



Georgia Trauma Commission

Georgia Trauma Care Network Commission

Right Patient, Right Hospital, Right Time, Right Means

Conference Call Meeting

11 April 2013

4:00 PM – 5:00 PM

Public Listening Sites:

Georgia Trauma Communications Center
 First Floor Conference Room
 Georgia Public Safety Training Center
 Forsyth, Georgia

Office of EMS and Trauma
 4th Floor Conference Room
 40 Pryor Street
 Atlanta, Georgia

COMMISSION MEMBERS PRESENT	COMMISSION MEMBERS ABSENT
Dr. Dennis Ashley Mr. Courtney Terwilliger Dr. Leon Haley Mr. Kurt Stuenkel Dr. Robert Cowles Mr. Ben Hinson Ms. Elaine Frantz Dr. Fred Mullins	Ms. Linda Cole, RN

STAFF MEMBERS SIGNING IN	REPRESENTING
Mr. Jim Pettyjohn, Executive Director	Georgia Trauma Care Network Commission
Ms. Michelle Martin, TCC Operations Specialist	Georgia Trauma Care Network Commission
Mr. John Cannady, TCC Manager	Georgia Trauma Care Network Commission
Ms. Dena Abston	Georgia Trauma Care Network Commission
Ms. Tammy Smith	Georgia Trauma Care Network Commission

OTHERS SIGNING IN	REPRESENTING
Ms. Renee Morgan	OEMS/T
Ms. Brittany Jones	Assistant Attorney General
Mr. Scott Maxwell	M & M, Inc.
Ms. Laura Wartner	Special Assistant Attorney General
Dr. Pat O'Neal	DPH

CALL TO ORDER AND QUORUM ESTABLISHED:

Dr. Dennis Ashley, Chair, called the scheduled conference call meeting of the Georgia Trauma Care Network Commission to order at 4:05 PM; acknowledging that there were two agenda items listed for this meeting and advised that two listening sites have been made available for public access; the Trauma Communications Center and the Office of EMS and Trauma have made conference rooms available and provided personnel for monitoring. Dr. Ashley confirmed that public notice has been served, and quorum has been established.

GEORGIA TRAUMA FOUNDATION, INC. BYLAWS DISCUSSION:

Dr. Ashley advised that the bylaws have been distributed via email, and indicated that Ms. Laura Wartner, Special Assistant Attorney General assisted with the document is on the line. Dr. Ashley requested Dr. Fred Mullins provide a report.

Dr. Mullins discussed the bylaws document; indicating that officers for the foundation were to be established. The officers elected included Dr. Mullins himself, Dr. Robert Cowles, and Ms. Elaine Frantz. This will rotate with a committee of non-Trauma Commission members.

Discussion followed regarding whether the foundation should include more or less Commission members, whether the Commission should hold the majority membership, and how the members would be elected; indicating approval by Commission members would be required.

Dr. Mullins indicated that the Foundation currently held the minimum 3 members; discussion followed regarding the maximum; establishing that the bylaws currently state the maximum at 25. Further discussion included that the bylaws will need to establish that the Trauma Commission hold the majority which will require the maximum to be lower.

Discussion ensued regarding the language of the document, indicating that clarification needed to made regarding the wording of "approve" and "appoint", as they each have different meaning. Further suggestions included that the Trauma Commission should have the authority to not only appoint, but also to remove Foundation members.

Therefore; each director shall be elected to establish a two year term by a vote of the majority of the Georgia Trauma Commission. Any director may be removed with or without cause at any regular or special meeting of the Georgia Trauma Commission by an affirmative vote of the majority of the Georgia Trauma Commission.

Furthermore, the maximum membership for the Foundation will be changed from 25 members to 13. The Trauma Commission will control the board.

Dr. Robert Cowles opened discussion in reference to the terms of appointment, requesting the Commission revisit the current two year terms with consecutive reappointment for a maximum of eight years. Dr. Cowles indicated that binding an agreement that would potentially remove someone who has provided excellent service to the Foundation would be a mistake when the Trauma Commission holds the authority to remove a director who is not meeting expectations.

