

# HEART OF TEXAS REGIONAL ADVISORY COUNCIL (HOTRAC)

## BYLAWS

**Article I – Name:** This organization shall be known as the Heart of Texas Regional Advisory Council (HOTRAC). The HOTRAC Trauma Service Area includes the counties of Bosque, Falls, Hill, Limestone, and McLennan. The HOTRAC Trauma Service Area is also referred to as the Region and Perinatal Care Region (PCR) M.

**Article II – Mission Statement:** *To reduce death/disability related to acute illness and injury by providing infrastructure and leadership necessary to sustain an inclusive acute care, trauma, emergency medical, and disaster system in all phases within Trauma Service Area/Perinatal Care Region.*

**Article III – Vision Statement:** *To be a lead Regional Advisory Council in the State of Texas that achieves improved quality of life by reducing morbidity/mortality for emergency healthcare conditions within our Trauma Service Area/Perinatal Care Region.*

### Article IV – Purpose

#### Section 1.

The purpose of this organization is to:

- A. Advance and improve access and delivery of emergency and disaster healthcare to patients of all ages in in the Region.
- B. Decrease morbidity and/or mortality, which results from traumatic injury and medical emergencies (i.e. stroke, acute myocardial infarction (AMI), etc.).
- C. Encourage activities designated to promote cooperation and resolve conflicts between member organizations.
- D. Coordinate funding streams for equipment, education, and programs to assist trauma and emergency care providers in the Region.
- E. Maintain Emergency Healthcare System Plan for HOTRAC based on standard guidelines for comprehensive system development.
- F. Improve public awareness of the methods of accessing the trauma care system, preventing injury, stroke awareness, cardiac health and awareness, issues related to Women and Children health, etc.
- G. Coordinate regional medical responses to mass casualty, evacuation, and other disaster events.

### Article V – RAC Membership

#### Section 1.

HOTRAC membership encompasses a wide range of professionals and citizens concerned about the health and well-being of the community as it relates to trauma, emergency health care, emergency medical services and disaster preparedness. Voting membership requires that the potential member be involved with or have interest in regional emergency healthcare system or disaster medical response.

#### Section 2.

Condition of Membership

- A. A member entity must complete a Membership Form and Needs Assessment annually (hardcopy or electronically).
  - B. A member entity must attend a minimum of 75% of the General Assembly Meetings.
  - C. A member entity must pay annual dues.
- Section 3. A member entity will be allowed one vote at the General Assembly meetings. The vote may only be cast by one of the three persons listed on the entity's most current Membership Form.
- Section 4. A list of the current Membership is maintained by HOTRAC staff and may be obtained from the staff as necessary and appropriate.
- Section 5. Active Participation in the RAC is defined in the Membership Requirements and Compliance Policy.

**Article VI – The Board of Directors**

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

**Executive Committee**

- Chair
- Vice Chair
- Secretary
- Treasurer

**Other Board Members**

1. Immediate Past Chair
2. Hillcrest representative\*
3. Providence representative\*
4. Rural Hospital representative
5. City of Waco representative\*
6. Contract EMS Provider for Waco-McLennan County Area Representative\*
7. Rural EMS representative
8. Perinatal Representative
9. First responder agency representative<sup>3</sup>
10. Emergency Management Member-at-Large<sup>2</sup>
11. Physician-at-Large
12. Community Member-at-Large<sup>1</sup>
13. Community Member-at-Large<sup>1</sup>
14. Community Member-at-Large<sup>1</sup>

The Board Chair may choose to add an Ex-officio member to the Board of Directors if he/she thinks the Board would benefit from a subject matter expert. An Ex-officio member does not have voting rights but has all of the other responsibilities of the other Board members. Should more than one Ex-officio be deemed necessary, the Board must approve by simple majority of those present to conduct business. Ex-officio members may not outnumber the Community Members At-large.

<sup>1</sup>Community Member-at-Large shall not be associated with an agency or organization involved in the health and medical discipline.

<sup>2</sup>Emergency Management Member-at-Large shall represent emergency management; not be employed by a hospital or EMS; and must be from a member entity of HOTRAC.

<sup>3</sup>First Responder Representative shall be associated with a certified DSHS First Responder Organization (FRO) or a volunteer fire department (VFD) that is a member of the RAC and located in the Region.

\*These Board positions are nominated by the respective agencies/organizations and approved by a majority vote of the Board. If a person is not approved, a specific reason must be noted by the Board and provided by the Chair in writing to the agency/organization.

Employees (including the Executive Director) of the HOTRAC may not serve as a member of the Board of Directors.

