

Coastal Bend Regional Advisory Council on Trauma Service Area - U

BYLAWS

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Reviewed/Revised:

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ARTICLE I – ORGANIZATION NAME

The name of the organization shall be Coastal Bend Regional Advisory Council on Trauma Service Area - U.

These Bylaws govern the affairs of the Coastal Bend Regional Advisory Council (CBRAC), Trauma Service Area "U" (TSA-U) a 501 (c) (3) non-profit organization functioning according to the Texas Department of State Health Services (DSHS) rules 157.123, and organized in accordance with the Texas Non-Profit Corporation Act. This Regional Advisory Council (RAC) is an organization of local citizens and member organizations representing licensed healthcare entities within TSA-U.

ARTICLE II – MISSION, DEFINITION

MISSION

To reduce death/disability related to trauma, disaster and acute illness, through implementation of appropriate education and a well-planned, coordinated disaster and emergency response system.

DEFINITION

Regional Advisory Council. The Organization is a recognized Regional Advisory Council (RAC) for the area described by DSHS as TSA-U (defined below) and organized under the Texas Trauma Rules. All other definitions are in accordance with those set forth by DSHS Rules 157.2.

A RAC is a formal organization originally chartered by DSHS to develop and implement a regional emergency medical services/trauma system plan and to oversee trauma system networking, contracts, and to perform other management services, including, but not limited to, emergency preparedness or other services. The RAC has the authority to expand its purpose for other regional healthcare system coordination.

TSA-U is defined as the Trauma Service Area so designated by DSHS.

Currently TSA-U includes the Texas counties of:

Aransas, Bee, Brooks, Duval, Kenedy, Kleberg, Live Oak, Jim Wells, McMullen, Nueces, Refugio, San Patricio.

Therefore, the Organization covers these counties. In the event that any counties designated are moved into or from TSA-U by DSHS, then the Organization shall cover those counties as later identified by DSHS.

The Organization may enter contracts for service outside the member counties at the discretion of the Board of Directors (Board).

ARTICLE III - PURPOSE

The purpose of the Organization shall be to facilitate a coordinated and comprehensive regional trauma, disaster and emergency health care system.

Functions include but are not limited to the following:

A. Develop and continually update a trauma system plan for TSA-U and submit to DSHS as required by the most current Texas Trauma Rules.

- B. Develop and implement guidelines designed to enhance the quality of trauma care provided.
- C. Determine methods for efficient and expedient inter-facility transfers that are most appropriate for the patient's needs for trauma care and/or rehabilitative services. These methods shall include, but are not limited to, the definition and determination of criteria for triage and criteria for patient transfer.
- D. Provide a forum for communication between parties of the trauma care system to enhance networking and coordination of patient care issues.
- E. Conduct data management and analysis, to include, Trauma, Stroke, Cardiac and Perinatal.
- F. Specify and conduct ongoing Performance Improvement activities.
- G. Assist member organizations in attaining/maintaining trauma designation or Emergency Medical Service (EMS) licensure at the level appropriate to their available resources.
- H. Develop and continually update a regional disaster plan for EMS and hospitals within TSA-U. Regional disaster planning and development is coordinated with appropriate state and local agencies.
- I. Provide the public with information regarding trauma care and injury prevention. Support 9-1-1 and public access to trauma care. Support programs designed to facilitate prevention of trauma and to educate the public as to its importance.
- J. Collaborate with local public health authorities to facilitate the integration of acute health care (clinical medicine) and public health initiatives.

ARTICLE IV – MEMBERSHIP

SECTION 1:

General Membership Qualifications require members of the CBRAC reside in TSA-U or represent a participating entity within TSA-U.