Discussion ensued regarding the maximum terms, agreeing on three terms at two years each; reserving the option to allow the Commission to elect to make changes to the bylaws which will allow an extension of terms

of service. Discussion continued indicating the initial terms and conditions of the bylaws including the terms indicating that the terms should stagger to have half of the members begin with one year terms and half with two year terms to prevent a complete replacement of directors at one time.

MOTION GTCNC 2013-04- 01:

I propose we accept the bylaws of the Georgia Foundation Committee with the changes in 3.2, 3.4, and 3.5 per our discussions.

MOTION BY:

Dr. Fred Mullins

SECOND BY:

Elaine Frantz

ACTION: Passed

the motion PASSED with no objections, nor abstentions.

VOTING:

Dr. Dennis Ashley	Yes	Mr. Kurt Stuenkel	Yes
Ms. Linda Cole	Absent	Ms. Elaine Frantz	Yes
Dr. Leon Haley	Yes	Mr. Ben Hinson	Yes
Dr. Robert Cowles	Yes	Mr. Courtney Terwilliger	Yes
Dr. Fred Mullins	Yes		

EMS VEHICLE REPLACEMENT GRANTS PROGRAM DISCUSSION:

Dr. Ashley requested Mr. Kurt Stuenkel, Chair of the EMS Vehicle Replacement Grant Scoring Subcommittee, provide a report.

Mr. Kurt Stuenkel reported, providing a background of grants provided to rural Georgia communities from the Georgia Trauma Commission over the past four years.

Mr. Stuenkel explained that each of the grants:

- 111 ambulance grants have been granted, approximately \$72,000 each.
- The total spent on these grants has been about \$8 million and amounted to approximated 57% of total Commission-directed EMS funding.
- It was believed that EMS services in rural parts of Georgia who had to travel long distances to transport trauma patients were less likely to make the trip if they had an older, high mileage ambulance.
- Confirmation has not been established to show ambulance grant recipients have changed their transport decisions with the more reliable vehicles.
- The program has provided replacement vehicles for older high mileage vehicles, providing improved dependability of the EMS fleet and reduction of unscheduled repairs resulting in down time.

Mr. Stuenkel continued, explaining that the Georgia Department of Audits and Accounts Special Examination report released in December of 2012, recommended the Trauma Commission, "...evaluate the ambulance

replacement program's impact on trauma patients using defined metrics to determine whether it is the best use of EMS distribution funds."

Mr. Stuenkel further explained that there have been clear signals from leadership of both branches of the legislature and the Governor's office, advising that continuing with the ambulance grants is not a direction that they recommend the Trauma Commission continue with. The FY 2014 appropriations bill has clear language that as a condition for Trauma Commission's upcoming funding, the purchase of ambulances will require a reduction.

MOTION GTCNC 2013-04- 02:

I, as Chair of the EMS Vehicle Equipment Replacement grant scoring subcommittee, move that the Trauma Commission end the replacement grant program now and in the future. I recommend that the FY2013 funds earmarked for this grant program (\$722,000) be reallocated to fund other Commission-directed EMS stakeholder programs.

MOTION BY:
SECOND BY:
ACTION: Passed

Kurt Stuenkel
Dr. Leon Haley
the motion PASSED with no objections,
Courtney Terwilliger abstained.

DISCUSSION:

Mr. Ben Hinson replied, acknowledging that Mr. Stuenkel did an excellent job of outlining the situation. Mr. Hinson continued, advising that there was good discussion at the previous EMS Subcommittee regarding how the funds could be allocated; adding that there was some confusion regarding the end date.

Ms. Elaine Frantz thanked Mr. Hinson, and indicated that she appreciated his response and was interested in Mr. Terwilliger's opinion on this as well.

Mr. Courtney Terwilliger added that while he understood why the motion was necessary, he felt that it was a good program and there were some noticeable improvements in Region 5.

Mr. Robert Cowles advised that he supported no ambulance funding.

