



## TRAUMA SERVICE AREA-B REGIONAL ADVISORY COUNCIL (BRAC), Inc.

### BYLAWS

#### Article I

##### Name, Address and Area of Service

**Section one:** Name. The name of this Corporation is TSA-B Regional Advisory Council (BRAC), Inc., hereafter referred to as TSA-B serving the area of Trauma Service Area-B.

**Section two:** Address. The office for the Corporation is located at 3602 Slide Road, Suite B-22A, Lubbock, Texas 79414.

**Section three:** Area of Service. The area covered by TSA-B is the South Plains area of western Texas. This area shall include, but is not limited to, the following counties: Bailey, Borden, Castro, Cochran, Cottle, Crosby, Dawson, Dickens, Floyd, Gaines, Garza, Hale, Hockley, Kent, King, Lamb, Lubbock, Lynn, Motley, Scurry, Terry and Yoakum.

#### Article II

##### Purpose

TSA-B is a non-profit Corporation recognized within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. The primary purposes of this Corporation shall be:

- 1) To develop a Trauma System plan for TSA-B, in accordance with the Texas Department of State Health Services (DSHS) guidelines for comprehensive system development. Submit the plan to the Texas Department of State Health Services as required by the Trauma Rules (2/17/92). Also, develop any needed Regional Acute Care Plans.
- 2) To decrease morbidity and mortality resulting from trauma and acute care related diseases.
- 3) To assist member organizations in attaining trauma, and acute care designation at the level appropriate to resources available within their immediate service area.
- 4) To provide a forum to resolve conflicts among members regarding trauma and acute care; and encourage activities designed to promote cooperation between member organizations.
- 5) To seek ways to improve funding of trauma and acute care providers within the counties served by TSA-B.
- 6) To increase public awareness of the methods to access the trauma and acute care system and trauma injury and acute care disease prevention.
- 7) To enhance communication between healthcare providers and facilitate the transport of patients to appropriate facilities by utilization of the most efficient mode of transport.
- 8) To develop within TSA-B a comprehensive, standardized method of evaluating and improving care through:
  - a) Performance Improvement Patient Safety (PIPS) activities and

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- b) Education, injury and acute care prevention programs, and certification programs.

In carrying out these purposes, the Corporation shall exclusively operate as a charitable and education organization, qualifying it as an exempt organization under the Internal Revenue Code 501 C (3), including for such purposes, the making of distributions to TSA-B member organizations. It shall be empowered to hold, accept, receive and acquire funds, stocks, securities and any other real, personal, tangible or intangible property by donations, bequests, devise, federal, state, local, public and private grants, purchase or otherwise, and administer, hold, invest, reinvest, convert, exchange, sell, transfer, mortgage, pledge, lease, give, dispose of or otherwise deal with any and all funds and properties so received or acquired, or the income there from, all pursuant to the operations and duties of said Corporation. No substantial part of the activities of the Corporation shall include contributions to or participation in any political campaign on behalf of any candidate for public office.

#### Article III

##### Powers

Except as otherwise provided in these Bylaws, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express purposes. The Corporation may pay reasonable compensation to its directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

#### Article IV

##### Membership

**Section one:** General. General membership is comprised of entity groups that represent organizations or persons that are involved in trauma and/or acute care within TSA-B. These may include, but not be exclusive of: pre-hospital providers (first responders, volunteer and non-volunteer providers), hospitals, administrators, nurses, physicians, rehabilitation provider and lay persons interested in trauma and/or acute care without direct involvement in either the EMS or hospital trauma and/or acute care.

Members shall be classified into one of the following entity groups, for the purpose of electing representatives to the executive board from their groups and as required for election or appointment to standing committees and ad hoc committees that may be authorized by bylaws or the Executive Board.

The entity groups include:

- Hospital Providers
- Pre-Hospital Providers
- First Responders
- Educational Providers
- Rehabilitation Providers
- Lay Persons (non-voting)

Anyone wanting to become a member of TSA-B shall contact the TSA-B executive director. Membership request will then be submitted to the Executive Board for approval. Membership will not become final until the next general membership meeting provided the Executive Board has approved the request.

Each pre-hospital service and hospital will have one vote for their represented entity in the General Membership. Each entity will be responsible for determining their voting delegate.

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Representatives from DSHS, governmental representatives, 911 commission representatives and other specialized representatives may attend meeting in a non-voting advisory capacity.

Each entity will be required to pay dues (if applicable) as established by the Executive Board and the General Membership.

**Section two:** Qualifications for General Membership. Qualifications for general membership to this organization include requirements as listed in Section one of this article.

No person shall be denied membership on the basis of race, sex or religious preference.

