

**BYLAWS
Of the
BIG COUNTRY REGIONAL ADVISORY COUNCIL
TRAUMA SERVICE AREA-D**

Currently being Reviewed 12/2021

ARTICLE 1

These Bylaws govern the operations of the Big Country Regional Advisory Council (BCRAC) which is a Texas non-profit organization operating according to Texas Department of State Health Services Rules 157.2 (2/17/92) and organized in accordance with the Texas Non-Profit Corporation Act. This Regional Advisory Council (RAC) is an organization of local citizens representing all health care entities within Trauma Service Area-D (TSA-D).

ARTICLE 2

Definitions

- 2.1 Trauma Service Area-D includes the Texas counties of:
Brown, Callahan, Coleman, Comanche, Eastland, Fisher, Haskell, Jones, Knox, Mitchell, Nolan, Shackelford, Stephens, Stonewall, Taylor and Throckmorton.
- 2.2 Participants of the BCRAC may include, but are not limited to, interested healthcare facilities, organizations, agencies, entities, advocates and professional societies providing or involved in healthcare, education, injury prevention, rehabilitation and emergency preparedness within TSA-D
- 2.3 Other definitions shall be in accordance with those set forth by the Texas Legislature and the Texas Department of State Health Services.

ARTICLE 3

Mission

The mission of the Big Country Regional Advisory Council is to facilitate the development, implementation, and operation of a comprehensive emergency services plan encompassing all healthcare-related issues, including, but not limited to, trauma, natural and man-made disasters, as well as medical and population specific needs based on accepted standards of care to decrease morbidity and mortality as defined by Texas Department of State Health Services. The organization will solicit participation from all healthcare facilities, organization, professional societies, community representatives, and entities related to healthcare within the designated trauma service area. It will encourage multi-community participation in providing healthcare, work to promote the improvement of facilities and services, and cooperate with all entities, agencies, and organizations in the

establishment of an efficient and effective system of healthcare for all whom may require such services.

Philosophy, Vision and Mission

- 3.1.1 Develop and continually update a Regional Trauma Plan for EMS and hospitals within TSA-D and submit the plan to the Texas Department of State Health Services as required by the most current Texas Trauma Rules and legislative mandates. Regional trauma system planning and development will be coordinated with appropriate state, federal, and local agencies.
- 3.2 Determine methods for, and requirements governing, 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 not be limited to, the definition and determination of criteria for patient triage and transfer.
- 3.3 Provide a forum for communication between components of the trauma care system to enhance networking and coordination of patient care issues.
- 3.4 Provide the public with information regarding trauma care and injury prevention.
 - 3.4.1 Support 9-1-1 and public access to trauma care.
 - 3.4.2 Support programs designed to facilitate prevention of trauma and to educate the public about its importance.
- 3.5 Develop and implement guidelines designed to enhance the quality of trauma and emergent healthcare services provided within the TSA-D.
 - 3.5.1 Assist member organizations in attaining trauma designation or EMS licensure at the level appropriate to their available resources.
 - 3.5.2 Specify and conduct performance improvement activities.
- 3.6 Provide a forum to resolve disputes and enhance collaboration between BCRAC members and participants. Encourage the use of alternative dispute resolution, including negotiation, mediation, and arbitration in the resolution of disputes between BCRAC members or BCRAC and third parties, and develop an alternative dispute process that uses resources available in the area. Disputes will be resolved utilizing the process as defined in Article 14 of these bylaws.
- 3.7 Endorse programs and adopt measures that will improve funding of trauma care services.
- 3.8 Collaborate with local public health authorities to facilitate the integration of acute health care and public health initiatives.

ARTICLE 4

Members

4.1 Membership Categories

4.1. Members

4.1.1 Organizations, agencies and entities providing health-related care, education, injury prevention, advocacy, rehabilitation or preparedness within TSA-D shall be eligible for voting membership in BCRAC.

4.1.2 Each Member shall have one vote.

4.2 Associate Members

4.2.1 Individuals or organizations not identified above shall be eligible for associate membership.

4.2.2 Associate Members are non-voting.

4.3 Final determination of Member or Associate Member status shall be approved by the Executive Committee.

4.2 Voting Membership Qualifications

4.2.1 Voting Membership shall consist of those entities which render direct service to emergency medical/trauma patients in TSA-D. Entities eligible to hold voting memberships are hospitals residing within the TSA-D service area, emergency medical service providers providing emergency medical services within the TSA-D service area or come into the TSA-D service area from areas outside to provide or facilitate emergency medical care, and are licensed by the Texas Department of State Health Services, and registered First Responder organizations. A qualified entity shall submit an application to the BCRAC for membership.

4.2.2 A Voting Member must be an active participant as defined by the BCRAC Bylaws. The Executive Committee will certify active participation in the BCRAC, as defined by the Regional Trauma Plan.

