



CENTEX
Regional Advisory Council

**By-Laws of the Central Texas (CENTEX)
Regional Advisory Council (RAC)**

Article I - Name

This 501 (c)3 nonprofit corporation shall be known as the CENTEX Regional Advisory Council, shall be referred to as CENTEX RAC. The Service Area includes the counties of Bell, Coryell, Hamilton, Lampasas, Milam, and Mills. The CENTEX RAC service area is also referred to as Trauma Service Area-L (TSA-L) or Perinatal Care Region (PCR).

Article II - Mission Statement

To provide the infrastructure and leadership necessary to reduce death and disability through coordinated efforts focused exclusively on the Emergency Healthcare System within the CENTEX RAC Region.

Article III - Vision

To be a model leader within Central Texas ensuring coordination and response to meet the needs and requirements of the Emergency Healthcare System.

Article IV - Purpose

The purpose of this organization is to:

- a) Advance and improve the state of healthcare for patients within the counties of the Central Texas Region
- b) Decrease death and disability
- c) Encourage activities intended to promote cooperation among member organizations
- d) Advocate for and coordinate administration of funding to support CENTEX RAC initiatives and member entities
- e) Increase public awareness and education regarding healthcare literacy, increase access to the emergency health care system and prevent injury
- f) Coordinate and provide education related to trauma, stroke, cardiac, perinatal and other acute healthcare topics and needs
- g) Facilitate response coordination to mass casualty incidents and disaster events.

Article V - RAC Membership

Section 1: Membership

Voting membership within CENTEX RAC shall be one of the following:

- a) Healthcare facility
- b) Emergency medical services provider
- c) Emergency first response organization
- d) Educational entity
- e) Disaster response entity
- f) Community members interested in the vision and purpose of the RAC

To be a member of the RAC, the entity/individual must reside within or do business within the CENTEX RAC region. The CENTEX RAC Board retains the right to deny membership to an entity/individual.

Section 2: Member Voting

Each member entity will appoint three representatives—a primary, a secondary, and a tertiary—who will be responsible for casting votes on their behalf during the General Assembly meetings. These representatives must be part of the entity they are voting on behalf of. Each entity member is allotted one vote at the General Assembly.

Each entity will provide the above information on the Membership Form in accordance with the Membership Policy.

Section 3: Active Members and Participation in the RAC

- a) A member entity must complete a Member Information and Needs Assessment Form annually.
- b) A member entity must participate in completion of a regional self-assessment by the end of each odd state fiscal year.
- c) A member entity must pay annual member fees to CENTEX RAC. Dues will be assessed after approval by the Board and ratification by the General Assembly in accordance with the Dues Policy.
- d) Exceptions to the above requirements may be considered by the Board on an individual basis. An entity seeking the exception must submit the request, in writing, to the RAC Board, with documentation in support of the request.
- e) A list of membership and current policies may be obtained from RAC Staff.

Article VI - The Board of Directors

Section 1: The Board will be composed of the following members:

Executive Committee:

- 1) Chair
- 2) Vice Chair
- 3) Secretary
- 4) Treasurer
- 5) Immediate Past Chair

Service Line Representatives

- 6) EMS Operations
- 7) Emergency Preparedness & Response
- 8) Trauma
- 9) Cardiac
- 10) Stroke
- 11) Perinatal
- 12) Emergency Department

Other Representatives

- 13) Medical Advisory
- 14) Lead Pediatric Facility
- 15) Military Facility
- 16) Rural Area At-large
- 17) Physician At-large
- 18) Community At-large

Section 2: Quorum

51% of the seated Board shall constitute a quorum for the purpose of conducting any business of CENTEX RAC.

Section 3: Meetings

The Board should hold a minimum of four (4) meetings per year. Additional meetings will be scheduled as needed. The Chair may call an special meeting at any time with a 72-hour advance notice to the Board Members. This notice may be sent by the Chair or his/her designee electronically. Either the Chair or Vice Chair must be present for a Board meeting to take place.

Section 4: Attendance

Meetings may be held in-person or virtually. Members must physically attend 75% or greater of held meetings.