#### Article V Standing Committees

**Section one:** The following Committees shall be established representing the groups within TSA-B:

1. Acute Care
2. Injury Prevention
3. Medical Direction Committee with Performance Improvement Patient Safety (PIPS)/Bypass & Diversion/Trauma Registry
4. Provider Committee (includes pre-hospital education components)
5. Regional Preparedness (CISM, EMTF, Hospital & EMS Preparedness, mutual aid)
6. Special Populations (Pediatric, Geriatric, Bariatric, Maternal, Perinatal, Burn)
7. Trauma Coordinators/Emergency Nursing Committee (includes hospital education component)

**Section two:** Each committee shall have a chairperson and a vice-chairperson elected by that committee's membership. The chairperson and vice-chairperson shall be elected for a term of two (2) years.

A chair, co-chair or committee member can be removed from a committee if related to behavioral issues, lack of productivity, or lack of participation. The removal decision will be at the executive board officers' level after reviewing the removal request.

**Section three:** A list of the TSA-B committees and committee officer positions shall be distributed to the membership in September each year. TSA-B members interested in committee membership and/or office shall submit their name to the Chairperson of that Committee. Officers shall be elected in the first meeting of the new fiscal year (of each voting year).

**Section four:** Participation shall be classified as attending and providing necessary information or input to committees, as determined by the committee structure and purpose, functions, long and short-term goals of the said committee. Due to the impact of these committees, it is important that information from these groups be disseminated throughout TSA-B at both the Executive Board and General Membership levels.

#### Article VI Executive Board

**Section one:** Make-up of the Executive Board. The Executive Board shall be made-up of no less than eleven (11) and no more than seventeen (17) members at any given time. The representative(s) shall be

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elected by majority vote of the General Membership. The exception to this shall be the representative of the three (3) TSA-B wide combined committees. Each Board member shall have one vote and shall not serve as an alternate for any other board member.

The make-up of the Board shall consist of the following:

1. Pre-hospital Providers (six [6] positions). Representative committees for this group include Pre-hospital providers, pre-hospital Medical Directors and Pre-Hospital Educators. The committee requirements may be met through the involvement of the pre-hospital providers in the South Plains Emergency Medical Services (SPEMS) agency, so duplicative efforts and time expectations are not present.
2. Hospital Representatives (six [6] positions). Representative committees/groups for this area include hospital administrators, trauma nurses and physicians including Trauma Surgeons and Emergency Department physicians who do not act as EMS Medical Directors, and acute care nurses and physicians.
3. TSA-B committees (three [3] positions). A representative from any of the remaining RAC committees will be selected by the committee to serve as a member of the Executive Board.

**Section two:** Executive Board Committees. Because of some of the organizational concerns that arise, there shall be (4) committees made up from members of the Executive Board and General Membership. Each committee will be appointed annually by the TSA-B chair and will have equal representation by pre-hospital providers and hospital providers. These committees are:

1. Nominating Committee, which shall meet at least once annually.
2. Grievance Committee – this group will be an Ad Hoc group for the resolution of any concerns that may not be able to be resolved outside of the TSA-B group (see Standard Operating Procedures – Conflict Resolution).

**Section three:** Nature, Tenure, and Qualifications. The number of Executive Board members shall not be less than eleven (11) and not more than seventeen (17), each of whom has been elected through a General membership vote at the July meeting. Each Board member shall hold office for a three-year period and until his or her successor shall have been elected and qualified.

**Section four:** Business. The regular business decisions of the organization shall be handled during meetings of the Executive Board. In addition to that business, the Executive Board will approve and recommend the budget and dues (if applicable).

For business purposes, the fiscal year of the organization shall be September 1<sup>st</sup> through August 31<sup>st</sup> of each year.

The proposed budget will be submitted to the General Membership for their review and approval. The budget will be approved by the General Membership after recommendations are made by the Executive Board. Financial reports will be reviewed quarterly by the Executive Board and General Membership. An annual audit will be conducted, and results presented to the Executive Board and General Membership.

**Section five:** Officers and Term Limits. Officers shall be elected from the members of the Executive Board by the members of the Executive Board at the September meeting. These positions include: Chairperson-Elect and Secretary or Treasurer (whichever term is up). The person holding the office of Chairperson-elect will move into the Chairperson office and the Chairperson will move into the advisory

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position of Past Chairperson. The terms of office shall be one (1) year for Chairperson, Chairperson-elect, and Past Chairperson, and two (2) years for the Secretary and Treasurer.

Appointments to the Executive Board are for three (3) year terms, with the exceptions of the officers, with 1/3 of the Executive Board rotating each year. The terms of Secretary and Treasurer should be offset in their elections (Secretary on even years / Treasurer on odd years). An assumption is made that the positions of Chairperson, Chair-Elect and Past-Chair have a greater potential for change than these other positions.