SECTION 2: Voting Membership Qualifications:

- A. The voting members shall be at least 18 years of age, in good standing and consist of the following:
 - 1. A participating representative from each hospital campus located in TSA-U.
 - 2. A **participating** representative from each licensed **EMS** agency providing services within TSA-U.
 - 3. A participating representative from free standing emergency departments.
 - 4. Any physician participating in the CBRAC who meets membership requirements.
- B. Each member organization will identify a designated voting individual in writing to the CBRAC Executive Director, Executive Assistant and Board Secretary. The voting individual must be employed at the hospital campus or for the agency they represent.
- C. If the **designated** voting member is absent from an election meeting they may provide a written proxy to the CBRAC Executive Director, Executive Assistant and Board Secretary prior to the meeting being called to order. Proxy will be from the same facility or agency.
- D. Each **participating** voting member in good standing shall be allowed one vote, by proxy or in person.

SECTION 3: Participation Requirements

Requirements for active participation in the CBRAC Membership shall be defined annually (September 1st – August 31st) as:

- A. Required attendance is 4 (four) of 6 (six) bi-monthly General Membership meetings. Meetings will be held in September, November, January, March, May and July.
- B. New members will join a standing committee within 30 days of becoming a member.
- C. Required attendance is 4 (four) of 6 (six) Standing Committee meetings. See Addendum C, or go to www.cbrac.org for a list of committees.
- D. EMS annual submission of affidavit acknowledging utilization of CBRAC protocols
- E. Participation in the CBRAC Performance Improvement (PI) process, to include submission of requested data.

- F. Submission of all financial statements, invoices, and inventory that may be required by CBRAC for compliance with grant requirements or sound financial practices in accordance with the timelines established by the CBRAC Board or DSHS.
- G. Submission of a completed Needs Assessment to the CBRAC staff annually.
- H. Each EMS Agency, hospital campus, free standing ED campus or individual member must pay the appropriate annual dues.
 - 1. Membership Dues. (See Addendum B)

The Board may change the amount of the membership dues. Members whose dues are delinquent will lose their privileges until all delinquent dues are paid in full.

I. Reinstatement for non-participation.

A former Member will be required by the Board to submit a written request for reinstatement into the Organization. The Board may reinstate Members on any reasonable terms that the Board or said committee deems appropriate.

ARTICLE V - MEETINGS

SECTION 1:

The CBRAC meetings shall be:

- A. Board of Directors meetings will be held monthly. See www.cbrac.org for dates and locations. Meetings may be conducted electronically, in-person or via conference call as determined by the Chair.
- **B. Bi-monthly General Membership meetings:**

Meetings will be held in September, November, January, March, May and July.

- C. Standing Committees will meet a minimum of six times annually. Meetings may be conducted electronically, in-person or via conference call as determined by the Chair.
- D. Occasionally, meeting dates are subject to change. Notice of any changes will be posted on www.cbrac.org and notification sent out electronically to the member List serve.

SECTION 2: Conduct of Meetings

All Board of Directors and General Membership meetings shall be conducted under the current guidelines of Robert's Rules of Order and in full compliance with Texas law.

SECTION 3: Special Meeting

The Chair may call special meetings of the Board. If he/she refuses to act, special meetings may be called by written action of three Directors.

SECTION 4: Notice of Special Meeting

Notice of the time, place, and purpose of a special meeting of the Board will be delivered to each Director by electronic or other form of written communication, at least 72 hours before the meeting whenever possible.

SECTION 5: Executive Board meetings

The Executive Board will meet as deemed necessary by any member of the Executive Board.

SECTION 6: Quorum

A quorum for conducting the business of the Board of Directors or General Membership shall be more than half (51%) of the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1:

- A. The business and affairs of CBRAC and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to limitation imposed by the Articles of Incorporation, or these Bylaws.
- B. Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present constitute an act of the Board. Each Director who is present at a meeting will be deemed to have assented to any action taken at such meeting unless his/her dissent to the action is entered in the minutes of the meeting.
- C. The number of Directors of the CBRAC shall be at least five but no more than eighteen, all of whom must reside in TSA-U. The number of Directors may be increased or decreased by amendment to these Bylaws, but no decrease shall have the

effect of shortening the term of any incumbent directors. (See Addendum C for Board configuration)

D. Directors shall not receive compensation for their services as a member of the Board.

SECTION 2: Board Elections.

