

# **Northeast Texas Regional Advisory Council Trauma Service Area (TSA) F**



# **Bylaws**

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1. Name

- a. This organization shall be known as Northeast Texas Regional Advisory Council, (NETRAC), which is located within Trauma Service Area or TSA-F in Texas.
- b. NETRAC proudly serves northeast Texas including the counties of Bowie, Cass, Delta, Franklin, Hopkins, Lamar, Morris, Red River, and Titus.

2. Mission/Purpose

- a. Mission - To Promote, Develop, and Advance an Acute Care, Emergency Healthcare, and Disaster Preparedness System.
- b. Purpose - To coordinate and provide leadership necessary to achieve high level regional care by supporting member organizations, enhancing community access to healthcare, and coordinate disaster preparedness and response.

3. Membership

- a. General membership encompasses a wide range of agencies or individuals concerned about the health and well-being of the community as it relates to acute care, emergency healthcare, and disaster preparedness. Members are accepted equally and without discrimination so long as they uphold the requirements set forth by these bylaws. Member entities must maintain eligibility as per subcontract.
- b. Voting membership requires that the member actively represent an acute care facility, emergency medical service, educational agency, disaster service, or long-term care facility. The voting member must practice and/or reside within the boundaries of TSA-F.
- c. Member may request documentation of compliance with participation requirements from the NETRAC office. Members failing to meet participation requirements should be notified by the Executive Director or designee.
- d. A current membership list should be maintained at the NETRAC office. All members are required to pay annual dues by the specified due date. Dues shall be determined based on hospital trauma designation level, EMS number of licensed vehicle/aircraft, or flat fee for all other entities.

4. Participation

- a. Participation letters are provided twice a year for the previous rolling twelve months.
- b. To remain in good standing the member must:
  - i. Must have annual signed subcontract on file in the NETRAC office by the due date.
  - ii. Must be current with all required dues by the due date.
  - iii. Must participate in 75% of General Assembly meetings.

- iv. Must participate in 75% of meetings in at least two of the standing committees.
  - v. Must attend/participate in annual health education/prevention activities supported by NETRAC.
  - vi. Must abide by NETRAC standard operating guidelines.
  - vii. If designated or accredited
  - viii. Shall provide notification of pursuit, award, or change of designation or accreditation.
  - ix. Shall submit data to all related registries as required to the respective programs.
- c. Exceptions may be considered by the Board of Directors on an individual basis. An entity seeking an exception must submit, in writing, a request for the exception and provide documentation to support the request. The request will be forwarded to the Board of Directors for further review and/or action.
  - d. A bi-annual review of participation requirements should be performed by the Executive Director. For any entity not meeting the minimum requirements set forth by these bylaws and does not have an approved exception on file; should be forwarded to the Board of Directors for further review and/or action.

#### 5. Board of Directors

- a. It is the purpose of the Board of Directors to act with honor, integrity, and in the best interest of NETRAC. The NETRAC Board of Directors is a body of elected and appointed members who jointly oversee the activities of the organization, ensure accountability to its members, stakeholders, and the community, and facilitate the achievement of goals set by NETRAC.
- b. The Board of Directors consists of RAC Chair, Vice-chair, At-large, and Committee Chairs.
- c. The Board of Directors has the responsibility to:
  - i. Establish a system of governance for our organization.
  - ii. Be empowered to hire an Executive Director who may employ personnel, lease space, and acquire equipment with the approval of the Board.
  - iii. Shall review recommendations from committees for changes within the region.
  - iv. Annually approve the amount of funds to be dispersed for NETRAC.
  - v. Establish and/or dissolve and provide direction to the standing committees of NETRAC.

#### 6. Executive Committee

- a. It is the purpose of the Executive Committee to act with honor, integrity, and in the best interest of NETRAC. The Executive Committee should provide the leadership, guidance, and oversight of NETRAC, ensure decisions made align with NETRAC mission and purpose, and play a key role in driving the success of NETRAC.
- b. The Executive Committee consists of Chair, Vice-chair, Secretary, and Treasurer.

- c. The Executive Committee has the responsibility to:
  - i. Advises and prioritized issues for the Board of Directors
  - ii. Performs an annual evaluation of the Executive Director
  - iii. Determine and/or set the salary of the Executive Director
  - iv. Periodically review the Articles of Incorporation for changes
  - v. Serve as mediator during any dispute as it relates to the business of NETRAC.
  - vi. Are responsible for the continuity of operations as needed.