Section 5: Board of Directors Qualifications

Any person elected or appointed to the Board of Directors must meet one of the following qualifications:

- a) Work for a member entity in good standing
- b) Live in the CENTEX region.
- c) Executive Committee members must participate in the RAC personally for a minimum of one (1) year except for the Chair, who shall have a minimum of two (2) years.
- d) All positions (excluding Immediate Past Chair, Chair, and appointed positions) will be nominated by the General Assembly in the 3rd quarter of the appropriate year for election in the 4th quarter of that year unless noted differently below.
 - The Lead Pediatric Facility Representative will be appointed by the Chief Medical Officer of the Lead Pediatric Facility.
 - The Military Facility Representative will be appointed by the Carl R Darnall Army Medical Center.
 - The Rural Area At-large position will be filled by someone that provides healthcare in a rural county/setting.
 - The Physician At-large position must actively practice and/or live in the Central Texas Region.
 - The Community At-large position will be filled by a person that is not tied to healthcare and shall represent the public.

Section 6: Resignation/Succession

A Board Member, including Executive Committee members, who does not comply with assigned responsibilities, suspected criminal activity, failure to disclose a conflict of financial interest, ethics violation, or termination by a member entity, may be relieved of office by a majority vote of the seated Board. A replacement shall be assigned by the Chair with a majority vote of the Board present at the meeting.

Any vacancies shall be appointed for the balance of the unexpired term by the Chair with approval by a majority vote of the Board. The Board Member who serves the unexpired term will be eligible for reappointment twice. If no one wishes to serve, the Board may approve additional terms with a majority vote of those present at the meeting.

If the vacated position is an Executive Committee member, the Chair will appoint a replacement for the vacated position with majority approval of the Board present at that meeting. The appointment must meet all qualifications noted in Section 5 of this Article.

If the Chair resigns, or is removed from office prior to the term expiration, the Vice Chair will immediately succeed the resigned/removed Chair with majority approval of the Board present at that meeting.

If the Vice Chair does not feel they are ready to assume the Chair position, the Board may:

- 1) ask the current Chair to remain for a specified time frame
- 2) appoint a Chair from Past Chair or Corporate Healthcare Leader from within the Region by majority vote of the Board present at that meeting.

Section 7: Elections

Elections shall be held in the 4th quarter of each calendar year. Terms shall begin the following January.

To provide continuity of representation on the CENTEX RAC Board:

- a) The Chair serves for a 2-year term. Upon completion of that term, the Chair will move to the Immediate Past Chair position for a minimum of one year.
- b) The Vice Chair is elected to a 2-year term in odd numbered years after which the Vice Chair becomes Chair.
- c) The Secretary and Treasurer shall serve 2-year terms. The Secretary and the Treasurer will be elected on the even years.
- d) The Committee and Other Representatives will be elected to the Board in odd or even years based on the number listed in Article VI, Section 1 for each position. These positions shall serve 2-year terms.

Section 8

The Board shall develop and maintain policy statements that guide the functioning of the RAC. A policy shall receive final approval of the Board with a majority vote of those members present.

Article VII - Election of Officers and Board Members

Section 1: Nomination Announcement

At the 3rd quarter meeting of each year, nominations shall be requested from the General Assembly. Nominations will be accepted from the announcement until no later than 45 days from being opened.

Section 2: Nomination Presentations

Nominations shall be provided to the General Assembly by the Governance Committee at least 30 days prior to the 4th quarter meeting each year. The election of expired term Board Members shall be by open ballot during the 4th quarter meeting each year.

Section 3: Board of Directors Diversity

The Executive Committee and Staff will attempt to maintain equal representation by member entities and county of representation whenever possible. There is no intent for a member entity or county to have control of the Board.

Article VIII - Duties of Board Members

Section 1: The Chair shall:

- a) Preside over all meetings of the General Assembly, Board, and any special meetings.
- b) Facilitate development and achievement of organizational goals.
- c) Make interim appointments as needed with the approval of the Board.
- d) Represent this organization at the Texas Department of State Health Services (DSHS) RAC Chair & Executive Director Meetings or identify a designee.

Section 2: The Vice Chair shall:

- a) Preside over RAC activities in the absence of the Chair. Perform duties as assigned by the Chair.
- b) Assist in preparing any necessary reports or documentation required. Perform financial duties in the absence of the RAC Staff.
- c) Ensure that the Executive Director receives an evaluation annually.
- d) Chair the Governance Committee.

Section 3: The Secretary shall:

- a) Sign minutes for Board and General Assembly meetings.
- b) Handle all correspondence of the organization in the absence of the RAC Staff.
- c) Assist in preparing any necessary reports or documentation required.
- d) Review all insurance policies for the RAC.
- e) Ensure all Secretary of State reports are submitted.