- A. The Board of Directors will be elected to office by the majority vote of designated, eligible voting members present at the General Membership meeting in September.
- B. Nominations for office are to be submitted to the Executive Director and the Board Secretary, after the nominee has been contacted to assure acceptance of the nomination.

SECTION 3: Terms.

The Directors named in the articles shall hold office for a period of two (2) years, or until their successors are elected and qualified as provided herein.

SECTION 4: Quorum.

A quorum for conducting the business of the Board shall be more than half (51%) of all members before business can be transacted or motions made or passed.

SECTION 5: Notice.

An official Board meeting requires that each Board member have written notice 72 hours in advance whenever possible. Meeting notices will be posted to www.cbrac.org and sent electronically to the member list serve, this constitutes written notice.

SECTION 6: Officers and Duties.

- A. Members of the Executive Board of Directors (Chair, Vice Chair, Secretary and Treasurer) must serve as an existing Board member in order to ascend to an Executive Board position.
- B. Executive Board Terms Of Office:
 - 1. Chair 2 year term, elected in even years.
 - 2. Vice Chair 2 year term, elected in odd years.
 - 3. Secretary- 2 year term, elected in even years.
 - 4. Treasurer- 2 year term, elected in odd years.

C. General duties of Executive Board Members:

- 1. Perform duties assigned by the Chair
- 2. Act as a resource to Committees
- 3. Check signing authority, Chair, Vice Chair,

Secretary and Treasurer.

4. Report to the Board

D. The Chair shall:

- 1. Preside at the General Membership and Board meetings.
- 2. Make interim appointments as needed with the approval of the Board.
- 3. Sign all contracts approved by the Board.
- 4. Call and chair any special meetings as necessary.
- 5. Attend mandatory RAC Chair meetings or appoint a designee to represent the interests of the CBRAC.
- 6. Represent CBRAC at Texas EMS Trauma and Acute Care Foundation (TETAF) General Assembly meetings.

E. The Vice Chair shall:

- 1. Performs the duties of an absent Chair.
- 2. Supports the Chair in their duties.
- 3. Perform any and all duties of the other Board members in their absence.

F. The Secretary shall:

- 1. Oversee sign-in sheets for General Membership attendance.
- 2. Assure the maintenance of an accurate list of voting membership.
- 3. Be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board and General Membership meetings.
- 4. Perform all duties of an absent Vice Chair.

G. The Treasurer shall:

- 1. Assist in the preparation of CBRAC budgets.
- 4. Review annual audit and ensure that taxes are filed.
- 5. Review banking records and monthly reconciliations.
- 6. Perform all duties of an absent Secretary.
- H. The Past-Chair shall provide guidance to the newly elected Chair during the transition to performance of the listed duties. This position will be advisory only and will have no voting rights or attendance requirements.

I. Committee Chairs:

See Addendum A - Committee Chair Requirements and Duties.

J. Indemnification of Directors, Officers, Employees and Agents:

CBRAC shall indemnify any person serving as employee or as Director of CBRAC for those acting on the behalf of CBRAC.

SECTION 7: Vacancies.