VOTING:

Dr. Dennis Ashley	Yes	Mr. Kurt Stuenkel	Yes
Ms. Linda Cole	Absent	Ms. Elaine Frantz	Yes
Dr. Leon Haley	Yes	Mr. Ben Hinson	Yes
Dr. Robert Cowles	Yes	Mr. Courtney Terwilliger	Abstained
Dr. Fred Mullins	Yes		

NEW BUSINESS:

Dr. Ashley inquired as to whether there was any new business.

Mr. Courtney Terwilliger inquired as to the appropriate time to discuss the allocation of the \$722,000. Discussion followed regarding whether or not it would be best to make a decision today, or bring this to the EMS Subcommittee to establish suggested distribution.

The Trauma Commission decided that the EMS Subcommittee would be allowed to make recommendations to be brought to the May meeting.

Meeting adjourned: Dr. Dennis Ashley, Chair of the Georgia Trauma Commission declared the meeting adjourned 4:41 PM

The Next meeting of the Georgia Trauma Commission will take place on 16 May 2013 from 10:00 AM to 1:00 PM at the Letton Auditorium in Atlanta.

Meeting Notes Crafted By Tammy Smith

***The following is the *REVISED* Bylaws of Georgia Trauma Foundation, Inc.

BYLAWS
OF
GEORGIA TRAUMA FOUNDATION, INC.

a Georgia Nonprofit Corporation Without Members
Adopted as of _____, 2013

BYLAWS
OF
GEORGIA TRAUMA FOUNDATION, INC.

ARTICLE 1

Name and Offices

1.1 Name. The name of this nonprofit corporation shall be Georgia Trauma Foundation, Inc. (hereinafter referred to as the "Corporation").

1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is the same as the address of the registered office.

1.3 Other Offices. The Corporation may also have offices at such other place or places both within and outside the State of Georgia as the Board of Directors may from time to time determine and the business of the Corporation may require or make desirable. The Board of Directors may designate any of its offices as the principal office.

ARTICLE 2

Purposes, Objectives and Governing Instruments

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, literary and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in the Articles of Incorporation and these Bylaws, including all power and authority granted by the Georgia Nonprofit Corporation Code within and subject to the limitations of Section 501(c)(3). The purposes of the Corporation may be further specified by action of the Board of Directors.

2.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

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2.4 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

2.5 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3).

ARTICLE 3

Board of Directors

3.1 Authority and Responsibility of the Board of Directors.

(a) All corporate powers of the Corporation conferred by the Articles of Incorporation, these Bylaws, the Georgia Nonprofit Corporation Code, or otherwise, shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) By majority vote of the Directors then in office, the Board of Directors may adopt such rules and regulations for the conduct of its business and the business and affairs of the Corporation as the Board of Directors deems advisable and may, in the execution of its powers, delegate certain of its authority and responsibility to, or seek advice from, one (1) or more committees as provided in Article Seven below.

(c) The Board of Directors shall not permit any part of the net earnings, capital, or other property of the Corporation to inure to the benefit of any Director, officer or other individual. However, the Corporation may employ such person or persons, including officers, attorneys, agents, and assistants, as it deems necessary or desirable for the administration and management of the Corporation, and may pay reasonable compensation for the services performed and expenses incurred by any such person. Subject to Section 3.6, a Director may also serve as an officer or employee of the Corporation and may be paid reasonable compensation for such services.

3.2 Number and Appointment. The initial Board of Directors shall consist of three (3) Directors appointed by the Georgia Trauma Commission ("GTC"), established by the Georgia Legislature. Thereafter, the number of Directors shall be not less than three (3) or more than thirteen (13), provided however, a majority of the Directors shall be members of the GTC. The GTC may fix the number of directors and their qualifications by resolution adopted from

time to time by the GTC. Each of the Directors shall be appointed to a staggered two (2) year term. Each Director so appointed shall take office as of the close of the meeting at which such Director is appointed and shall continue in office for two (2) years and until such Director's successor has been appointed and qualified or until such Director's earlier death, resignation, retirement, disqualification or removal, except that the initial members of the Board of Directors shall serve those terms as determined by resolution of the GTC. No Director shall serve more than three (3) consecutive terms, but may be re-appointed as a Director after sitting out for a period of one (1) year. An incumbent Director's term of office shall not be shortened by a decrease in the number of Directors or a shortening of the term of office for Directors.

