

**BYLAWS OF THE TRAUMA SERVICE AREA-B  
REGIONAL ADVISORY COUNCIL  
(BRAC)**

**Article I  
Name, Address and Area of Service**

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

**Section two:** Address. The office for the Corporation is located at 705 East Felt, Brownfield, Texas 79316.

**Section three:** Area of Service. The area covered by BRAC 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**

BRAC 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-Area 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).
- 2) To decrease morbidity and mortality resulting from trauma.
- 3) To assist member organizations in attaining trauma 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 care and encourage activities designed to promote cooperation between member organizations.
- 5) To seek ways to improve funding of trauma care providers within the counties served by TSA-B.
- 6) To increase public awareness of the methods to access the trauma care system and trauma prevention.
- 7) To enhance communication between healthcare providers and facilitate the transport of patients to appropriate trauma 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) Quality improvement activities and
  - b) Education, injury 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 BRAC 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 care within Trauma Service Area 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 care without direct involvement in either the EMS or hospital trauma 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. Each member shall have one vote in the general membership meetings. Each voting member may designate an alternate-voting representative, which will be so delineated in writing. This alternate designation is to be given to the BRAC Executive Board Chairperson and delivered prior to the start of general meetings by either mail, facsimile or in person.

The entity groups include:

- Hospital Providers
- Pre-Hospital Providers
- First responders
- Educational Providers
- Physician Providers
- Nurse Providers
- Rehabilitation Providers
- Lay persons (non-voting)

Anyone wanting to become a member of BRAC shall complete a membership application, which 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 application.

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

Representatives from DSHS, governmental representatives, 911 commission representatives and other specialized representatives may attend meeting in an 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 Standing Committees shall be established representing the entity groups within BRAC:

- a. Provider Committee, which will include pre-hospital educational components
- b. Administrators Committee (Ad hoc Committee)
- c.
- d. Trauma Coordinators / Emergency Nursing Committee, which will include hospital educational components
- e. Acute Care

BRAC wide committees include:

- a. Medical Direction Committee with Quality Improvement/Bypass & Diversion/Trauma Registry/Pediatrics
- b. Injury Prevention
- c. Mutual Aid/Mass Casualty/CISM

**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 years.

**Section three:** A list of the BRAC committees and committee officer positions shall be distributed to the membership in September each year. BRAC members interested in committee office shall submit their name to the Chairperson of that Committee. Officers shall be elected in the first meeting of the new 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. Because of the impact of these committees, it is important that information from these groups be disseminated throughout the Regional Advisory Council 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 more than 17 members at any given time. Each group or committee shall elect as designated representative(s) with a vote on the Executive Board. Each representative(s) shall be elected by majority vote of their respective entity group. The exception to this shall be the chairpersons of the three- (3) RAC-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:

- A. 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 PHEMS providers in the South Plains Emergency Medical Services agency, so duplicative efforts and time expectations are not present.
- B. 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.
- C. BRAC-wide committees (three [3] positions). A representative from each of the BRAC wide committees will be selected by the committee to serve as a member of the Executive Board. This may be the Chairperson of the committee. This will be an appointed representative from the established committee.

These committees are 1) Quality Management/Bypass & Diversion/Registry/Pediatrics, 2) Injury Prevention and 3) Mutual Aid/Mass Casualty/CISM.

**Section two:** Executive Board Committees. Because of some of the organizational concerns that arise, there shall be five (5) committees made up from members of the Executive Board and General Membership. Each committee will consist of two members from pre-hospital Executive Board representation, two members from hospital Executive Board representation, one member from RAC wide committees Executive Board representation and two members from the General Membership. These committees are:

- 1) Finance Committee – elected from the total membership of the Executive Board,
- 2) Membership/Bylaws Committee, which shall meet at a minimum of once annually, usually 30 – 60 days prior to annual meeting. Elected from the total membership of the Executive Board.
- 3) Nominating Committee, which shall meet at least once annually. Elected from the total membership of the Executive Board.
- 4) 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 BRAC group (see Standard Operating Procedures – Conflict Resolution).
- 5) Newsletter/WebPages Committee – overall responsibility for development in conjunction with appropriate staff members as applicable. Ad Hoc committee under direction of the Executive Board with representation from Executive Board and General membership.

**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 through August 31<sup>st</sup> of each year.

The proposed budget will be submitted to the General membership for their review and approval at the annual meeting held in October. The budget will be approved by the General Membership after recommendations are made by the Executive Board. Budgets will be reviewed annually. An annual audit will be conducted and results presented to the General Membership and Executive Board. A line item

budget report will be presented to the Executive Board at each meeting as well as to the General Membership at each meeting.