## 7. Duties of Board of Directors

- a. Chair
  - i. The Chair is elected for a two-year term on odd years and shall:
  - ii. Preside at all meetings of the General Membership, Board of Directors, and any special meetings.
  - iii. Facilitate development and achievement of organizational goals.
  - iv. Coordinate the annual election process.
  - v. Make interim appointments as needed with the approval of the Board of Directors.
  - vi. Sign all contracts with the Executive Director after approval of the Board of Directors.
  - vii. Serves on the Executive Committee
  - viii. Serves as a mentor for any chair elect as needed
- b. Vice-Chair
  - i. The Vice-chair is elected for a two-year term on even years and shall:
  - ii. Preside over NETRAC activities in the absence of the chair.
  - iii. Perform duties as assigned by the chair.
  - iv. Assist in preparing any necessary reports or documentation required.
  - v. Serves as an advisor to the Chair.
- c. Secretary
  - i. The Secretary is appointed for a two-year term on odd years and shall:
  - ii. Prepare and ensure accuracy of minutes for all proceedings of the Board, Executive Committee, Finance Committee, and General Membership meetings. All minutes are maintained in the NETRAC office.
  - iii. Coordinate the review of NETRAC bylaws and present annually to the Board of Directors.
  - iv. Assist in preparing any necessary reports or documentation required.
- d. Treasurer
  - i. The Treasurer is appointed for a two-year term on odd years and shall:
  - ii. Review and ensure accuracy of all monthly financial reports conducted by the Executive Director and approved by the RAC Chair.
  - iii. Chairs the Finance Committee and prepares a summary report for the Board of Directors and General Assembly
  - iv. Collaborate with Executive Director in preparing any necessary reports or documentation as required.
- e. Committee Chairs

- i. Committee Chairs are selected by each respective committee as defined in these bylaws for a two-year term and shall:
      - ii. Organize and conduct committee meetings as defined in the Bylaws.
      - iii. Facilitate the development and achievement of goals for the committee.
      - iv. Provide committee summary report to General Assembly
      - v. Assist in preparing any necessary reports or documentation as required.
    - f. At-large Member
      - i. The at-large member is elected for a two-year term in odd years and shall:
      - ii. Is the liaison for General Assembly to the Board of Directors
8. Eligibility for Board of Directors/Executive Committee member
- a. Eligibility for a board position requires active participation by the member candidate. Active participation is defined as a minimum of one year attendance of 75% at General Assembly meetings and 75% attendance demonstrated by routine participation at quarterly committee meetings.
  - b. Nominations for a board position is determined by the committee's election of the committee chair, and General Assembly election of the RAC Chair, RAC Vice-chair, and At-large.
  - c. To remain in good standing, members must attend 75% of the required Board of Directors meetings per year.
  - d. All Board of Director members must view and sign the DSHS "What Every Non-Profit Board Member Needs to know".
  - e. All Board Members will act as a public relations liaison for NETRAC in providing information, guidance, and education to the community.
  - f. A Board member who does not comply with assigned responsibilities or remain in good standing, may be relieved of duty in executive session.
    - i. The Board member shall have the right to present evidence prior to the executive voting as to why he or she should not be removed.
    - ii. A Member may be removed by a majority two-thirds vote once quorum has been met.
    - iii. If a member loses the board position, they are also automatically removed from the committee for which they chair.
    - iv. Replacement for any open member position shall be elected as outlined by these bylaws.
9. Voting
- a. Overall Voting
    - i. Upholding all transparency, security of voting operations needs to guarantee that all designated voters can participate in voting and vote according to the unified decision of their entity, without fear of intimidation, retaliation, or retribution.
    - ii. In general, it requires that voting operations-related documents are publicly accessible and that all political or administrative decisions

relating to voting operations are publicly available and subject to challenge and independent review.