- A. Vacancies on the Board of Directors shall exist if one of the following events should occur:
 - 1. Death.
 - 2. Resignation.
 - 3. Removal of any Director.
 - 4. An authorized increase in the number of Directors.
- B. Declaration of Vacancy The Board of Directors may declare an Office of Director vacant if:
 - 1. They are judged incompetent by an order of court.
 - 2. They are convicted of a felony.
 - 3. They do not accept the office either in writing or by attending a meeting of the Board of Directors, within sixty (60) days of notification of election.
 - 4. They provide the Secretary with a written notice of resignation.
 - 5. They do not meet attendance requirements:
 - a. Failure to attend regularly scheduled Board Meetings, with four unexcused absences per year.
 - b. Three (3) consecutive absences at regularly scheduled Board meetings.
 - c. Directors who serve as Committee Chairs failure to facilitate four of six Committee meetings.
 - d. Absenteeism will be reviewed by the Executive Board and a decision to remove a Board member will be made by a majority vote.
 - 6. Any violation of the CBRAC Board of Directors Ethics Policy.
- C. Board Appointments: In the event that a vacancy on the Board exists the Executive Director, Executive Assistant and Secretary may receive nominations from existing Board members two weeks in advance of a Board meeting. These nominations shall be sent to the Board with the regular Board meeting announcement, to be voted upon at the next Board meeting. Vacancies will be filled only to the end of the vacating Board member's term. Vacancies on the

Executive Board will be filled from the existing Board.

ARTICLE VII - COMMITTEES

SECTION 1: Standing Committees

Standing committees will be comprised as outlined in Addendum C. Each member organization or individual will join a standing committee to which participation requirements are linked.

SECTION 2: Executive Board

The Executive Board consists of the Chair, Vice Chair, Secretary and Treasurer. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Board shall have all of the powers and authority of the Board in the intervals between meetings of the Board.

SECTION 3: Ad-Hoc Committees

The Chair may appoint Ad-Hoc committees, which shall have and may exercise such powers as conferred or authorized by an approved motion of the Board. A majority of the members of any such Ad-Hoc committee may determine its action and fix the time and place of its meeting unless the Board otherwise directs. The Board by affirmative vote shall have the authority at any time to change the responsibilities and composition, or dissolve any Ad-Hoc committee.

ARTICLE VIII - PROHIBITED ACTS

As long as CBRAC is in existence and without the prior approval of the Board, no director, officer, employee, or committee member of CBRAC shall:

- A. Perform any act in violation of the Bylaws or enter into a binding obligation on behalf of CBRAC.
- B. Perform any act with the intention of harming CBRAC or any of its operations.
- C. Perform any act that would make it impossible or unnecessarily difficult to carry on the business of CBRAC.
- D. Receive an improper personal benefit from the operation of CBRAC.
- E. Use the assets of CBRAC, directly or indirectly, for any purpose other than carrying on the business of CBRAC.

- F. Wrongfully transfer or dispose of CBRAC property.
- G. Engage in any defamation related to CBRAC as an organization.
- H. Use the name of CBRAC or any trademark or trade name adopted by CBRAC, except on behalf of CBRAC in the ordinary course of business.
- I. Disclose any of CBRAC's business practices, trade secrets, or any other information not generally known to the business community or any person not authorized to receive it.

ARTICLE IX: EXECUTION OF INSTRUMENTS AND DEPOSIT OF FUNDS

SECTION 1: Authority of Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CBRAC, and such authority may be general or confined to specific instances; and, unless so authorized, no Officer, Agent, or employee shall have any power or authority to bind CBRAC by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

SECTION 2: Signature Authority

- A. Unless otherwise specifically determined by the Board, or otherwise required by law, formal contracts of CBRAC, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of CBRAC, and other corporate instruments or documents, and certificates of shares of stock owned by CBRAC, shall be executed, signed or endorsed by the Chair.
- B. Bank Accounts and Deposits: All funds of CBRAC shall be deposited to the credit of CBRAC with such banks, trust companies, or other depositories as the Board may select.
- C. Endorsement without Countersignature: Endorsements for deposit to the credit of CBRAC in any of its duly authorized depositories may be made without countersignature by any Officer or Agent of CBRAC, or by hand stamped impression in the name of CBRAC.
- D. Signing of Checks, Drafts, Etc.: All checks, drafts, or other order for payment of money, notes or other evidences of indebtedness issued in the name of CBRAC, shall be signed or endorsed as per CBRAC Procurement and Financial Procedures Policies. Board Members authorized to sign on the CBRAC account will be determined by resolution of the Board.