Section 4: The Treasurer shall:

- a) Review all financial business conducted by the RAC and perform monthly reconciliations.
- b) Assist in preparing any necessary reports or documentation required, including DSHS Financial Reports.
- c) Ensures the RAC completes an independent audit and files federal tax return annually.
- d) Establish and chair a Budget & Finance Committee no later than March annually.

Section 5: The Executive Committee shall:

- a) Have the authority to hire paid staff.
- b) Serve as the Purchasing Body for any capital expenditures.

Section 6 The Governance Committee shall:

- a) Shall be chaired by the Vice Chair.
- b) Shall serve as the Nominations Committee.
- c) Shall be responsible for reviewing and recommending updates to organization documents.

Article X - Standing Committees

Section 1: Committees

- a) Cardiac:
 - 1) To serve as a liaison between health care facilities within this region to include the monitoring of system development, coordination of activities, performance improvement, facility designations and hospital training.
 - 2) To provide ongoing performance assessment and improvement activities designed objectively and systematically monitor and evaluate the quality of acute care patient care through system analysis to identify and pursue opportunities to improve patient care.
- b) Emergency Department:
 - 1) To serve as a liaison between emergency departments within this region to include the monitoring of system development, coordination of activities, and performance improvement.
- c) EMS Operations:
 - 1) To serve as a liaison for pre-hospital providers within this Region to include the monitoring of system development, coordination of activities, performance improvement, and pre-hospital training.
- d) Emergency Preparedness & Response:
 - 1) To coordinate preparedness and responses to acute medical mass casualty incidents and disaster situations.
- e) Medical Advisory:
 - 1) To monitor the performance of identified performance improvement indicators as it relates to the quality of patient care.
 - 2) Make recommendations regarding system enhancement and/or improvements.
 - 3) Inter-local liaison workgroups may be formed to provide comprehensive review of issues with greater local participation.
 - 4) Information/inquiries may be originated at either the Medical Advisory Committee or the

other committees. In either case, the summary of discussions will be reflected in the minutes of the Medical Advisory Committee.

- f) Perinatal:
 - 1) To serve as a liaison between health care facilities within this region to include monitoring of system development, coordination of activities, performance improvement, facility designations and hospital training.
 - 2) To provide ongoing performance assessment and improvement activities designed objectively and systematically to monitor and evaluate the quality of acute care patient care through system analysis to identify and pursue opportunities to improve patient care.
- g) Stroke:
 - 1) To serve as a liaison between health care facilities within this region to include monitoring of system development, coordination of activities, performance improvement, facility designations and hospital training.
 - 2) To provide ongoing performance assessment and improvement activities designed objectively and systematically to monitor and evaluate the quality of acute care patient care through system analysis to identify and pursue opportunities to improve patient care.
- h) Trauma:
 - 1) To serve as a liaison between health care facilities within this region to include monitoring of system development, coordination of activities, performance improvement, facility designations and hospital training.
 - 2) To provide ongoing performance assessment and improvement activities designed objectively and systematically to monitor and evaluate the quality of acute care patient care through system analysis to identify and pursue opportunities to improve patient care.

Section 2: Committee Chair/Vice Chair

Each standing committee shall have an identified chair/vice chair who will be selected by the membership of that committee annually. This process will occur in December of each year in conjunction with the election of Officers and Board of Directors. A committee may change its election process by making a recommendation to the Board of Directors for approval with the reason for the deviation.

Section 3: Meetings

Each standing committee shall have at least 3 meetings per year and keep minutes of each meeting except for performance improvement which is confidential information. Meeting minutes may be obtained by any RAC member from the RAC Staff. The minutes may be provided either in hard copy or electronically. Meetings may be held in-person or virtually. Members must physically attend 75% or greater of held meetings.

Article XI - General Assembly Meetings

Section 1: Quorum

At least 50% plus one (1) of the hospital, located in the Region; 50% plus one (1) of the transport EMS providers working in the Region; one (1) Executive Committee member; and three (3) Board Members not including the Executive Committee member, shall constitute a quorum for a General Assembly meeting.

Section 2: Meetings

The General Assembly shall meet at least three (3) times per year. Any member of the Executive Committee may call a special meeting. A minimum of 72-hour notice which will be provided electronically to all members on the General Assembly email list serve.