3.3 Resignation. Any Director may resign at any time by written notice to the President or Secretary. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon receipt. A resignation need not be accepted to be effective.

3.4 Removal. Any Director may be removed with or without cause at any regular or special meeting of the GTC if notice of the purpose of acting upon such removal shall have been given in the notice calling such meeting. A removed Director's successor may be appointed at the same meeting to serve the unexpired term.

3.5 Vacancies. In the case of any vacancy occurring in the Board of Directors, other than by reason of an increase in the number of Directors, the GTC may appoint a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant until the appointment of his successor. In the event the number of Directors is increased as provided in these Bylaws, the additional Directors shall be appointed by the GTC, and shall hold office for a two (2) year term and until such Director's successor has been appointed and qualified or until such Director's earlier death, resignation, retirement, disqualification or removal.

3.6 Compensation. Directors shall not receive any stated salary or other compensation for their services as Directors, but each Director shall be entitled to receive from the Corporation reimbursement of reasonable expenses incurred in furtherance of such Director's duties, provided that reimbursement of such expenses is approved or ratified by the Board of Directors. A Director may also serve the Corporation in a capacity other than that of Director and receive compensation, as determined by the Board of Directors, for services rendered in such other capacity.

3.7 Action by Georgia Trauma Commission. Any actions required to be taken herein by the GTC shall be by majority vote of the Commission Members at an official GTC meeting.

ARTICLE 4

Meetings and Action of the Board of Directors

4.1 Place of Meetings. Meetings of the Board of Directors may be held at any place within or outside the State of Georgia as set forth in the notice calling such meeting, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

4.2 Regular Meetings. Notice of every resolution of the Board of Directors fixing or changing the time or place for the holding of regular meetings of the Board of Directors shall be mailed to each Director at least ten (10) days prior to the first meeting held pursuant to such resolution. The Board of Directors may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board of Directors.

4.3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President in office at that time. Unless waived as contemplated in Section 5.2, notice of the date, time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary, in accordance with Section 5.1, at least two (2) days before such meeting.

4.4 Annual Meetings. The Board of Directors of the Corporation shall hold an annual meeting each year. At the annual meeting, the Board of Directors shall conduct the nomination and election of officers and Directors (to the extent there are vacancies in the Board of Directors).

4.5 Waiver. Waiver of notice of all meetings of the Board of Directors shall be governed by Section 5.2 of these Bylaws.

4.6 Quorum. At meetings of the Board of Directors, a majority of the Directors then in office (but not less than two (2) Directors) shall be necessary to constitute a quorum for the transaction of business.

4.7 Vote Required for Action. Except as otherwise provided in these Bylaws, the act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw is provided for in Article Thirteen of these Bylaws. Vacancies in the Board of Directors may be filled as provided in Section 3.5 of these Bylaws.

4.8 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all Directors then in office. Such consent

shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.9 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a Director participates in the meeting and, at the beginning of the meeting or promptly upon beginning participation, objects to holding the meeting or transacting business at the meeting and does not subsequently vote for or assent to any action taken at the meeting.

4.10 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted that could have been transacted at a meeting which was adjourned.

ARTICLE 5

Notice and Waiver

5.1 Procedure. Whenever these Bylaws require notice to be given to any Director, the notice shall be given in accordance with this Section 5.1. Any notice to Directors may be written or oral and is effective upon communication in a comprehensible manner. Notice may be communicated in person; by telephone, telegraph, teletype, facsimile, e-mail or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

5.2 Waiver. A Director may waive any notice before or after the date and time stated in the notice. Except as provided in this Section 5.2, the waiver must be in writing, signed by the Director entitled to the notice and delivered to the Corporation for inclusion in the minutes or

filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE 6

Officers

6.1 Number and Qualifications. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors may from time to time deem necessary. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a President, a Secretary and a Treasurer.

