

CENTRAL TEXAS REGIONAL ADVISORY COUNCIL BYLAWS

Article I – Name

This organization shall be known as the Central Texas Regional Advisory Council (CTRAC). The Service Area includes the counties of Bell, Coryell, Hamilton, Lampasas, Milam, and Mills. The CTRAC Service Area is also referred to as Trauma Service Area (TSA) or Perinatal Care Region (PCR) L.

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 Central Texas RAC Region.

Article III – Vision

To be a model leader in Texas for meeting the needs of the entire Emergency Healthcare System.

Article IV – Purpose

Section 1. The purpose of this organization is to:

- A. Advance and improve the state of healthcare for patients within the counties of 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 CTRAC initiatives and member entities.
- E. Increase public awareness and education regarding healthcare literacy, access to the emergency health care system and injury prevention.
- F. Coordinate and provide healthcare provider education related to trauma, stroke, STEMI, perinatal and other acute healthcare topics and needs.
- G. Coordinate responses to mass casualty and disaster events.

Article V - RAC Membership

Section 1. Membership:

Voting membership within CTRAC shall be:

- A. A healthcare facility.
- B. An emergency medical services provider.
- C. An emergency first response organization.
- D. An educational entity.
- E. A disaster response organization.
- F. A community member interested in the vision and purpose of the RAC.

Of the RAC membership, the entity must reside in or do business within the CTRAC region. The CTRAC Board of Directors retains the right to deny membership to an entity.

Section 2. Member Voting:

Member entities will have one primary and one secondary representative designated to vote on their behalf at the General Assembly meetings. The primary and secondary representatives must be affiliated with the member entity they are representing.

Either the primary or the secondary representative may cast that entity's vote. 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 Form annually.
- B. A member entity must pay annual CTRAC membership dues to CTRAC. Dues will be assessed after approval by the board of directors and ratification by the General assembly in accordance with CTRAC Dues Policy.
- C. Each member entity will participate in an annual Regional Needs Assessment each year.
- D. Exceptions to the above requirements may be considered by the Board on an individual basis. An entity seeking such an exception must submit, in writing to the RAC Board, a request for the exception and provide documentation to support the request.
- E. A listing of membership and any current policies may be obtained from RAC Staff.

Article VI - The Board of Directors

Section 1 The Board of Directors shall consist of the following:

CTRAC Executive Committee

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

Committee Representatives

- 6. EMS Operations Committee
- 7. Healthcare Coalition Emergency Preparedness & Response Committee
- 8. Trauma Systems Committee
- 9. Cardiac Committee
- 10. Stroke Committee
- 11. Perinatal Committee

Other Representatives

- 12. Medical Advisory Committee
- 13. Trauma Program Representative
- 14. Lead Pediatric Facility Representative
- 15. Military Facility Representative
- 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 transacting any business of CTRAC.

Section 3 Meetings:

The Board of Directors should hold at least ten (10) meetings per year. Additional meetings will be scheduled as needed. The Chair may call a special meeting at any time with a 72-hour advance notice to the Board of Directors. This notice may be sent by the Chair or his/her designee electronically. A Board Meeting shall not commence if the Chair or the Vice Chair is not present to conduct the meeting.

Section 4 Attendance:

Meetings may be held in person or virtually. Members must physically attend 80% of in person meetings and have a total meeting attendance average of 80%.

Exceptions to the above requirements may be considered by the Board on an individual basis. A member seeking such an exception must submit, in writing, a request for the exception and provide documentation to support the request.

Section 5 Board of Directors Qualifications:

- A. Any person elected or appointed to the Board of Director must be from an entity that is a member and in good-standing.
- B. All Board of Directors must live and/or work in the Central Texas Region.
- C. Executive Committee members must participate in the RAC personally for a minimum of two (2) years.
- D. *Committee Representatives* will benominated by their respective committee in 4th quarter of the appropriate year.
- E. The *Other Representatives* will be nominated by the General Assembly in the 3rd quarter of the appropriate year for election in 4th quarter of that year unless noted differently below.
 - The *Trauma Program Representative* will be currently employed by a designated Trauma Center in TSA L. If the Lead Trauma Center is not represented on the Board of Directors, then this position will be appointed by the Lead Trauma Center Chief Medical Officer.
 - 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 and should be clinical active duty whenever possible.
 - 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 who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Board. Appointment of a replacement shall be made 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 meeting.

If Executive Committee member, Chair will appoint vacated position with majority approval of the Board present at that meeting. The appointment must be 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 or (2) appoint a Chair from a Past Chair, previous RAC Executive Director, or a 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 CTRAC Board of Directors:

- A. The Chair serves 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 will be elected on the odd years and the Treasurer will be elected on the even years.
- D. The Committee and Other Representatives will be elected to the Board an 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 of Directors 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.

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Article VII- Election of Officers and Board of Directors

Section 1

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 open.

Section 2

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

Section 3

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

Article VIII- Duties of Board Members

Section 1 The Chair shall:

- A. Preside at all meetings of the General Assembly, Board of Directors, and any special meetings.
- B. Facilitate development and achievement of organizational goals.
- C. Make interim appointments as needed with the approval of the Board of Directors.
- D. Sign all contracts with the RAC Staff or Designee, after approval of the Board of Directors.
- E. Represent this organization at the Texas Department of State Health Services RAC Chair's Meeting 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.

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.

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 the Financial Status Reports.

Section 5 The Executive Committee shall:

- A. Have the authority to hire paid staff.
- B. Serve as the Nomination Committee, if needed.
- C. Serve as the Purchasing Body for any capital expenditures.

