

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). The service area is determined by the Department of State Health Services (DSHS). DSHS refers to this service area as “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 the Region.
- B. Decrease morbidity and/or mortality, which results from traumatic injury and/or 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, supplies, education, and programs to assist trauma and emergency care providers in the Region.
- E. Maintain a comprehensive Emergency Healthcare System Plan based on standard treatment guidelines for time sensitive injuries and illnesses.
- 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 Information 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 membership 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 Information.

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. BSW - Hillcrest Representative
3. Ascension 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
10. Emergency Management Member-at-Large
11. Physician-at-Large
12. Community Member-at-Large
13. Community Member-at-Large
14. Community Member-at-Large

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 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 positions.

Section 2. Board Position Definitions

- **Chair** – Person must have 2 years personally involved with a RAC.
- **Vice Chair** - Person must have 1 year personally involved with a RAC.
- **Secretary**
- **Treasurer**
- **Immediate Past Chair** – The position is filled with the last Chair until the next Chair moves into this position. This position is not elected. This position serves as a Historian for the Board for continuity.
- **BSW – Hillcrest Representative** – This position is appointed by the CEO of the facility.
- **Ascension Providence** - This position is appointed by the CEO of the facility.
- **Rural Hospital Representative** – This position is elected by the Assembly and shall be associated with a hospital outside of McLennan County.
- **City of Waco Representative** – This position is appointed by the City of Waco City Manager.
- **Representative for the Contracted EMS Provider for Waco-McLennan County Area** – this position is appointed by the EMS Provider that is contracted by Waco-McLennan County, et al.
- **Rural EMS Provider Representative** – This position is elected by the Assembly and shall be associated with an EMS Provider outside McLennan County.
- **Perinatal Representative** – This position is elected by the Assembly and shall be working in the field(s) of maternal, child, and/or neonatal.
- **First Responder Agency Representative** – This position is elected by the Assembly and shall associated with a certified DSHS First Responder Organization (FRO) or a volunteer fire department (VFD) that is an active member.
- **Emergency Management At-large** – This position is elected by the Assembly and shall be associated with emergency management in the Region and not employed by a hospital or EMS Provider.
- **Physician At-large** – This position is elected by the Assembly.
- **Community At-large** – These positions are elected by the Assembly and shall not be employed by a hospital or EMS Provider.

All appointed positions shall be affirmed by a majority vote of the Board members present at the meeting. If the person is not affirmed, the Executive Director and Chair will meet with the appropriate member entity to discuss the reason provided at the Board meeting.

Employees shall not be a member of the HOTRAC Board of Directors.

Section 3. 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 36-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 shall not commence if the Chair or the Vice Chair is not present to conduct the meeting.

Section 4. Board Quorum: A quorum shall be established by the presence of two-thirds of the seated board positions 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 5. Board of Directors Attendance: Board Members must attend at least 75% of the scheduled Board meetings per year and 75% of those attended shall be in person.

Section 6. Vacancies:

Any Board vacancies shall be appointed for the balance of that unexpired term by the Chair with a majority vote of the Board or may be deferred to the Assembly for decision with exception of the Immediate Past Chair. The Immediate Past Chair position shall remain vacant until filled by the next Past Chair. Any positions appointed by the Chair shall not count as a full Board term; therefore, eligible to be elected for two terms.

If the Chair resigns or is removed from office prior to the term expiration, the Vice Chair will immediately succeed the Chair position.

A Board Member who does not comply with assigned responsibilities and does not resign may be relieved that position by a majority vote of the Board.

Section 7. Elections: Elections shall be held in December of each calendar year. Terms shall begin January 1st of the following year. All Board Members shall serve 2-year terms.

The Executive Committee shall be open for election as follows:

- A. The Chair and Secretary positions shall be elected in even numbered years.
- B. The Vice Chair and Treasurer positions shall be elected in odd numbered years.
- C. The even numbered positions (as listed in Article VI, Section 1) will be elected in even numbered years. The odd numbered positions (as listed in Article VI, Section 1) will be elected in odd numbered years.

- D. Election of Board members with exception of appointed positions shall be done by individual entity ballots at the 4th quarter General Assembly meeting.