Section 2. Board of Directors Meetings (to include face-to-face, audio or video conference calls, and webinars): The Board of Directors meetings should be held monthly. 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 the Executive Director electronically. A quorum is required for a special called meeting.

A Board Meeting will not occur if the Chair and/or the Vice Chair is not present to conduct the meeting.

Section 3. Board Quorum: A quorum will be established by the presence of two-thirds of the board members and must include at least one (1) Executive Committee member. Attendance and votes may be accomplished in person, by video, conference call, or electronically.

Section 4. Board of Directors Attendance: Board Members must attend at least 75% of the scheduled Board meetings per year. A Board member must attend 75% in the in person meetings as well.

Section 5. Resignation/Succession: In the event that the Chairperson resigns or is removed from office prior to the term expiration, the Vice Chair will immediately succeed the resigned/removed Chair.

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 filled for the balance of the unexpired term by the Chair with a majority vote of the Board or may be deferred to the General Assembly for decision with exception of the Immediate Past Chair which will remain vacant until filled by the next Past Chair. The Board Member will be eligible for reappointment twice.

Section 6. Elections: Elections shall be held in December of each calendar year. Terms shall begin January 1<sup>st</sup> of the following year. All Board Members shall serve 2-year terms.

The Executive Committee will rotate on and off as follows:

- A. The Chair and Secretary positions will be elected in even numbered years.
- B. The Vice-Chair and Treasurer positions will be elected in odd numbered years.
- C. The even numbered positions (as listed in Article V, Section 1) will be elected in even numbered years. The odd numbered positions (as listed in Article V, Section 1) will be elected in odd numbered years.
- D. Election of Board members with exception of entity-specific nominations will be done by individual entity ballots at General Assembly.

Nominations for all open board positions shall be submitted to the RAC Staff no later than thirty (30) days prior to the December General Assembly. Additional nominations will also be accepted from the floor the night of the elections. Nominations for the Chair/Vice Chair positions must have been participating regularly, themselves, in HOTRAC for more than two (2) years.

In the event that any of the elections result in a tie, refer to the HOTRAC Election Policy.

Section 7. The Board of Directors shall be empowered to employ personnel to conduct the business of the HOTRAC.

Section 8. The Board shall establish an Audit, Budget, & Finance Committee. The Treasurer will serve as Chair of the Audit, Budget, & Finance Committee.

Section 9. The Board of Directors shall develop and maintain policy statements that guide the functioning of the HOTRAC. A policy shall receive final approval of the Board with a majority vote of those members present. Copies of such policy statements shall be maintained in the HOTRAC offices and available upon request.

## **Article VII – Duties of Board Members (listed but not limited to)**

- Section 1. Board of Directors:
- Must attend 75% of the Board and General Assembly Meetings.
  - Defines “active participation” of membership.
  - Reviews and accepts resignations of members.
  - Determines removal of RAC membership status.
  - Is responsible for choosing an Executive Director when needed.

- Recommends & approves items for Executive Director's evaluation.
- Responsible for determining staffing needs.
- Initiates bylaw changes as necessary.
- Accepts proposed bylaw revisions from membership.
- Has oversight of Fundraising activities.
- Reviews the Articles of Incorporation for any changes.

Section 2. Executive Committee:

- Prepares & performs Executive Director's evaluation at least annually (with input of Board).
- Develops and reviews policies to present to the Board.
- Serves as the Committee for the Executive Director to take personnel issues.
- Serves as employee dispute arbitration.
- Approves grant application submission (Board would continue to approve contracts for signature).
- Is responsible for interviewing the Executive Director position when needed.

Section 3. The Chair shall:

- Preside at all meetings of the General Assembly, Board of Directors, and any special meetings.
- Facilitate development and achievement of organizational goals.
- Make interim appointments as needed with the approval of the Board of Directors.
- Sign all contracts, agreements, and other legal documents as needed after approval of the Board of Directors.
- Represent this organization at the Texas Department of State Health Services RAC Chair's Meeting or identifies a designee from Executive Committee.

Section 4. The Vice Chair shall:

- Preside over HOTRAC activities in the absence of the Chair.
- Perform duties as assigned by the Chair.
- Assist in preparing any necessary reports or documentation required.
- Review and edit company insurance policies for HOTRAC.

Section 5. The Secretary shall:

- Present the minutes of all proceedings of the Board and General Assembly meetings.
- Handle all correspondence of the organization in the absence of the Executive Director.
- Assist in preparing any necessary reports or documentation required.