Section 6 The Committee Representative shall:

- A. Maintain a working knowledge of activities of their respective committees.
- B. Shall provide committee reports to the Board as needed.

Article IX - Standing Committees

Section 1 The Standing Committees and their missions are as follows:

EMS Operations Committee

- 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.

Central Texas Healthcare Coalition Emergency Preparedness & Response Committee

- To coordinate preparedness and responses to acute medical mass casualty and disaster situations.

Cardiac Committee

- 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.
- 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.

Stroke Committee

- 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.
- 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.

Trauma Systems Committee

- 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.
- 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.

Perinatal Committee

- 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.
- 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.

Medical Advisory Committee

- To monitor the performance of identified performance improvement indicators as it relates to the quality of patient care.
- Make recommendations regarding system enhancement and/or improvements.
- Inter-local liaison committees may be formed to provide comprehensive review of issues with greater local participation.
- 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 Committees.

Section 2

Each standing committee shall have an identified chair which 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

Each standing committee shall have at least 3 meetings per year and keep minutes of each meeting with exception of performance improvement which is under protection. Meeting minutes may be obtained by any RAC member from the RAC Staff. The minutes may be provided either in hard copy or electronically.

Article X - General Assembly Meetings

Section 1 Quorum: At least 50% plus one (1) hospital located in the Region; 50% plus one (1) of the transport EMS providers working in the Region; one (1) CTRAC Executive Committee member; and three (3) Board of Directors 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 CTRAC Executive Committee may call a special meeting. A minimum of a 72-hour notice which will be provided electronically to all members on the General Assembly email list serve.

Article XI - Finance and Fiscal Responsibility Standards

Section 1

The Central Texas Regional Advisory Council'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

The Board shall operate as the Finance/Audit Committee. Budget preparation is achieved through needs assessments provided by the RAC committees as well as

strategic direction provided by the Board. The Budget will be completed by the RAC Staff and Treasurer then presented to Board for approval and then for ratification at the 4th quarter General Assembly meeting.

Section 3

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

Section 4

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

Amount

- A. \$0.00 - \$1500.00 – Approval Chair Only*
- B. \$1500.01 - \$25,000.00 – Approval Majority Board of Directors
- C. Over \$25,000.01 or Capital expenses (i.e. building, land, and vehicles) – Approval majority roll call vote

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

Section 5

Any grant funds and/or resources received by the CTRAC will only be made available to those member entities that are active participants in CTRAC. 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 CTRAC must provide required reports, support 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 CTRAC for a period of not less than one (1) fiscal year funding cycle. Distribution of funds will be in accordance with State and Federal regulations.

Section 6

All contract/grant funds shall be considered "restricted". "Restricted funds" are defined as those funds that must be utilized as provided in a full 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

- A. Any provider or individual representing a provider, service, or hospital that has a dispute in connection with another provider or the RAC itself (e.g., bylaws, Emergency Healthcare System Plan, guidelines and protocols, etc.) may formally voice its disapproval in writing. The written document will be

- addressed by the Chair of the RAC and/or the RAC Staff.
- B. A formal protest must contain the following information: a specific statement of the situation that contains the description of each issue and a proposed solution to resolve the matter(s).
 - C. A neutral or impartial group with no vested interest in the outcome of the dispute will be assembled to review the issue. 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) days of receipt of all pertinent data.
 - D. Party or parties may appeal the determination by the group and ask that the issue be brought before the General Assembly for a final determination. The party or parties have no later than ten (10) working days after the determination to submit the request for secondary review. The secondary review will be limited to the original determination. The appeal must be mailed or hand-delivered in a timely manner. In the event the appeal is not timely in delivery, it will not be considered. If not considered, the party or parties will be notified in writing. The request must be submitted in writing to the following address:

CTRAC
2180 N. Main St., Suite H-5
Belton, TX 76513

Article XIV – Amendments

Section 1 Bylaws:

The bylaws may be adopted, amended, or revised by an affirmative vote of two-thirds of the General Assembly voting members present at the meeting. Proposed amendments and revisions must be submitted to a CTRAC Executive Committee member or the RAC Staff at any point but will only be reviewed by the Board at its September Board Meeting. All proposed bylaw revisions and/or changes will be submitted to the General Assembly Membership via United States Postal Service, through the CTRAC email list-serve, or available on the CTRAC website (30) days prior to action.

A roll vote shall be taken for approval of the bylaws. Approval will constitute a 2/3 affirmative vote of voting members presents at that meeting.

Section 2 Emergency Healthcare System Plan: The RAC will maintain an Emergency Healthcare System Plan that will annually update the CTRAC Emergency Healthcare System Plan. A majority vote of the Board of Directors and ratification by a majority vote of the General Assembly shall constitute approval of the Emergency Healthcare System Plan. The Emergency Healthcare System Plan shall be reviewed at least once per calendar year.

Article XV - Administrative Operations

Section 1

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

Section 2

CTRAC members may obtain copies of financial records, 990s, audit findings, etc. within 10 business days of written request received by the RAC 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 what specific items are requested. A mutually agreed time to view the records will be negotiate, 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. Some documents may not be available for copying.

DocuSigned by:
Angie Gentry
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Ms. Angie Gentry, RAC Chair

12/17/2020
Date

DocuSigned by:
Wesley Gilbreath
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Mr. Wesley Gilbreath, Secretary

12/14/2020
Date

CReeves
Ms. Christine Reeves, Executive Director

12/17/2020
Date