- E. Financial Oversight: The Treasurer is responsible for reviewing fiscal procedures, fundraising, and working with the CBRAC Executive Director and other Board members to develop annual budgets. The Board must approve all budgets. The Board must approve any major change in the budget. Financial reports are required to be shared with the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership and the public.
- F. Employee Compensation: Board approved employees, including but not limited to, the Executive Director, Executive Assistant, EMTF Coordinator and other administrative staff, are entitled to compensation for time worked.

ARTICLE X: CBRAC RECORDS AND REPORTS

SECTION 1: Minutes of CBRAC meetings

CBRAC will keep at its principal office, or such place as the Board may order, a book of minutes of all meetings, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given and the names of those present.

SECTION 2: Books of account

- A. CBRAC will keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. Any surplus, including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. See CBRAC Document Retention Policy.
- B. The Executive Director shall develop an annual budget proposal that shall be submitted to the Board of Directors for final approval. Any amendment or adjustments to the approved budget will be submitted to the Board for approval. In addition, a quarterly financial statement shall be submitted for approval.
- C. The Executive Director or designee will maintain an accurate inventory of all equipment purchased by CBRAC, to include equipment that is stored at the CBRAC office, assigned to specific organizations, or loaned to organizations within

CBRAC is maintained.

SECTION 3: Fiscal year

The fiscal year is defined as September 1st - August 31st when determining participation.

SECTION 4: Dissolution clause

Upon the dissolution of the Organization, the Board will, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations structured and operated exclusively for charitable, educational, religious, or scientific purposes as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI: AMENDMENT OF THE BYLAWS

The Bylaws may be adopted, amended, repealed or revised by a majority vote of the designated voting members of the General Membership present at a meeting designed for that purpose. Proposed amendments and revisions must be submitted to the Board for consideration and recommendation to the General Membership.

These Bylaws were approved and adopted by the General Membership of the Coastal Bend Regional Advisory Council on August 22, 1992.

Attest:	
08/22/92	First Bylaws Adopted
06/23/93	Revised & Approved, Version 2
01/16/95	Revised & Approved, Version 3
09/30/97	Revised & Approved, Version 4
07/14/98	Revised & Approved, Version 5
04/13/00	Discussion Draft
09/10/03	Revised & Approved, Version 6
09/19/03	Discussion Draft to Board
01/08/04	Revised & Approved, Version 7
07/08/04	Revised & Approved, Version 8
06/03/05	Revised & Approved, Version 9
07/14/05	Revised & Approved, Version 10
01/12/06	Review
04/13/06	Review
07/13/06	Revised & Approved, Version 11
04/09/09	Revised & Approved, Version 12
07/08/10	Revised & Approved, Version 13

10/15/11	Revised & Approved, Version 14
07/12/12	Revised & Approved, Version 15
04/14/15	Revised & Approved, Version 16
04/27/16	Revised & Approved, Version 17
10/28/16	Revised & Approved, Version 18
07/26/17	Revised & Approved, Version 19
01/23/19	Revised & Approved, Version 20

ADDENDUM A

Coastal Bend Regional Advisory Council Trauma Service Area U

Committee Chair Requirements and Duties for Standing Committees

Term of Office:

Committee chairs shall hold office for a period of two (2) years, or until their successors are elected and qualified as provided in the CBRAC bylaws.

Committee Chairs will:

- Serve as a resource to the region in your specified area of expertise and make referrals as necessary.
- Facilitate committee activities. Standing Committees will meet a minimum of six times annually. Meetings may be conducted electronically, in-person or via conference call as determined by the Chair.
- Meet as needed with the Executive Director to discuss needs. This can be in person, via phone or email.
- Serve as liaison between committee, Board and General Membership. Contribute to Board and General Membership agendas, as appropriate.
- Read and respond to all material/information distributed by Board or Executive Director.

Conducting Committee meetings:

Before first committee meeting, meet with previous Chair, if appropriate, to discuss ongoing projects of the committee.