Vacancies of Executive Board Officers shall be filled as follows. The Executive Board shall elect, from their membership, a replacement to fill the remaining term the vacated office of Chairperson-Elect, Secretary, or Treasurer. If the vacated position in the Chairperson, the Chairperson-elect moves up to fill that position. If the Past Chairperson's position is vacated it will remain vacant until normal movement of officers takes place.

**Section six:** Meetings. Regular meetings of the Executive Board shall be held in the month preceding the General Membership meeting. Executive Board meetings will be in the months of (March, June, September, and December). General Membership meetings will be held in January, April, July, and October.

**Section seven:** Quorum. A quorum for conducting business of the organization shall be no less than fifty-one percent (51%) of the members of the Executive Board. Members attending via the web-based method will count towards meeting the quorum.

**Section eight:** Notice. Executive Board Notices: Notice of any special meeting of the Executive Board shall be given at least five (5) days prior thereto by electronic notice sent to each Board Member at their address as shown by the records of the corporation and/or posting to the TSA-B Calendar. The General Membership will be notified of all meetings of TSA-B at least seven (7) days prior to the meeting. Special meeting notice of the General Membership shall be given at least five (5) days prior thereto electronic notice and/or TSA-B Calendar. The deliverable status of each meeting notice is outlined within section listed as notice. This notification will be posted on the TSA-B website via the TSA-B Calendar. Notification of all meetings will occur as outlined within the above section listed as Notice. The General Membership will be notified electronically at the address as shown by the records of the corporation and/or posting to the TSA-B Calendar.

A calendar of meeting dates, times, locations, and other pertinent information related to meetings will be posted on the web-site via the TSA-B Calendar.

**Section nine:** Records: Records of the Executive Board meetings shall be kept and made available to each member prior to regular General Membership meetings. Any member of TSA-B, who specifically requests information, reports, etc., shall provide the request in writing. The request can be delivered in person, by mail or by facsimile, to the TSA-B office. Such request(s) shall receive a written response within ten (10) business days.

**Section ten:** Manner of Acting. The act of a majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or by these bylaws. Executive Board members can attend meeting via the web-based method currently being used by TSA-B. Votes can be taken via the web-based method as long as the votes

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to questions are recorded in printed reports. Votes may also be taken via email for urgent matters by the Executive Board. All documentation of web-based and email votes shall be maintained with the organization's minutes.

**Section eleven:** Removal, Resignation, and Ineligibility Manner of Acting. Any member of the TSA-B Executive Board may:

1. Be removed from the Board by a majority vote of the TSA-B Executive Board meeting, but only if:
  - a. The Board member has failed to attend two (2) consecutive Board meetings without good reason for nonattendance; or
  - b. The Board member has committed malfeasance or otherwise grossly abused privileges as a member of TSA-B.
2. Resign at any time by giving written notice to the TSA-B Executive Board. Resignation takes effect when stated in such notice and acceptance by the Chairperson, the Executive Board or the General Membership is not necessary to make the resignation effective.
3. Be removed or replaced for whatever reasons by the respective organizations which elected him or her. Said organization shall forward a written statement regarding such action to the administrative offices of TSA-B. Such vacancy will be filled as set out below.
4. All dues, if applicable, as approved by the General Membership shall be paid in full prior to the expiration of the current fiscal year, or all right/privileges of the delinquent party(s) shall be suspended until such time as dues are paid.

**Section twelve:** Vacancies. Any vacancy occurring in the Executive Board and any position to be filled by reason of an increase in the number of Board members, shall be filled by election from the respective entity group the person represents. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section thirteen:** Compensation. A Board member shall not receive any stated salary for his or her services as a Board member.

**Section fourteen:** Informal Action by Board Members. Any action required by law to be taken at a meeting of the Executive Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Executive Board.

**Section Fifteen:** Executive Board Members and duties:

1. The Chair shall:
  - a. Preside at Executive Board and General Membership Meetings of the organization, as well as any special called meetings.
  - b. Make interim appointments.
  - c. Review and may sign all contracts.
  - d. Call a Special Meeting when required.
  - e. Assure that TSA-B has representation at all required Texas Department of State Health Services (DSHS) meetings.
- 2: The Chair-elect shall:
  - a. Perform the duties as assigned by the Chair and will be eligible to serve as Chair at the end of their term of internship.
  - b. Perform all the duties of the Chair in his/her absence, inability to act, or refusal to act.