Section 6. The Treasurer shall:

- Review and certify all financial business conducted by the HOTRAC including bank reconciliation.
- Monitors credit card expenditures.
- Perform financial duties in the absence of the Executive Director.
- Serve as Chair of the Board's Audit, Budget and Finance Committee.

- Assist in preparing any necessary reports or documentation required.

## **Article VIII – Standing, Ad Hoc, and Advisory Committees/Task Forces**

- Section 1. The Committee Chairs/Vice Chairs shall:
- Organize and conduct meetings as defined in the bylaws.
  - Facilitate the development and achievement of goals for their committee.
  - Participate in completion and approve their respective committee meeting agendas and minutes.
  - Ensure that approved agendas and minutes are made available to committee members.
  - Assist in preparing any necessary reports or documentation required.
  - Attend General Assembly meetings to provide committee-specific reports.

Section 2. The Standing Committees and their missions are as follows:

- A. Pre-hospital Committee - To serve as a liaison for pre-hospital providers within the Region to include the monitoring of system development, coordination of activities, performance improvement, and pre-hospital training.
- B. Trauma and ED Committee - To serve as a liaison between trauma facilities and pre-hospital providers within the Region to include the monitoring of system development, coordination of activities, performance improvement, and hospital training. Oversee the coordination, preparedness, and responses to acute medical multi-patient/mass casualty, evacuation, and disaster situations.
- C. Stroke Committee - To serve as a liaison to the acute care facilities and pre-hospital providers for initiatives issued by the State of Texas to include but not limited to stroke care, facility designations, public education, and training.
- D. Physicians Advisory Committee
  - A quorum constitutes a majority of serving physicians.
  - To serve as a liaison to the physicians serving in the trauma and acute care facilities and pre-hospital providers to include the coordination of activities, performance improvement and hospital training.
  - 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 Physicians Advisory Committee or the other committees.
  - These meetings are closed since this committee is acting as the HOTRAC's Performance Improvement Committee.
- E. Women & Children Committee

- To serve as a liaison to the acute care facilities and pre-hospital providers for initiatives issued by the State of Texas to include but not limited to pediatric, NICU and perinatal capable facilities.
- To provide guidance for training within the Region to enhance perinatal and pediatric care standards in this Region.

G. Cardiac Committee - To serve as a liaison to the acute care facilities and pre-hospital providers for initiatives issued by the State of Texas to include but not limited to cardiac care, STEMI, public education, and training.

Section 3. Election of Committee Chairs and Vice Chairs: Each standing committee shall have an identified Chair and Vice Chair which will be selected by the membership of that committee every year. This process will occur in December of each year in conjunction with the election of open positions on the Board of Directors. Each entity present will only have one vote. Nominated individuals must leave the room during the voting process.

Section 4. Each standing committee shall have at least four (4) meetings per year and keep minutes of each meeting with exception of Physicians Advisory since it is the Performance Improvement Committee as well. Meeting minutes may be obtained by any HOTRAC member from the HOTRAC Staff. The minutes may be provided either in hard copy or electronically.

Section 5. Each Standing Committee shall have a standing agenda items for Emergency Healthcare System Issues.

Section 6. Ad Hoc Committees/Task Forces may be established and/or dissolved at the discretion of the Committee Chairs and Board. Ad Hoc Committees/Task Forces are utilized to address issues that are limited in duration or cyclic in nature.

## **Article IX – General Assembly Meetings**

Section 1. General Assembly Quorum: At least four (4) hospitals and six (6) EMS providers must be represented in addition to the one (1) Executive Committee member and three (3) additional Board of Directors to constitute a quorum for a General Assembly meeting.

Section 2. General Assembly Meetings: The General Assembly shall meet at least four (4) times per year; preferably on the second Thursday following the Governor's EMS & Trauma Advisory Council (GETAC) meetings. When the General Assembly meeting falls on a federal holiday, the meeting will be held the following Thursday.

Any member of the Executive Committee may call a special meeting with a majority vote of the Board of Directors. A minimum of a two (2) week notice will be provided electronically to all members on the General Assembly email list serve.

Section 3. Attendance: See Article V, Section 5 for the attendance requirements.