Article XII - Finance and Fiscal Responsibility Standards

Section 1: Fiscal year

The Central Texas RAC's fiscal year shall begin January 1 of each year and end December 31 of each year. An external audit shall be completed in accordance with State and Federal regulations.

Section 2: Audit Committee

The Board shall operate as the Audit Committee.

Section 3: Budget

The Budget will be completed by the RAC Staff then presented to the Budget & Finance Committee for recommendation to the Board for approval and then for ratification at the 4th quarter General Assembly meeting.

Section 4: Authorized Bank Signatory

All Checks must have two signatures. These signatures may be any combination of the Executive Committee, excluding the Treasurer, and the Executive Director. The RAC will maintain a minimum of two (2) checking accounts ("restricted" & "unrestricted") and may establish additional accounts as needed with the approval of the Executive Committee.

Section 5: Non-budgeted Expenditures

In addition to approved budget expenditures, approval of non-budgeted expenditures must conform to the following schedule:

Amount

- \$0.00 - \$1500.00 – Approval by the Chair Only*
- \$1500.01 - \$25,000.00 -Approval majority of the Board of Directors
- Over \$25,000.01 or Capital expenses (i.e., building, land, and vehicles) - Approval majority roll call vote of the membership at General Assembly.

*In the absence of the Chair, expenditures from \$0.00 - \$1500.00 may be approved with the agreement of the remaining members of the Executive Committee.

Section 6: Funding Documentation

Any grant funds and/or resources received by the CENTEX RAC will only be made available to those member entities that are active participants in CENTEX RAC. Exceptions to this rule may be made at the discretion of the Board. Any member entity receiving funds and/or resources through and/or from CENTEX RAC must provide required reports, supporting documents, etc. as stated at the time the funds/resources are received by the member entity. Failure to comply will result in ineligibility of funding through and/or from CENTEX RAC for a period of not less than one (1) fiscal year funding cycle. The distribution of funds will be in accordance with State and Federal regulations.

Section 7: Funding Definitions

All contract/grant funds shall be considered "restricted." "Restricted funds" are defined as those funds that must be utilized as provided in a fully executed contract, grant application and/or award notice, or directed donation.

Any funds received that have not been "restricted" shall be considered "unrestricted" and may be utilized for any type of expenditure. "Unrestricted funds" shall include but not limited to dues, donations, etc.

Article XIII - Alternative Dispute Resolution (ADR) Process Section 1

See CENTEX RAC ALTERNATIVE DISPUTE RESOLUTION (ADR) Policy.

Article XIV - Amendments

Section 1: Bylaws

Proposed amendments and revisions must be submitted to a CENTEX RAC Governance Committee member or the Staff at any point. All proposed bylaw revisions and/or changes will be submitted to the Board of Directors by the Governance Committee. Once ratified by the Board of Directors, the General Assembly will be notified via either United States Postal Service, through email, or the CENTEX RAC website thirty days prior to action. The bylaws may be adopted, amended, or revised by an affirmative roll call vote of two-thirds of the General Assembly voting members present at the meeting.

Section 2: Emergency Healthcare System Plan

The RAC will maintain an Emergency Healthcare System Plan that will be updated, as needed. A majority vote of the Board and ratification by a majority vote of the General Assembly shall constitute approval of the Emergency Healthcare System Plan.

Article XV - Administrative Operations

Section 1: Meeting Facilitation

Basic Robert's Rules of Order should be used as a guide for all meetings administered by the RAC.

Section 2: Financial Records Request

CENTEX RAC members may obtain copies of financial records, 990s, audit findings, etc. within 10 business days of written request received by the Staff or Chair in accordance with all state and federal policies, rulings, and generally accepted practices. A request must be submitted in writing. The request must include specific items that are requested. A mutually agreed upon time to view the records will be negotiated, or records will be provided as allowable within 10 business days of received request. Original documents may not be removed from the RAC offices without written approval of the Chair. Certain documents may not be available for copying.

Certification

I certify that I am the duly elected and acting secretary of the Central Texas Regional Advisory Council and that the foregoing Bylaws constitute the Bylaws of CENTEX RAC. These Bylaws were reviewed and approved by the General Assembly of CENTEX RAC.

DATED THIS 26th DAY OF March, 2025

_____ Ms. Elizabeth Hicks
CENTEX RAC CHAIR

Angela Newton, MSN, RN Ms. Angela Newton
CENTEX RAC SECRETARY

 Tracy Arther
CENTEX RAC EXECUTIVE DIRECTOR