Nominations for all open board positions shall be submitted to the RAC Staff no later than thirty (30) days prior to the 4th quarter General Assembly meeting.

Section 8. The Board shall be empowered to employ personnel to conduct the business of the HOTRAC.

Section 9. The Executive Committee shall establish an Audit, Budget, & Finance Committee.

Section 10. 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.

Section 11. The Board shall be empowered to adjust RAC Operations in case of a disaster declaration. The changes must be approved by majority of the seated Board.

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.
- Handle all RAC activities in the absence of paid staff.
- Defines “active participation” of membership.
- Determines removal of RAC memberships, as needed.
- Participates in the development of the Executive Director’s annual evaluation.
- Responsible for determining staffing needs.
- Have fiduciary responsibility for the RAC including budget approval(s).
- Reviews the bylaws annually.
- Develops and reviews global RAC policies.

Section 2. Executive Committee:

- Prepares & performs Executive Director’s evaluation at least annually (with input of Board).
- Serves as the Committee for the Executive Director to take personnel issues.
- Serves as employee dispute arbitration.
- Handle all Human Resource items affecting the Executive Director.

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.
- Has authority to sign documents on behalf of HOTRAC and its Board.

Section 4. The Vice Chair shall:

- Preside over HOTRAC activities in the absence of the Chair.

- Review and edit company insurance policies for HOTRAC.

Section 5. The Secretary shall:

- Signs approved minutes of Board and General Assembly meetings.
- Review Articles of Incorporation and other Comptroller documents, as needed.

Section 6. The Treasurer shall:

- Review all financial business conducted by the HOTRAC including bank reconciliations and credit card purchases.
- Develop the annual budget for Board review and approval.

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 committee goals.
- Participate in completion and approve their respective committee meeting agendas and minutes.
- Attend General Assembly meetings to provide committee-specific reports.

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

- A. 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.
 - B. Emergency Preparedness & Response Committee - To coordinate preparedness and responses to acute medical mass casualty, evacuation, and disaster situations.
 - C. Prehospital 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.
 - D. 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.
 - E. Trauma and ED Committee - To provide guidance to 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.
- D. Physicians 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.
- These meetings are closed since this committee is acting as the HOTRAC's Performance Improvement Committee.

F. Women & Children Committee –

- To provide guidance 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.

Section 3. Election of Committee Chairs and Vice Chairs: Each standing committee shall determine a Chair and Vice Chair selected by the membership of that committee annually. This process shall occur at the last meeting of the calendar y Each entity present will only have one vote.

Section 4. Each standing committee shall have at least three (3) meetings per year. Meeting minutes shall be recorded and approved for each meeting with exception of Physicians Advisory as the Performance Improvement Committee. Meeting minutes may be obtained 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 three (3) times per year; preferably on the second Thursday following the Governor's EMS & Trauma Advisory Council (GETAC) meetings.

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

Article X – Funding

- Section 1 Department of State Health Services (DSHS) Contracts: State mandated funds may be allocated according to contract received from the DSHS. Any entity eligible according to State guidance must be classified as an active participant, 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 i 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) 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 HOTRAC's fiscal and operational year shall follow the calendar year.
- Section 2. The Budget shall be prepared by the Executive Director. The Board Audit, Budget, & Finance Committee shall review the presented budget then present to the full Board for appointed. Once approved the budget is presented for ratification at the 4th quarter 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").
- Section 4. Approval of non-budgeted expenditures must conform to the following schedule:

	<u>Amount</u>	<u>Approval Required</u>
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 on behalf of the RAC.

The Executive Director shall have authority to maintain and utilize HOTRAC's secured credit card with a spending limit approved 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 entity or individual representing a RAC member entity that has a dispute in connection with another RAC member entity or the HOTRAC itself (e.g., bylaws, emergency healthcare system plan, guidelines, etc.) may formally voice its disapproval in writing. The written document shall 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

for them to be submitted to the General Assembly.

All proposed bylaw revisions and/or changes shall be submitted to the General Assembly via United States Postal Service 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/revise 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.

Ms. Holly Ivy, RAC Chair

Ms. Heather Hamilton, Secretary

Ms. Christine Reeves, Executive Director