6.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors and shall serve for terms of two (2) years and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement or disqualification, whichever is earlier.

6.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board of Directors and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

6.4 Compensation. Officers of the Corporation shall not receive any stated salary or other compensation for their services as officers, but each officer shall be entitled to receive from the Corporation reimbursement of expenses incurred in furtherance of such officer's duties, provided that reimbursement of such expenses is approved or ratified by the Board of Directors.

6.5 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, at any meeting with respect to which notice of such purpose has been given to the members thereof.

6.6 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

6.7 President. The President shall be the principal executive officer of the Corporation, shall preside at all meetings of the Board of Directors and shall serve as a voting member of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of Directors. At each annual meeting of the members, the President or the President's designee shall report on the activities of the Corporation. The

President shall be authorized to enter into any contract or agreement on behalf of the Corporation and to execute in the corporate name any instrument or other writing. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, shall supervise and direct the management and operation of the Corporation and shall make all decisions as to policy which may arise between meetings of the Board of Directors. The other officers and employees of the Corporation shall be under the President's supervision and control during such interim. The President shall perform these and such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.8 Vice Presidents. In the absence or disability of the President, the Vice-Presidents, if any, in the order of their seniority unless otherwise determined by the Board of Directors, shall perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.9 Secretary.

(a) The Secretary shall attend all meetings of the Board of Directors, shall record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The Secretary shall, for the purpose of authenticating records of the Corporation, keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or the President, affix the seal to any corporate instrument. When so affixed, the seal shall be attested by the Secretary's signature or by the signature of the Treasurer.

(d) The Secretary shall be under the supervision of the President. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.10 Treasurer.

(a) The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors and shall prepare financial statements at such intervals as the Board of Directors shall direct. The Treasurer shall also be authorized to sign checks, drafts and other orders for the payment of money.

(b) If required by the Board of Directors, the Treasurer shall give the Corporation a bond (in such form, in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of Treasurer and for the restoration

to the Corporation, in case of the treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the treasurer's possession or under the treasurer's control belonging to the Corporation.

(c) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

(d) The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors.

ARTICLE 7

Committees of Directors

7.1 Executive Committee. By resolution adopted by a majority of the Directors then in office, the Board of Directors may designate from among its members an executive committee, which shall consist of two (2) or more Directors and the President. The executive committee, to the extent provided in such resolution, shall have and exercise all authority of the Board of Directors in the management of the affairs of the Corporation; provided, however, no committee may authorize distributions; approve dissolution, merger or sale, pledge or transfer all or substantially all of the Corporation's assets; elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or adopt, amend or repeal the Articles of Incorporation or the Bylaws of the Corporation. A majority of the members of the Executive Committee shall form a quorum for the transaction of business. The appointment of the Executive Committee and the delegation of authority of the Board of Directors shall not relieve the Board of Directors of any responsibility imposed on it by law.

7.2 Other Committees. The Board of Directors may authorize the appointment of other committees having such authority of the Board of Directors in the management of the Corporation as is set forth by resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Each committee so designated shall consist of one (1) or more Director(s). Except as otherwise provided in such resolution, members of each such committee and the chairman of such committee shall be appointed by the President of the Corporation. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

7.3 Advisory Committees. The Board of Directors may provide for advisory committees, consisting in whole or in part of persons who are not Directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each

such committee shall have such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Corporation or these Bylaws, as the Board of Directors may prescribe. Appointments to, and the chair of, any such advisory committee shall be made by the President, unless the Board of Directors otherwise provides.

7.4 Term of Appointment. Each member of a committee shall serve at the pleasure of the Board of Directors.

7.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum. The act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

7.7 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 8

Contracts, Checks, Deposits and Funds

8.1 Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice-President.

8.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such federally-insured banks, trust companies or other depositories as the Board of Directors may select.