4.2.3 Each Voting Member entity shall be entitled to one vote. A Voting Member entity shall designate in writing one representative from that entity to vote on its behalf and one alternate representative to vote in the event the designated representative is not present. The Voting Member entity designation shall be *as stated on the membership application for the entity requesting or renewing membership into the BCRAC that is signed by an authorized officer or*

administrator of that entity, and delivered to the Chair, the Secretary, or the Executive Coordinator prior to the General Assembly meeting. Other alternative proxies may be presented to the Chair, Secretary, or Executive Coordinator *by phone call, text message, email, fax, or US mail* prior to the call to order of the meeting. A designated representative and alternate representative shall serve until the Voting Member entity delivers a new designation in writing to the Chair, Secretary, or Executive Coordinator. Voting Member entities are eligible for grant and other funding when all requirements established by the BCRAC are met.

4.2.4 Voting member entities must meet the following requirements to be eligible to vote at the General Assembly meetings and to meet participation requirements for funding eligibility. The requirements for eligibility include:

- A. Attendance at seventy-five (75%) percent of the regularly scheduled General Assembly meetings each fiscal year.
- B. Participation at the committee level in at least fifty (50%) percent of the regularly scheduled committee meetings of at least one (1) standing committee per fiscal year.
- C. Completion of the annual protocol affidavit to include bypass and diversion protocols by EMS providers that transport patients. First responder organizations (FRO) that do not transport would be exempt from this section.
- D. Completion of annual needs assessment form, whether or not needs are contemplated for the fiscal year, on or before December 1st.
- E. Submit all receipts and paperwork associated with funding to the Treasurer/Executive Coordinator by the date set by the Treasurer/Executive Coordinator in each funding cycle.
- F. Payment of all assessed dues by December 1st of each year.
 - F.1. Members will be assessed dues in the amount of \$200 per fiscal year.
 - F.2. Associate members will be assessed dues in the amount of \$100 per fiscal year.
- G. BCRAC participation will be recorded and kept by the Secretary, and will be based upon the State of Texas' fiscal year September 1st through August 31st.
- H. Participation on EMSsystem which is to be updated daily by the lead facilities, Hendrick Medical Center North and Hendrick Medical Center South. All other First Responders, EMS Services, and hospitals will update at least weekly, or as requested by RAC-D or EMSsystem requirements.
- I. Hospitals and licensed EMS providers will submit completed performance improvement reports quarterly on or before the due date set for said reporting by the PI Committee. First Responder Organizations (FRO) that do not transport would be exempt from this section.

4.2.5 If a member should lose its voting eligibility, it may apply for reinstatement of the surrendered or terminated membership. Such application shall consist of a written request for reinstatement to the BCRAC stating why the applicant should be considered for reinstatement and outlining the applicant's plans for full participation appropriate to their type of membership. The application shall be

submitted to the *BCRAC Secretary and/or Executive Coordinator* and forwarded to the Executive Committee. The Executive Committee may recommend reinstatement or denial of same to the General Assembly. The recommendation of the Executive Committee shall be adopted upon a majority vote of the Voting Members.

4.3 General (Non-Voting) Membership Qualifications

4.3.1 Associate Membership requires that the member reside or provide care in TSA-D and be, but not limited to, at least one of the following: an EMS representative, a healthcare professional involved with trauma care, a representative of a trauma care facility, a local government or council of governments representative, or an individual or organization representative involved in trauma care, public safety, injury prevention, or rehabilitation. It shall also include health-related entities or individuals who by virtue of their status in the community may become involved during procurement of emergency medical services, including but not limited to, mass casualty or disaster incidents. Consumers and the general public shall also be encouraged to join the organization.

4.3.2 Associate Members must apply for membership.

4.3.3 Associate Members may attend and participate in General Assembly meetings and may serve on committees as appointed by the Executive Committee, but may not vote except when the Executive Committee requests a poll of the General Assembly.

4.4 Ex-Officio membership Qualifications

4.4.1 Ex-Officio membership shall consist of governmental entities that have regulatory or oversight interests in the provision of emergency medical services or trauma care. Examples of those who shall hold ex-officio membership are employees of the Texas Department of State Health Services, city or county health departments, the Executive Coordinator and all other employees, whether contracted or salaried, of the BCRAC.

4.4.2 Ex-Officio members are non-voting members, are not required to pay dues, and are not counted for purposes of constituting a quorum.

4.5 Members who wish to surrender membership must do so in writing. Resignation letters must be directed to the *BCRAC Executive Coordinator, Secretary and/or Chair*. If the membership being surrendered is that of a Voting Member, the surrender must be signed by the person who has been designated to cast votes for the entity.

4.6 Regular and routine business of the BCRAC meetings shall be accomplished by the Voting Membership in accordance with Robert's Rules of Order, except as otherwise superseded by specific articles in these bylaws, and not further disallowed by rule or statute.