- iii. Members must disclose any conflict of interest or perceived conflict of interest and must refrain from voting on issues that present a conflict. The member with the conflict will place a vote of abstainment. Decisions may be based upon a majority vote once a quorum has been met unless otherwise specified.
- b. General Assembly Vote
- i. A member entity must submit a “Voting Member Application” annually and be approved by the Board of Directors. All voting member application forms should be maintained in the NETRAC office. If no voting member application is on file, no vote will be counted for that entity. Each entity in good standing shall have two voting members as per the “Voting Member Application”: a primary representative and an alternate.
  - ii. Member organizations will have only one vote on the member organization's behalf. The designated voting representative shall be responsible for obtaining consensus among their organization's members and submitting a single vote on behalf of the member organization. If the primary or alternate member is not available a proxy may be used. The proxy must provide a letter from the primary voting member in order to vote at the time of the meeting. The proxy’s voting privilege is only good for the current meeting.
- c. Board Vote
- i. Participation from each Board of Directors member is encouraged, affording one vote per issue. Items requiring a vote by the Board of Directors may be conducted by voice, show of hands, electronically, or ballot voting at the discretion of the presiding chair.
  - ii. In tie votes, the presiding Chair holds the tie-breaking vote.
  - iii. If the board member is not available a proxy may be used. The proxy must provide a letter from the board member in order to vote at the time of the meeting. The proxy’s voting privilege is only good for the current meeting.
- d. Election process
- i. To provide continuity of representation of board members a nomination should be based on expertise, regional involvement, and in good member standing.
  - ii. Nominees should be disclosed to General Assembly in the quarter prior to voting with a final call for nominations 30 days prior to the election month.
  - iii. New Board of Director positions will be effective beginning with the following meeting. In the event that there is no other person available or willing to serve, an additional term(s) may be approved by a majority vote of the General Membership.

- iv. If an elected member vacates their position prior to the end of the term, the Chair with the approval of the Board, will appoint an interim to serve until the next election.
- v. If the Chair is unable to meet the roles and responsibilities of the position, the Vice-Chair will succeed them until the next election.

## 10. Meetings

- a. Overall Meetings
  - i. NETRAC meetings will be conducted following the Texas Open Meeting Act (Government Code, Chapter 551).
  - ii. The following NETRAC meetings will be scheduled as outlined in the bylaws, any meeting may be postponed for any reason which should be documented with approval of Executive Director and Chair.
  - iii. A quorum for conducting the business of NETRAC should not be less than one-half of the members of the Board of Directors.
  - iv. Ad hoc meetings or committees may be established and/or dissolved at the discretion of the Board depending on any identified needs.
- b. Board of Directors meeting
  - i. Should be scheduled quarterly during the months of January, April, July, and October on the second Thursday of the month and open to general assembly attendance.
  - ii. Executive sessions may be scheduled or called at any time to address legal, human resource, or strategic issues by any board member.
  - iii. Any item for the Board of Directors meeting must be submitted at least twenty-one days prior to the meeting. Agenda items will be accepted by any board member, chair, general member, or member organization for consideration.
  - iv. A quorum will be met when one-half of the board members are present.
- c. Executive Committee meeting
  - i. Executive committee may meet between scheduled Board of Director meetings to address time sensitive matters.
  - ii. Additional meetings will be scheduled as needed with advance notice identifying place, day, time, and purpose for which the meeting is being called.
- d. Finance Committee meeting
  - i. The finance committee, chaired by the Treasurer, will have the duties to ensures fiduciary responsibility is maintained by NETRAC.
  - ii. It is the responsibility of the Treasurer to comprise the finance committee with fair and equal representation of the General Assembly.
  - iii. The committee should schedule to meet twice a year in June and December. Additional meetings may be requested based on identified fiscal needs.
  - iv. A quorum will be met when one-half of the committee members are present.
- e. General Assembly meetings



- i. The General Assembly meeting will be scheduled quarterly during the months of January, April, July, and October on the second Thursday of the month.
  - ii. Meetings of the general assembly will be held at a central location for ease of travel for its members.
  - iii. A quorum will be met when one-half of the voting members are present.
- f. Standing Committees
  - i. NETRAC Board of Directors shall establish and provide direction for each of the standing committees as outlined below.
  - ii. Each standing committee shall have an identified committee chair or designee which will be selected to two-year terms by its membership. This process should take place in conjunction with the election of open positions on the Board of Directors.
  - iii. The designee should preside over the committee in the absence of the committee chair; and perform duties as assigned by the committee chair.
  - iv. Eligible nominees must attend 75% of meetings of the respective committee.
  - v. Each committee should schedule at least four quarterly meetings per year and keep minutes and attendance at each meeting. A majority of members present at any properly announced meeting shall constitute a quorum.
  - vi. Written agendas, minutes, and attendance records should be provided to the Executive Director for maintenance in the NETRAC office.
  - vii. The chair of each committee should be able to provide a report to the Board of Directors and General Assembly during those respective meeting times.
  - viii. Each committee should collect and utilize data to develop performance improvement initiatives and priorities.
  - ix. Committees are as listed:
    - 1. Perinatal
    - 2. Trauma/Acute Care/Pediatrics
    - 3. EMS/Air Medical
    - 4. Cardiac/Stroke
    - 5. Injury Prevention/Education/Disaster Preparedness