**Article X – Funding**

- Section 1 Department of State Health Services (DSHS) Contracts: State mandated funds may be allocated according to contract received by HOTRAC from the DSHS. Any entity eligible according to State guidance must be classified as an active participant as stated in Article V, Section 5, in order to receive any funding.
- Section 2 Grants: Any grant funds received by the HOTRAC may be made available to those only member entities that are active participants in HOTRAC as stated in Article V, Section 5, in order to receive any funding.
- Section 3. Any recipient receiving funds, equipment, supplies, and education/training through and/or from HOTRAC must provide required reports, support documents, monitoring visits, etc. as required and timely. Failure to comply will result in ineligibility of funding through and/or from HOTRAC for a period of not less than six (6) months and not more than one (1) fiscal year funding cycle.
- Section 4. 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 XI - Finance and Fiscal Responsibility Standards**

- Section 1. The Heart of Texas Regional Advisory Council's fiscal and operational year shall follow the calendar year.
- Section 2. Budget preparation is achieved through needs assessments provided by the HOTRAC committees and individual members as well as strategic direction provided by the Board. The Budget will be completed by the Executive Director, and the Board Audit, Budget, & Finance Committee then presented for ratification at the December General Assembly meeting.
- Section 3. Checks under the amount of \$1500 may have only one signature. Checks \$1500.01 and over must have two signatures. These signatures may be any combination of the Chair, Vice Chair, Secretary, Executive Director, and Immediate Past Chair. The HOTRAC will maintain a minimum of two (2) checking accounts (“restricted” & “unrestricted”) and may establish additional accounts as needed with approval of the Board of Directors.
- Section 4. Approval of non-budgeted expenditures must conform to the following schedule:

Amount

Approval Required



- |    |                            |                     |
|----|----------------------------|---------------------|
| A. | \$ 0 - \$ 5,000.00         | Executive Committee |
| B. | \$ 5,000.01 – \$ 10,000.00 | Board only          |
| C. | \$ 10,000.01 or more       | General Assembly    |

Any purchases and/or leases of real property, land, buildings, and vehicles shall be approved by a majority vote of the General Assembly present at the meeting.

Section 5. The Executive Director shall have the authority to establish charge accounts with advance approval the Board of Directors.

The Executive Director shall have authority to maintain and utilize HOTRAC's secured credit card with a spending limit determined by the Board of Directors. A report must be provided upon request of the Executive Committee, Board, and/or General Assembly. All credit cards shall be reported as a line item on the financial statements provided to the Board and General Assembly.

Section 6. The Executive Director may authorize expenditures associated with a specific grant/contract if a budget was submitted as part of the grant/contract application process and the grant/contract application was approved by the Board of Directors upon completion or at notice of award.

Section 7. Distribution of funds will be in accordance with State and Federal regulations.

Section 8. Annually an external independent audit and/or a single audit shall be completed in accordance with State and Federal regulations.

## **Article XII – Alternative Dispute Resolution (ADR) Process**

Any provider or individual representing a provider, service, or hospital that has a dispute in connection with another provider or the HOTRAC 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 HOTRAC and/or the Executive Director. 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). 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. 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 HOTRAC mailing address.

### Article XIII - Amendments

Section 1. Bylaws: Proposed amendments and revisions to the bylaws must be submitted to the Executive Director and approved by a majority vote of the Board of Directors in order for them to be submitted to the General Assembly.

All proposed bylaw revisions and/or changes will be submitted to the General Assembly Membership via United States Postal Service and/or electronically (30) days prior to action. The proposed bylaws will also be submitted to all individuals that participate in the HOTRAC email list-serve.

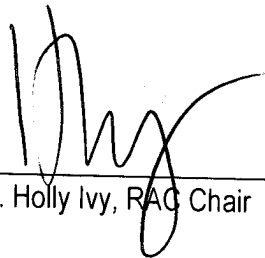
A roll-call vote shall be taken and there must be an affirmative vote of two-thirds of the General Assembly present for the revisions to the bylaws to be ratified.

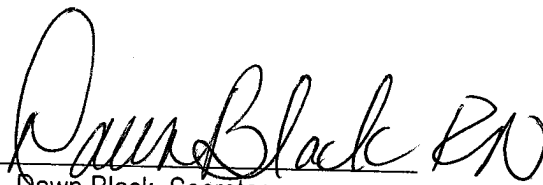
The bylaws shall be reviewed/amended/revised at least once per calendar year.


### Article XIV – Administrative Operations

Section 1. Robert's Rules of Order may be used as a guide for all meetings administered by the HOTRAC.

Section 2. HOTRAC members may obtain copies of financial records, 990s, audit findings, grants, contracts, etc. from the Executive Director or Chair. A request must be submitted in writing. The request must include what items wish to be reviewed and when the member would like to schedule a time to review requested documents. Original documents may not be removed from the HOTRAC offices without written approval of the Chair and/or Executive Director. Some documents may not be available for copying.

  
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Ms. Holly Ivy, RAC Chair

  
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Ms. Dawn Black, Secretary

  
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Ms. Christine Reeves, Executive Director