- 4.7 A quorum for conducting the business of the Voting Membership shall consist of at least fifty (50) percent plus one (1) of the voting members.

ARTICLE 5

Officers

- 5.1 Officers will include the following positions and will be elected by a simple majority of the Voting Membership, with terms to commence September 1st of the year elected.

- A. Chair
- B. Vice Chair
- C. Secretary
- D. Treasurer
- E. Past Chair (ex-officio)

- 5.2 Duties of Officers

- 5.2.1 The Chair shall be the executive officer of the BCRAC and shall:

- A. Set the agenda and preside at meetings of BCRAC.
- B. Make interim appointments as needed with the approval of the Executive Committee; and confirmation of the General Assembly at the next scheduled meeting.
- C. Sign agreements and contracts with prior authorization of the Executive Committee.
- D. Call special meetings when necessary.
- E. Shall act as the designated authorized BCRAC representative at required and appropriate state, local, and regional meetings or appoint a designated representative in their absence should the Vice-Chair be unable to act.
- F. Ensure the Voting Membership is informed of all appropriate state and legislative activities.
- G. Perform other tasks as deemed necessary by the Executive Committee.
- H. Direct the day-to-day activities and responsibilities of the Executive Coordinator and any contracted support staff, if applicable.
- I. Act as the Registered Agent for the corporation.
- J. Function as the Public Information Officer in all media contacts involving the BCRAC, or appoint a designee or designees to act in that capacity.
- K. Work in concert with the Vice-Chair regarding all duties and responsibilities of the office.
- L. Execute with attestation of any officer, all deeds, mortgages, bonds, contracts, or other instruments that the Executive Committee has authorized to be executed. However, the Chair may not execute instruments on behalf of the organization if this power is expressly delegated to another officer or agent of the organization by the Executive Committee, the bylaws, prohibited by law, or

not authorized by the Executive Committee. Authorization may be obtained from the Executive Committee by called meeting with written notification, by hand delivery, facsimile, regular mail, or e-mail upon 7 days' notice. Authorization may otherwise be attained by telephonic or electronic conferencing of all members of the Executive Committee with 72-hours notice.

M. Attend all pertinent State and regional meetings as recommended or required.

5.2.2 The Vice-Chair shall:

- A. Perform the duties of Chair in the absence of the Chair and perform such duties as assigned by the Chair, the Executive Committee or the Voting Membership.
- B. Attend all pertinent State and regional meetings as recommended or required.

5.2.3 Responsibilities of the Secretary:

- A. Notify all member entities not less than two (2) weeks prior to both Executive Committee and General Assembly meeting dates; an agenda with items that are descriptive and specific must be provided. Meeting times, dates, & locations shall be posted to the BCRAC website at least two (2) weeks prior to the meeting; and the Secretary shall ensure dissemination of all notices required by the Bylaws.
- B. Certify and sign all records, documents, acts, and proceedings of the organization.
- C. Maintain a meeting attendance roster to include voting members.
- D. Call roll of voting members.
- E. Determine which members are eligible to participate in voting and funding each September for the fiscal year, make notification via mail or electronically of any disparities to the entity and allow thirty (30) days for correction, if applicable, after which the decision is binding. Report to be made to the Executive Committee of those eligible and ineligible at the October Executive Committee meeting. For those considerations which cannot be corrected the entity will be given one (1) year to correct these deficiencies. The entity will be allowed voting privileges, but will not be eligible for funding during the probationary year. Non-compliance will result in the entity becoming an associate member rather than a voting member the following year.
- F. Receive, maintain, and verify all ballots in all elections of the BCRAC.
- G. Maintain a register of the name and mailing address of each member.
- H. Ensure minutes are kept of all proceedings of the Executive Committee and BCRAC General Assembly meetings, including posting same on the BCRAC website OR arrange for stenographic representation/recording of all BCRAC meetings, including, but not limited to, General Assembly, Executive Committee, and committee meetings; and maintain exact representation of all motions, discussions, and votes in the affirmative, negative, or abstention by participants.
- I. Manage and maintain the correspondence of the organization.
- J. Make available for inspection and copying by members of the BCRAC all previously approved meeting minutes, including both the Executive Committee and General Assembly, at all Executive Committee and General Assembly

meetings.

K. Make available for inspection and copying by members of the BCRAC all draft meeting minutes, including both the Executive Committee and the General Assembly, at all Executive and General Assembly meetings.

L. Maintain and distribute current information from the Texas Department of State Health Services to the respective entities/organizations.

M. Maintain an accurate inventory of all equipment purchased by the BCRAC, to include equipment that is stored at a location that is designated by the BCRAC, assigned to specific organizations, or loaned to organizations within the BCRAC.

N. If applicable, delegate duties and responsibilities to the office of the Executive Coordinator and other support staff as necessary in keeping with the Executive Coordinator's job description; with the proviso to maintain oversight over all delegated responsibilities.