#### 11. Fiscal Responsibility Standards

- a. The NETRAC fiscal year will be September 1 through August 31. NETRAC is a nonprofit organization under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, as recognized by the Internal Revenue Service. As such, no one individual or entity may profit from the activities of NETRAC.
- b. Budget preparation is achieved through needs assessments provided by NETRAC committees as well as strategic direction provided by the Board of Directors and General Assembly.
- c. All checks greater than \$5,000.00 will have two signatures. These signatures may be any combination of those on the bank signature card. Bank signature card

should be reviewed by the Finance Committee and presented for approval to General Assembly at least every two years.

- d. Expenditures outside of the annual approved budget must conform to the following schedule:
- | <u>Amount</u>       | <u>Approval Required</u> |
|---------------------|--------------------------|
| \$5,000-\$10,000    | Executive Committee      |
| \$10,000.01 or more | Board of Directors       |
- e. The Executive Director may authorize expenditures associated with specific grants if a budget was submitted as part of the grant process and the grant application was approved by the Board of Directors upon completion or at notice of award.
- f. NETRAC as a 501(c)(3) may be dissolved by a vote of at least seventy-five percent (75%) of the voting membership present and voting. Upon dissolution, any eligible existing funds of NETRAC shall be distributed to an appropriate organization or entity that shall utilize the funds to continue the mission of NETRAC for all citizens of TSA-F.
- g. Indemnity and Insurance. NETRAC will indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Texas Business Organizations Code and may, if and to the extent authorized by the Board of Directors, indemnify any other person whom it has the power to indemnify against liability, reasonable expense, or any other matter.
- h. As may be provided by specific action of the Board of Directors, NETRAC may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of NETRAC against any liability asserted against him or her and incurred by such person in such a capacity or arising out of his or her status, whether or not NETRAC would have the power to indemnify him or her against the liability under this Section.
- i. Limitation of Liability. A director of NETRAC shall not be liable to NETRAC or its members for monetary damages arising as a result of an act or omission committed by the director while acting within his or her capacity as a director, except that this Section shall not eliminate or limit the liability of a director for:
- j. Breach of a director's duty of loyalty to NETRAC or its members.
- k. An act or omission not in good faith that constitutes a breach of duty of the director to NETRAC or that involves intentional misconduct or a knowing violation of the law.
- l. A transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- m. An act or omission for which the liability of a director is expressly provided for by statute.

## 12. Amendments to Bylaws

- a. Per Texas Administrative Code rule 157.123 there will be annual documentation of review of the bylaws.

- b. Any proposed amendments to the current bylaws can be made by any General Assembly member. Proposed amendments should be reviewed by the Board of Directors for appropriateness and further recommendations.
- c. Copies of the proposed amendments will be posted/disseminated no less than 21 days prior to the next General Assembly meeting.
- d. The bylaws may be adopted, amended, or revised by an affirmative vote of two-thirds of the General Assembly once a quorum has been met.

13. Alternate Dispute Resolution Process

- a. Any provider or individual representing a provider, service or hospital that has a dispute in connection with another provider or the NETRAC itself (e.g., by-laws, trauma system plan, guidelines or protocols; action(s) or in-action(s), etc.) may formally voice its disapproval in writing. The written formal protest must be addressed to the chairperson of the NETRAC within 30 days.
- b. A formal protest must contain the following: a specific statement of the situation that contains the description of each issue and a proposed solution to resolve the matter(s).
- c. An odd-numbered neutral or impartial group, agreeable to both parties, will be assembled to review the issue(s). This group may solicit written responses to the dispute from interested parties. If the dispute is not resolved by mutual agreement, the group will issue a written determination, within thirty (30) calendar days of receipt of all pertinent data.
- d. Party or parties may appeal the determination by the group and ask the issue to be brought before the General Membership of the NETRAC for a final determination. The party or parties have no later than thirty (30) calendar days after the determination to submit the request for secondary review. In the event the appeal is not timely in delivery, it will not be considered. If not considered, the parties will be notified in writing.

The request must be submitted to following address:  
 NETRAC Chair  
 1128 Clarksville St Suite 150  
 Paris, TX 75460

\_\_\_\_\_  
NETRAC Chair

\_\_\_\_\_  
Date

\_\_\_\_\_  
NETRAC Secretary

\_\_\_\_\_  
Date

**Reviewed/Revised**

**Date**