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- c. Have all the powers and be subject to all the restrictions of the Chair when serving in his/her absence.
  - d. Perform all duties as assigned by the Chair or Executive Board.
3. The Secretary shall:
- a. Record minutes of Executive Board and General Membership meetings and submit prepared minutes to the TSA-B office to be published on the website.
  - b. Record if a quorum is present.
4. The Treasurer shall:
- a. Presents Treasurer's current account information and report to Executive Board and General Membership meetings.
5. The Executive Director:
- a. The Executive Director is responsible to the Executive Board.
  - b. The Executive Director shall direct all day-to-day office operations and internal affairs of TSA-B.
  - c. The Executive Director shall serve on the Executive Council as an Ex-Officio member without a vote and will not be counted for a quorum of the Executive Board Meetings.

### Article VII

#### Performance Improvement Patient Safety

**Section one:** Each member entity hospital will participate in the performance improvement process as outlined by the Performance Improvement Patient Safety (PIPS) /Bypass & Diversion/Trauma Registry/Special Populations Committee.

**Section two:** Each member pre-hospital care provider will participate in the performance improvement process as outlined by the Performance Improvement Patient Safety (PIPS) /Bypass & Diversion/Trauma Registry Committee.

**Section three:** Medical Direction, which is a component of the PIPS committee, shall evaluate system performance improvement indicators related to patient morbidity and mortality annually.

### Article VIII

#### Participation

**Section one:** TSA-B members will comply with the organizational purpose as defined by Article II of the Bylaws.

**Section two:** TSA-B members will participate in Performance Improvement Patient Safety (PIPS) as defined by Article VII of the Bylaws.

**Section three:** TSA-B members will comply with all plans, policies, procedures, and bylaws.

**Section four:** Attendance:

- 1. Members of the General Membership will attend fifty percent (50%) of the TSA-B General Membership meetings, or as mandated by law.

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2. Members of the Executive Board will attend sixty-six percent (66%) Executive Board meetings, or as mandated by law.
3. Members will attend three (3) Performance Improvement Patient Safety (PIPS) and two (2) other committee meetings during the fiscal year to qualify for TSA-B financial support.
4. Sign in: Each TSA-B organization representative may sign in for their own organization and one (1) other organization providing that they can document or support that the information from the meeting has been freely shared with that organization. Each person signing for another organization/entity will provide all written handout materials to that organization. Each organization will provide a list of eligible members who may sign in for their specific organization. Each person signing for an organization will print their name, sign their name, and list their title and the organization for which they are signing in.
5. Web-based attendance: A TSA-B organization may be represented by a member via the web-based meeting gateway in use for that meeting. Not all meetings may have this function in place each time there is a meeting. Representatives will only be allowed to represent a single organization when attending via the web-based method.

**Section five:** Trauma System and/or Acute Care Planning and Development.

1. Each TSA-B member organization will complete an annual Regional Needs Assessment.
2. Each TSA-B organization will participate on at least one Standing Committee.
3. Comply with TSA-B Essential Criteria Guidelines adopted by DSHS.

**Section six:** New members of TSA-B shall complete an orientation to TSA-B within sixty (60) days of joining TSA-B.

1. The orientation will be scheduled in conjunction with the monthly – Performance Improvement Patient Safety (PIPS) meeting or at a time, which is mutually agreeable to the new member and the TSA-B staff member or officer who is conducting the orientation.
2. The new member will be given access to the TSA-B Regional Plans, protocols and all TSA-B related forms and resource materials. These materials will be found on the TSA-B website.

### Article IX Amendments

**Section one:** The bylaws may be adopted, amended, or revised by an affirmative vote of the General Membership present at a meeting designed for that purpose. Proposed amendments and revisions must be submitted to the Executive Board for consideration and approved by a two-thirds majority vote before a recommendation is presented to the General Membership.

Proposed changes to the bylaws will be submitted to the Executive Board for approval thirty (30) days prior to meeting.

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**Section two:** The bylaws shall be reviewed annually with recommended amendments forwarded to the general membership for ratification.

**Articles X**

**Executive Director**

**Section one:** An Executive Director will be hired by the Executive Board to provide day-to-day oversight of TSA-B. A formal process for advertising, interviewing, and hiring of such person will be provided by the Executive Board. A yearly evaluation will be done by the Executive Board. If the Executive Board so desires, a contractor can be hired to provide for the functions of the Executive Director.

**Section two:** A job description will be provided for the Executive Director outlining job roles and responsibilities in the representation of TSA-B and the day-to-day operations. The job description will provide an outline of responsibilities, financial accountability, and evaluation process for the Executive Director.

**Section three:** A line-item accounting will be provided to both the Executive Board and General Membership at each meeting pursuant to 501 (c) (3) financial accountability.

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Date Revised:	July 11, 2006
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Date Revised:	October 20, 2009
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