5.2.5 Responsibilities of the Treasurer:

A. Manage all funds and assets of the BCRAC, as provided in the Bylaws or as directed by the Executive Committee.

B. Monitor monies due and payable to the BCRAC. Deposit all monies in the name of the organization in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Chair and Executive Committee. Endorsements for deposit to the credit of the BCRAC in any duly authorized depositories may be made without countersignature by an officer or agent of the BCRAC, or hand stamped impression in the name of the BCRAC.

C. Be responsible for the writing of checks and disbursement of funds discharging the obligations of the organization as directed by the Executive Committee. He/she shall also monitor and balance the checking account(s) and spread sheets for the various programs and prepare updated postings. An itemized listing of all receivables and checks disbursed are to be included. Funds may not be drawn from BCRAC accounts without the signature of two (2) elected officers, except as otherwise set forth in the bylaws. For checks in the amount of \$1,000.00 or less, one signature from an elected officer or the Certified Public Accountant contracted by the Executive Committee and approved by the General Assembly for this purpose is allowed.

D. Have charge and custody of and be responsible for all funds and securities of the organization. He/she may be authorized by the Executive Committee to expend amounts up to \$1,000.00 per month over and above the approved budget; and said expenditures will be disclosed to the General Assembly at the next scheduled meeting.

E. Supervise the preparation of the annual budget with assistance from staff and present to Executive Committee for approval. After Executive Committee approval, the draft budget will be presented to general membership for final approval

F. Maintain the financial records of the BCRAC and arrange for an independent annual audit when so directed by the Executive Committee.

G. Make available for inspection and copying by members of the BCRAC the organization's complete books (including receipts, invoices, etc.), and records

of account.

- H. Maintain accurate and current financial records, including records relating to line-item accounting of all income and expenditures, and provide a suitable number of hard copies at all Executive Committee and General Assembly meetings.
- I. Make available for inspection and copying by members of the BCRAC all quarterly income and expenditure reports at all Executive Committee and General Assembly meetings.
- J. Together with the Secretary, receive and verify all ballots in all elections of the organization.
- K. Certain duties as defined in Section 5.2.5 and responsibilities as set forth in this article may be delegated to the Executive Coordinator contracted by the Executive Committee and approved by the General Assembly for this purpose, with the proviso to maintain oversight over all delegated responsibilities.

5.2.6 Attendance requirements:

All officers and Executive Committee members must attend seventy-five (75%) percent of required meetings.

5.3 Terms of Office

- A. Chair – two-year term, elected in even years.
- B. Vice Chair – two-year term, elected in odd years.
- C. Secretary – two-year term, elected in even years.
- D. Treasurer – two-year term, elected in odd years.

ARTICLE 6

Executive Committee

6.1 The Executive Committee shall be elected by majority vote of the eligible Voting Members and shall include the officers of the BCRAC (the Chair, Vice Chair, Secretary, and Treasurer and Immediate Past Chair), the Executive Coordinator (if applicable), Five (5) Hospital Representatives, Four (4) EMS Provider representatives, and one (1) First Responder organization representative.

6.1.1 Fifty (50%) percent plus one (1) shall constitute a quorum of the Executive Committee.

6.2 The Immediate Past Chair is Ex-Officio, a non-voting member.

6.3 Executive Committee responsibilities:

- A. The Executive Committee shall serve as the administrative body for the organization and may exercise all powers of the BCRAC and do all such lawful acts as are not otherwise prohibited by statute, by the Articles of Incorporation of the Big Country

Regional Advisory Council, or by these bylaws.

- B. Each member of the Executive Committee shall be vested with one vote on all matters submitted to a vote. Decisions of the Executive Committee shall be by majority vote. The Chair may only cast a vote in the event there is a tie vote. A majority vote is a majority of the members present.
- C. Members must attend seventy-five (75%) percent of the scheduled meetings of the Executive Committee unless there are extenuating circumstances as approved by the Executive Committee.
- D. Each member of the Executive Committee shall participate on at least one (1) committee of his/her choice during each fiscal year.
- E. The Executive Committee administers the budget and approves expenditures. The Committee shall have approval of the General Assembly in the development and disbursement of such funds.
- F. The Executive Committee may contract an Executive Coordinator, Certified Public Accountant, and appropriate support staff to maintain permanent offices.
- G. The Executive Committee shall monitor and review the financial status of the organization.
- H. The Executive Committee shall consider and act upon recommendations of the standing or ad hoc committees, make policy, coordinate the overall operation of the organization, and assign and oversee the work delegated to the Executive Coordinator or Certified Public Accountant.
- I. The Executive Committee shall be charged with the development and adherence to guidelines involving the selection, responsibilities, and renewal or termination of potential contracted entities to include, but not be limited to, outside accounting services and legal representation.
- J. The Executive Committee will oversee adherence to the Bylaws and the Regional Trauma Plan.
- K. All actions taken by the Executive Committee will be taken to the General Assembly for final approval and ratification.
- L. The Executive Committee may only accept on behalf of the organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the organization. The Executive Committee may make gifts and give charitable contributions that are not prohibited by the Articles of Incorporation, bylaws, state law, or any requirements for maintaining the organization's federal and state non-profit tax status.
- M. The members of the Executive Committee shall not receive any compensation for their services in their capacity as members or in carrying out any acts or duties with respect thereto, except as specifically authorized by the Executive Committee and approved by the General Assembly. Provided, however, that nothing herein contained shall preclude any Executive Committee member from serving the BCRAC in any other capacity and from receiving compensation for same, or from receiving reimbursement for all reasonable and necessary expenses actually incurred (including travel expenses) as may be expressly authorized by the Executive Committee.
- N. The Executive Committee shall document a yearly review of the Texas Department of State Health Services Guidelines for Executive Committee Membership.
- O. The Executive Committee shall appoint replacement officers as needed, and said