8.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 9

Distributions and Disbursements

9.1 Distributions and Disbursements. Subject to the restrictions imposed by Section 501(c)(3), the Board of Directors, not less frequently than annually, shall (a) determine all distributions to be made from net income and capital of the Corporation (including funds held by trustees, custodians or agents of the Corporation) pursuant to provisions of the Articles of Incorporation, these Bylaws, and the donors' directions if and to the extent applicable; (b) make, or authorize and direct the respective trustees, custodians or agents having custody of funds of the Corporation to make payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (c) determine all disbursements to be made for administrative expenses incurred by the Corporation and direct the respective trustees, custodians or agents having custody of funds of the Corporation as to the payments and funds to be charged.

9.2 Vote Required for Determinations. All determinations under Section 9.1 shall be made by the affirmative vote of a majority of Directors present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these Bylaws or by direction of the donor as a condition of the gift.

9.3 Distribution of Principal. Determinations may be made to distribute capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board of Directors shall inform the trustee, custodian or agent having custody of the funds of the Corporation as far in advance as the Board of Directors deems practicable in order to permit the trustee, custodian or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian or agent as to how the desired distribution and any necessary liquidation of investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable.

9.4 Determination of Effective Agencies and Means for Carrying Out the Charitable Purposes of the Corporation. The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time it deems necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the Corporation and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose.

9.5 Furtherance of Charitable Purposes. In furtherance of the charitable purposes and functions of the Corporation, and subject to the provisions of Section 501(c)(3), the Board of Directors may direct distributions to such persons, organizations, governments or governmental

agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

ARTICLE 10

Indemnification and Insurance

10.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, employee benefit plan or other entity, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under the Georgia Nonprofit Corporation Code, O.C.G.A. Sections 14-3-850 *et seq.* (the "Act"), whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in the Act; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

10.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 10.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws or any agreement, vote of disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.3 Advance or Reimbursement of Litigation Expenses.

(a) The Corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding because the Director is a director if the Director delivers to the Corporation:

(1) A written affirmation of the Director's good faith belief that the Director has met the relevant standard of conduct described in Section 14-3-851 of the Act or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Incorporation as authorized by paragraph (4) of subsection (b) of Section 14-3-202 of the Act; and

(2) The Director's written undertaking to repay any funds advanced if it is ultimately determined that the Director is not entitled to indemnification under this part.

(b) The undertaking required by paragraph (2) of subsection (a) of this Section 10.3 must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability of the Director to make repayment.

(c) Authorizations under this Section 10.3 shall be made by the Board of Directors:

(1) If there are two (2) or more disinterested Directors, by a majority vote of all the disinterested Directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two (2) or more disinterested Directors appointed by such a vote; or

(2) If there are fewer than two (2) disinterested Directors, by the vote necessary for action by the Board of Directors in accordance with subsection (c) of Section 14-3-824 of the Act, in which authorized Directors who do not qualify as disinterested Directors may participate.

10.4 Insurance. To the extent permitted by Georgia law, the Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another Corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other entity.

ARTICLE 11

Miscellaneous

11.1 Books and Records. The Corporation shall maintain books and records of account and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, executed consents evidencing all actions taken by the Board of Directors without a meeting and waivers of notice of all meetings of the Board of

Directors and its committees. In addition, the Corporation shall keep copies of all records required to be kept under Georgia law.

11.2 Corporate Seal. The corporate seal (of which there may be one (1) or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

11.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the year from time to time as it deems appropriate.

11.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any applicable future Federal tax law.

11.5 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

ARTICLE 12

Tax-Exempt Status

The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(3).

ARTICLE 13

Amendments

13.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws, subject to approval by the Georgia Trauma Commission.

13.2 Conditions. Action taken by the Directors with respect to the Bylaws shall be taken by an affirmative vote of a majority of the Board of Directors then in office. A copy of any proposed amendments must be distributed to all Directors at least 20 days prior to the meeting at which the Directors will be called upon to vote with respect to such proposed amendments.