**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, Secretary and Treasurer. The person holding the office of Chairperson-elect will move into the Chairperson office and the Chairperson will move into the advisory position of Past Chairperson. The terms of office shall be one year for Chairperson, Chairperson-elect, and Past Chairperson, and two years for the Secretary and Treasurer.

Appointments to the Executive Board are for three 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 / Treasure 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 on the third Tuesday of the month (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 of the members of the Executive Board.

**Section eight:** Notice. Executive Board Notices: Notice of any special meeting of the Executive Board shall be given at least five days prior thereto by written or electronic notice delivered or sent to each Board Member at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If electronically mailed, such notice shall be deemed to be delivered when indicated as delivered within the computer system. Any Director may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws. No notice of such a meeting need be provided to the Membership by all activity at the meeting shall be reported at the next meeting of the Executive Board.

The General Membership will be notified of all meetings of the BRAC at least 30 days prior to the meeting. Special meeting notice of the General Membership shall be given at least five days prior thereto by written or electronic notice delivered or sent to each member. The deliverable status of each meeting notice is outlined within section listed as notice. This notification will be posted on the BRAC website. Notification of all meetings will occur as outlined within the above section listed as Notice. The General Membership will be notified by written or electronic notification at the address as shown by the records of the corporation.

A yearly calendar of meeting dates, times, locations and other pertinent information related to meetings will be sent to the General Membership and Executive Board in October by the Executive Director of BRAC.

**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 the BRAC, who specifically

requests information, reports, etc., shall provide the request in writing, in person, by mail or by facsimile, to the BRAC 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.

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

- a) Be removed from the Board by a majority vote of the BRAC Executive Board meeting, but only if:
  - 1) The Board member has failed to attend two (2) consecutive Board meetings without good reason for nonattendance; or
  - 2) The Board member has committed malfeasance or otherwise grossly abused privileges as a member of BRAC.
- b) Resign at any time by giving written notice to the BRAC 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.
- c) 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 BRAC. Such vacancy will be filled as set out below.
- d) 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, but by resolution of the Executive Board, a fixed sum and expenses for attendance, if any, may be allowed for attendance at a regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Board member from serving the corporation in any other capacity and receiving compensation there for.

**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.

## **Article VII Trauma System Performance Improvement**

**Section one:** Each member hospital will participate in the performance improvement process as outlined by the Quality Management/Bypass & Diversion/Trauma Registry/Pediatrics Committee.

**Section two:** Each member pre-hospital care provider will participate in the performance improvement process as outlined by the Quality Management/Bypass & Diversion/Trauma Registry Committee.

**Section three:** The Medical Direction committee shall develop and evaluate system performance improvement indicators related to patient morbidity and mortality annually.

## **Article VIII Participation**

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

**Section two:** BRAC members will participate in Trauma System Performance Improvement as defined by Article VII of the Bylaws.

**Section three:** BRAC members will comply with the Regional Trauma Plan.

**Section four:** Attendance:

- a. Members of the General Membership will attend 50% of the BRAC General meetings, or as mandated by law.
- b. Members of the Executive Board will attend 66% of the Executive Committee and Executive Board meetings, or as mandated by law.
- c. Members will attend 3 Quality Improvement and 2 other committee meetings during the fiscal year to qualify for RAC financial support.
- d. Sign in: Each BRAC organization may sign in for their own organization and one 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 hand out 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.

**Section five:** Trauma System Planning and Development

- a. Each BRAC member organization will complete an annual Regional Needs Assessment.
- b. Each BRAC organization will participate on at least one Standing Committee.
- c. Comply with RAC Essential Criteria Guidelines by the Texas Association of Trauma Regional Advisory Councils (TexRAC) and as adopted by DSHS.

**Section six:** New members of BRAC shall complete an orientation to the RAC within 60 days of joining the TSA-B RAC.

- a. The orientation will be scheduled in conjunction with the monthly QI meeting or at a time, which is mutually agreeable to the new member and the BRAC officer who is conducting the orientation.
- b. The new member will receive copies of the BRAC Regional Plan, protocols and all RAC related forms and resource materials.

## **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 General Membership 30 days prior to meeting.

**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 the BRAC. 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.

**Section two:** A job description will be provided for the Executive Director outlining job roles and responsibilities in the representation of the BRAC 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 C3 financial accountability.

Date Reviewed:	April 18, 2006	
Date Revised:	July 11, 2006	