appointment will be confirmed at the next general assembly meeting.

- P. The Executive Committee must be bonded prior to the beginning of their activities.
- Q. The Executive Committee shall review the compliance of any provider as it pertains to receiving payments from DSHS contracts. If compliance is not met, as it is outlined in documents mailed to the provider, the Executive Committee may reallocate funds as appropriate under the current contract.

6.4 Standards of Conduct

6.4.1 A member of the Executive Committee shall discharge the duties of the position in good faith, in a manner that he/she reasonably believes to be in the best interest of the organization and with the care an ordinary and prudent person in a like position would exercise under similar circumstances; a person who so performs those duties is not liable by reason of being or having been a member of the Executive Committee of the organization.

6.4.2 A member of the Executive Committee is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (1) One or more officers or employees of the organization whom the Committee member reasonably believes to be reliable and competent; (2) Counsel, public accountants, or other persons as to matters that the Committee reasonably believes are within the person's professional or expert competency; and (3) A committee that has been duly appointed whom the Committee member reasonably believes to merit confidence

6.5 Terms of Office (Executive Committee Members)

(3) Hospital Representatives and (2) EMS Representatives- 2 Year Term- Elected in Odd Years

(2) Hospital Representatives and (2) EMS Representatives- 2 Year Term- Elected in Even Years

(1) First Responder Representative- 2 Year Term- Elected in Even Years.

ARTICLE 7

Election of Officers and Executive Committee Members

7.1 The Executive Committee shall appoint a nominating committee in April of each year to consist of at least three (3) Voting Members. The Nominating Committee shall ensure the availability of the candidates and propose a slate of nominees which reflects the composition required in Section 6.1 to be presented to the Voting Membership. The committee will present the list of nominees to the General Assembly at the July meeting. Open nominations from the floor will be accepted at the July meeting.

7.1.1 Qualifications for nomination:

A. A candidate shall be a representative designated by a voting entity.

B. A candidate shall express a willingness to serve.

- 7.2 Election of the Officers and Executive Committee members shall take place at the July meeting of the General Assembly by ballot. Election shall be by a majority of the Voting Members at which a quorum is present and voting. Newly elected officers will take office on September 1st, following the election.
- 7.3 The Secretary and Treasurer shall oversee elections.
- 7.4 In the event an office is vacated by resignation or any other cause, an interim replacement officer shall be appointed by the Executive Committee until an election can be held at the next scheduled meeting of the General Assembly.
- 7.5 An Officer who does not comply with assigned responsibilities and/or does not meet the attendance requirements for scheduled meetings may be relieved of office by recommendation by a majority vote of the Executive Committee at a meeting at which a quorum is present in accordance with Vernon's Texas Civil Statutes Title 32 Chapter 9 and presented to the General Assembly for approval by majority vote at the next scheduled meeting. The vacated position will be voted upon by the General Assembly with the term to complete the original term of office.
- 7.6 Under the authority granted by the Texas Non-Profit Corporation Act, Article 1936, any officer elected or appointed by the organization may be removed from office upon conviction of a crime or misdemeanor or upon entering into a deferred adjudication agreement resulting from charges of a crime or misdemeanor which impacts the integrity of the BCRAC or its eligibility for State and/or Federal funding.

ARTICLE 8

Meetings

- 8.1 The BCRAC shall conduct quarterly General Assembly meetings open to the public. General Assembly Meetings will occur in the months of October, January, April, and July. Meeting notices will be posted to the BCRAC website at least 14-days prior to the meeting. Agendas will be posted at least 7 days prior to the meeting date. Special General Assembly meetings may be called by the Chair or at the request of any five (5) Voting Members. Notice of a special meeting and agenda shall be transmitted to Voting Members and the Executive Committee no less than fourteen (14) calendar days in advance and shall state the place, day, time of the meeting, as well as the purpose of the meeting. A quorum of the Voting Members and the Executive Committee as defined in Section 4.6 must be present to take any action at a General Assembly meeting.
- 8.2 Meetings of the Executive Committee will occur monthly at a time and date to be determined by the Chair and committee members at each meeting unless a certain repetitive date is agreed upon. The Secretary *or Executive Coordinator* shall send out notification to the membership seven (7) days in advance.

