal year of the agency shall begin July 1 and end June 30 of the following year.

Section 2. Parliamentary Procedure

Parliamentary procedure for all meetings of directors and committees shall be in accordance with commonly accepted rules of order.

Section 3. Notice to Members and Directors

Wherever in these Bylaws notice is required to be given to directors, it shall be deemed that proper notice is given by deposit of such notice in the United States mail at the address registered in the agency books for each director.

Section 4. Definitions

For the purposes of these Bylaws, the following definitions are used:

- A. Service district or service area shall mean the geographic area covered by the counties that are party to the interlocal agreement establishing the North Central Florida Trauma Agency as specified in Article I.
- B. Members of the Board of Directors are referred to as "directors," or "board members," or members of the "governing body."
- C. General members are all those representatives of hospitals, EMS providers, and county governments as defined in Article III, Paragraph B of these Bylaws.

ARTICLE XII
AMENDMENT OF THE BYLAWS

These Bylaws may be revised or amended by a majority vote of all Directors present at a duly constituted meeting provided that each director receives written notice of the proposed changes no less than fourteen (14) days prior to the voting.

ARTICLE XIII
PROHIBITION AGAINST SHARING AGENCY ASSETS

No director, officer, employee, or other person connected with this agency, or any other private individual shall receive, at any time, any revenue from the operation of this agency, provided that this provision shall not prevent payment to any such of reasonable compensation for services rendered to or for the agency in effecting any of its purposes as shall be fixed by resolutions of the Board of Directors; and no such person or person shall be entitled to share in the distribution of, and shall not receive any of the agency assets on the dissolution of the agency. All members of the agency shall be deemed to have expressly consented and agreed that in such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the agency, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the interlocal agreement of this agency and not otherwise.

ARTICLE XIV
PRIVATE CONTRIBUTIONS

The Board of Directors may establish annual membership due to support the activities of the agency. Such dues shall be fixed according to a schedule approved by the Board of Directors at the annual meeting for the fiscal year beginning the forthcoming July 1. No other private contributions will be accepted without prior presentation to the general membership and prior approval by the Board of Directors.

ARTICLE XV
EFFECTIVE DATE

These Bylaws shall become effective upon adoption or revision by the Board of Directors.

Draft reviewed by Bylaws Committee February 13, 2019
Draft approved by Bylaws Committee February 18, 2019
Draft reviewed by Board and General Members February 21 – March 8, 2019