- First committee meeting: Assign a representative from your committee to serve in your absence.
- Beginning of year: Set goals based on previous projects, needs assessments, and performance improvement findings.
- Create committee agenda five business days before meeting. Send to committee members and copy the CBRAC staff.

- Chairs are responsible for taking minutes at all committee meetings.
 This may be delegated to a committee member at each meeting if appropriate. Approved minutes should be sent to CBRAC staff within five days of approval. Minutes will be retained at CBRAC office as a permanent record.
- Attendance records will be sent to CBRAC staff within 5 days of meeting.
- If you are unable to attend a committee meeting, you should notify your representative three business days before the meeting and ensure that they have all the necessary information to run a productive meeting.
- Requests and suggestions made during a committee meeting, if they have merit, will be brought before the Board and then General Membership for discussion, approval and/or implementation.
- Complaints are handled during the committee meetings and attempts to resolve them are made in the committee. If a satisfactory decision by all parties cannot be achieved, the matter is brought before the Board to resolve the issue.

Committee specific requirements:

1. Pre-Hospital

a. Yearly review of all regional CBRAC protocols and plans.

2. Trauma Systems

- a. Yearly review of all regional CBRAC protocols and plans.
- b. Collect data that is required to properly analyze trends and take corrective actions.
- c. Assist entities seeking Trauma Designation.

3. Stroke/Cardiac Systems

- a. Yearly review of all regional CBRAC protocols and plans.
- b. Collect data that is required to properly analyze trends and take corrective actions.

4. Performance Improvement

- a. Collect Trauma, Stroke, STEMI and Perinatal data and analyze to establish trends or areas where improvement is needed. Take corrective action to assure performance improvement.
- b. Receive all PI complaints or concerns brought by the Board, committees or general membership.
- c. Committee Chair will convene unbiased, appropriate individuals to review each complaint/concern when presented. The Committee will gather input, analyze data and information received and make recommendations and actions to be taken.

ADDENDUM B

Coastal Bend Regional Advisory Council Trauma Service Area-U Dues Structure

Annual Dues. These will remain in place until changed by the CBRAC Board of Directors.

Hospitals

Dues structure will be based on licensed beds.

# Beds	Dues	
<100 non-admitting	\$1000	
<100admitting	\$2000	
101-250	\$3000	
>250	\$4000	

EMS

Dues structure will be based on number of licensed Ambulances.

# Ambulances	Dues
1-2	\$150
3-7	\$375
8-10	\$750
11 or more	\$875
Air Medical	\$750

First Responder only organizations: \$100.

Free Standing ER's: \$1000

Behavioral Hospital - \$2000

Individual Citizens - \$100

Hospital, Pre-Hospital, First Responder Organization, or private individual within our region will be allowed to attend CBRAC meetings. Benefits or voting privileges are available to members with "Active Participation" as defined in Article II Section 3.

ADDENDUM C

Coastal Bend Regional Advisory Council Trauma Service Area - U

Board Configuration

The Executive Board of Directors will consist of:

- Chair voted for in even years
- Vice Chair voted for in odd years
- Secretary voted for in even years
- Treasurer voted for in odd years

The Board of Directors will consist of a Chair for each of these Standing Committees or as a Director at large:

- Professional Education voted for in odd years
- Pre-hospital (small) voted for in odd years
- Pre-Hospital (medium) voted for in even years
- Pre-Hospital (large) voted for in even years
- Systems Performance Improvement voted for in even years
- Trauma Systems voted for in even years
- Injury Prevention voted for in odd years
- Cardiac Systems voted for in even years
- Stroke Systems voted for in even years
- Perinatal voted for in odd years
- Special Populations voted for in odd years
- Behavioral Health voted for in odd years
- Free Standing ED voted for in odd years
- Air Medical voted for in even years

Three Board positions exist for small, medium and large EMS Agencies. Size is based on the number of DSHS licensed units operating in TSA-U. One of these individuals will Chair the CBRAC Pre-Hospital Committee.