- 8.3 Special meetings of the Executive Committee may be called by or at the request of the Chair or any three (3) committee members upon seven (7) days notice. Additionally, telephonic or electronic conferencing of all members of the Executive Committee may be performed with 72-hour notice. The Secretary shall record up or down votes at said meetings, and a summary of the meeting must be included in the organization's minutes.
- 8.4 Standing committee meetings will occur quarterly in conjunction with BCRAC meetings at a time selected by the *Executive Committee* in concert with the members; or at other times as agreed upon by members of the committees. Committee chairs will be members of the Executive Committee. Standing committee chairs will present their reports at the quarterly General Assembly meetings if required or requested.
- 8.5 At such time as video conferencing or other mechanisms for remote attendance of meetings becomes available, at the discretion of the Executive Committee, these modalities may be made available for selective meetings.

ARTICLE 9

Standing Committees

- 9.1 Composition and Areas of Emphasis
- 9.1.1 Standing committees shall be broadly representative of the general membership, specific to the focus of the committee.
- 9.1.2 The Chair or Executive Committee may assign additional focus areas to standing committees as needed.
- 9.1.3 Standing committee charges, focus areas, and structure will be defined in the Regional Trauma System Plan
- 9.1.4 Standing committees will consist of *members assigned by the Executive Coordinator; and the Chair of each committee will be an Executive Committee member on each committee*. The Trauma Performance Improvement Committee will include at least one (1) representative each from Hendrick Medical Center North and Hendrick Medical Center South. The EMS/Pre-Hospital Committee is an exception to this section. *The chair of each committee is responsible for recording minutes of committee meetings and reporting to the General Assembly meeting.*

Standing Committees are as follows:

- 9.2 Injury Prevention and Education Committee
- 9.3 EMS/Pre Hospital Committee
- 9.4 Trauma Performance Improvement Committee

- 9.4.1 Trauma Performance improvement process will follow the guidelines as detailed in section 161.031 – 161.032 and Section 773.092(e) of the Texas Health and Safety Code, which detail the confidentiality afforded activities of this type. The Executive Committee will monitor the activities of the Trauma Performance Improvement Committee.
- 9.5 Finance and Budget Committee
- 9.6 Education and Public Information Committee
- 9.7 Hospital Committee
- 9.8 Additional committees not mentioned above are defined by charges, focus areas and structure within the Regional Trauma Plan.

ARTICLE 10

Fiscal Policies

BCRAC shall maintain current, true and accurate financial records, including all income and expenditures. All records, books and annual reports of the financial activity of BCRAC shall be kept at the registered or principal office of BCRAC in accordance with applicable statute, guidance or advisement.

- 10.1 The fiscal year for BCRAC is defined as the first day of September through the last day of August of the following year.
- 10.2 BCRAC shall maintain financial records in accordance with Generally Accepted Accounting Principles (GAAP).
- 10.3 BCRAC provides financial report(s) in accordance with contract or grant guidance or as otherwise required.
- 10.4 BCRAC 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 BCRAC.
- 10.5 The Finance Committee in collaboration with BCRAC staff prepares a budget annually. The budget is presented for approval to the *Executive Committee*.
- 10.6 *The Executive Committee* may accept, on behalf of BCRAC, any contribution, gift, bequest, or devise for the general purpose or for any special purpose of BCRAC.
- 10.7 BCRAC 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 BCRAC shall be distributed to an appropriate organization or entity that shall utilize the funds to continue the mission of BCRAC for all citizens of TSA-D.

- 10.8 BCRAC shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director, officer, employee or agent of BCRAC only if it is determined in accordance with **Sub-section 10.8.4** of this Section that the person:
- 10.8.1 Acted in good faith;
 - 10.8.2 Reasonably believed;
 - 10.8.2.1 In the case of conduct in his or her official capacity as a director, officer, employee or agent of BCRAC, that his or her conduct was in BCRAC's best interests;
 - 10.8.2.2 In all other cases, that his or her conduct was at least not opposed to BCRAC's best interests;
 - 10.8.3 In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.
 - 10.8.4 A person described in this Section shall not be indemnified for obligations resulting from a proceeding:
 - 10.8.4.1 In which the person is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity; or
 - 10.8.4.2 In which the person is found liable to BCRAC.
 - 10.8.5 The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere, or its equivalent, is not of itself determinative that the person did not meet the requirements set forth in this Section.
 - 10.8.6 A person shall be indemnified under this Section against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding, but if the proceeding was brought by or on behalf of BCRAC, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.
 - 10.8.7 A determination of indemnification under this Section must be made:
 - 10.8.7.1 By a majority vote of a quorum consisting of the members of the *Executive Committee* who at the time of the vote are not named defendants or respondents in the proceeding;

- 10.8.7.2 If such a quorum cannot be obtained, by a majority vote of a committee of the members of the *Executive Committee*, designated to act in the matter by a majority vote of all members of the *Executive Committee*, consisting solely of two or more members of the *Executive Committee* who at the time of the vote are not named defendants or respondents in the proceeding;
- 10.8.7.3 By special legal counsel selected by the members of the *Executive Committee* or a committee of the *Executive Committee* by vote as set forth in **Paragraphs 10.8.7.1 or 10.8.7.2** of this Section, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all members of the *Executive Committee*; or
- 10.8.7.4 By the members in a vote that excludes the vote of any members of the *Executive Committee* who are named defendants or respondents in the proceeding.
- 10.8.8 Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by **Sub-section 10.8.7.3** of this Section for the selection of special legal counsel.
- 10.8.9 BCRAC shall indemnify directors (throughout this Article, "director" shall be deemed to include any member of the *Executive Committee*), officers, employees and agents of BCRAC against reasonable expenses incurred by them in connection with a proceeding in which they are named a defendant or respondent because they are or were acting in such capacity if they have been wholly successful, on the merits or otherwise, in the defense of the proceedings.
- 10.8.10 If, in a suit for the indemnification required by **Sub-section 10.8.9** of this Section, a court of competent jurisdiction determines that the director, officer, agent or employee is entitled to indemnification under such Section; such person shall be awarded the expenses incurred in securing the indemnification.
- 10.8.11 If, upon application of a director, officer, employee or agent of BCRAC, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that such person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she has met the requirements set forth in this Section or has been adjudged liable in the circumstances described by **Sub-**

section 10.8.4 of this Section, the court may order the indemnification that the court determines is proper and equitable. The indemnification shall be limited to reasonable expenses if the proceeding is brought by or in behalf of BCRAC or if such person is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity.

10.8.12 Reasonable expenses incurred by a director, officer, employee or agent who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by BCRAC in advance of the final disposition of the proceeding after:

10.8.12.1 BCRAC receives a written affirmation by such person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Section and a written undertaking by or on behalf of such person to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements; and

10.8.12.2 A determination that the facts then known to those making the determination would not preclude indemnification under this Section. Determinations and authorizations of payments under this Section must be made in the manner specified by **10.8.7** of this Section for determining that indemnification is permissible.

10.8.13 As may be provided by specific action of the *Executive Committee*, BCRAC may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of BCRAC 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 BCRAC would have the power to indemnify him or her against the liability under this Section

10.9 Limitation of Liability

A director of BCRAC shall not be liable to BCRAC 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:

10.9.1 Breach of a director's duty of loyalty to BCRAC or its members;

10.9.2 An act of omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

10.9.3 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

10.9.4 An act or omission for which the liability of a director is expressly provided for

by statute.

- 10.10 Annual Audit – The *Executive Committee* provides that an annual audit of BCRAC's financial records be performed every year by a qualified agency or individual within four months of the end of the fiscal year.

ARTICLE 11

Parliamentary Authority

- 11.1 "Robert's Rules of Order, Revised" shall be used as a general guide to parliamentary procedure for meetings

ARTICLE 12

Bylaws

- 12.1 The Bylaws may be amended or repealed and new bylaws adopted by a two-thirds (2/3) vote of the Voting Membership present.
- 12.2 The Bylaws will be constructed in accordance with the laws of the State of Texas and/or requirements set forth by the Texas Department of State Health Services to meet contractual obligations.
- 12.3 If any bylaw is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or enforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaw.
- 12.4 The Bylaws shall be binding upon the Executive Committee and the Membership and inure to the benefit of the BCRAC.
- 12.5 An annual review of the Bylaws will be conducted by an Ad Hoc bylaws committee to maintain compliance with DSHS legislation and changes that occur within BCRAC. Suggested amendments shall be presented during any General Assembly meeting for approval by the Voting Members. A two-thirds (2/3) majority vote of the Voting Members present is required for approval.
- 12.6 Notification of meetings regarding scheduled bylaw changes must be sent to all voting members either via mail or electronically.
- 12.7 Revisions to the BCRAC bylaws must be clearly delineated and the set of bylaws being replaced will be removed from the website.

ARTICLE 13

Signatures

- 13.1 These Bylaws shall be effective immediately after approval by a majority vote of the General Membership and signed and dated by the Secretary.

ARTICLE 14

Proxies

Voting by proxy is prohibited.

ARTICLE 15

Financial Books and Records

15.1. Banking

- A. Bank must be FDIC secured and have at least one branch located within Trauma Service Area D.
- B. The *Executive Coordinator / Chair* will have access to account statements.

15.2. Signatures

Two Executive officers are required to sign checks over \$1000..

15.3. Expenses

- A. Expenses must be approved by a majority of the *Executive Committee*.
- B. The Final Budget shall be approved by the *Executive Committee* and ratified by the General Membership

ARTICLE 16

Transactions of the BCRAC

- 16.1 Conflicts of Interest: The BCRAC shall not make any loan to any member or officer of the BCRAC and shall not transact business with any Executive Committee member or officer. This does not include dedicated legislative mandated State funding to Hospitals or EMS

providers in which the BCRAC is engaged in a contract as the performing agency for the State.

- 16.2 Assent/dissent: An Executive Committee member who is present at a meeting of the committee when an action is approved by the affirmative vote of a majority of the committee members present is presumed to have assented to the action approved, unless the committee member (1) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting (2) Votes against the action at the meeting or (3) is prohibited from voting on the proposal or recuses him/herself from the issue(s) at hand.
- 16.3 Limitation of liability: An Executive Committee member's personal liability to the organization for monetary damages for breach of fiduciary is limited to the scope of the articles. However, the following actions do constitute reasons for liability on the part of the committee member: (1) breach of the committee member's duty to the organization (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law (3) for any transaction from which the committee member derived an improper personal benefit or (4) for any act or omission occurring prior to the date when provision in the articles eliminating or limiting liability becomes effective.

ARTICLE 17

Alternative Dispute Resolution

- 17.1 Any actual entity, a provider or individual representing a provider, service or hospital that is aggrieved in connection with any Big Country Regional Advisory Council (BCRAC) rule(s) in accordance with its bylaws, *regional trauma* plan, guidelines or protocol; action(s) or inaction(s), or any situation or circumstance causing dissention or aggravation, may formally protest to the BCRAC Executive Committee of Trauma Service Area "D" (TSA-D). A formal protest must be written, with date and signature or protestor(s), addresses and delivered to the BCRAC Chairperson or officer of the Executive Committee of TSA-D.
- 17.2 Copies of the protest will be mailed or delivered by the BCRAC Chairperson or an officer of the Executive Committee. A formal protest must contain:
- A. A specific and objective identification or statement of the aggravating situation or circumstance that the protested action is alleged to have been or is in violation.
 - B. A specific and objective description of each act alleged to have violated or aggravated the protestor(s).
 - C. The aggrieved party's argument(s) and authorities in support of the protest.
 - D. Describe the relief/decision requested to resolve the matter.
- 17.3 The BCRAC Chairperson may select a Dispute Resolution Committee of at least five (5) members from the Executive Committee members to review and resolve the protest.

17.4 The Dispute Resolution Committee may solicit written responses to the protest from interested parties. If the protest/dispute is not resolved by mutual agreement, the Dispute Resolution Committee will issue a written determination of the protest within thirty (30) days of receipt of all pertinent (by definition of DSHS) data.

17.5 If the Dispute Resolution Committee determines that no violation of rule(s) in accordance with its bylaws, trauma system plan, guidelines or protocol, action(s) or inaction(s), or any situation or circumstance causing dissent or aggravation has occurred, it shall so inform the protesting party or parties by letter, which sets forth the reasons for the determination.

17.6 If the Dispute Resolution Committee determines that a violation of rule(s) in accordance with its bylaws, trauma system plan, guidelines or protocol, action(s) or inaction(s), or any situation or circumstance causing dissent or aggravation has occurred, it shall so inform the protesting party or parties by letter, which sets forth the reasons for the determination and appropriate remedial actions.

17.7 An aggravated party or parties may appeal the determination by the Dispute Resolution Committee. An appeal shall be submitted to the Department of State Health Services, Healthcare Quality Section no later than thirty (30) working days after the Dispute Resolution Committee's written determination, at the following address:

Department of State Health Services
Healthcare Quality Section
1100 W. 49th Street
Austin, TX 78756

The appeal shall be limited to a review of the Dispute Resolution Committee's determination. The appeal must be mailed or delivered by the appealing party or parties to DSHS, Healthcare Quality Section, and must contain an affidavit that copies of the appeal have been mailed or delivered by the appealing party or parties to the Chairperson of TSA-D or designated representative(s). In the event the appeal is not timely in delivery to the office of Healthcare Quality Section, the appeal will not be considered and the appealing party or parties will be so notified in writing.

17.8 The DSHS, Healthcare Quality Section shall review the Dispute Resolution Committee's determination and the appeal in order to provide assistance and resolution to the aggravation. The Healthcare Quality Section shall issue a written decision on the protest, and this decision is final and not subject to further appeal.

CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Big Country Regional Advisory Council and that the foregoing Bylaws constitute the Bylaws of the BCRAC. These Bylaws were duly adopted at a meeting of the Voting Membership.

Dated this 16th day of October, 2019

Stephanie Lebowitz, Secretary