

**NORTH CENTRAL TEXAS TRAUMA
REGIONAL ADVISORY COUNCIL, INC.
(NCTTRAC)**



BYLAWS

**Endorsed by the NCTTRAC Board of Directors
September 13, 2016**

**Approved by the NCTTRAC General Membership
October 11, 2016**

Supersedes Bylaws approved in April 2016



NORTH CENTRAL TEXAS
TRAUMA REGIONAL ADVISORY COUNCIL

ANNOTATED INDEX

ARTICLE I: Name

1.1	Official Name	1
1.2	Principal Place of Business	1

ARTICLE II: Definitions

2.1	NCTTRAC	2
2.1.1	Trauma Service Area- E	2
2.1.2	Realignment Request	2
2.1.3	Participants	2

ARTICLE III: Mission

3.1	Mission	3
3.2	Vision	3
3.3	Philosophy	3
3.3.1	Prepare	3
3.3.2	Support	3
3.3.3	Respond	3

ARTICLE IV: Membership

4.1	Membership in NCTTRAC	4
4.1.1	Membership Categories	4
4.1.1.1	Members	4
4.1.1.1.1	Eligibility	4
4.1.1.1.2	One Vote per Member	4
4.1.1.2	Associate Members	4
4.1.1.2.1	Eligibility	4
4.1.2.2.2	Non Voting Member	4
4.1.2	Membership Status	4
4.2	Equal Opportunity and Access	4
4.3	Financials Not Related to Votes	4
4.4	Participation and Voting	4
4.5	Assessment of Dues and Fees	4

ARTICLE V: Officers

5.1	Board Officers Defined	5
5.2	Nomination and Election	5
5.2.1	Elections	5
5.2.2	Nominations for Officers	5
5.2.3	Nominees Must Accept Nomination	5
5.2.4	Officers Elected at General Membership Meeting	5
5.2.5	Removal of Officers	5
5.3	Chair	5
5.3.1	Job Description	5
5.3.1.1	Set Agenda and Preside at Meetings	5
5.3.1.2	Fill Officer or Committee Chair Vacancy	5
5.3.1.3	Appoint Chair of Ad-hoc Committees	5
5.3.1.4	Represent NCTTRAC	5
5.3.1.5	Communicate Information	5
5.3.1.6	Check Signing Privileges	5
5.3.1.7	Responsibility Related to Executive Director	5
5.3.2.	Term of Office	6
5.3.2.1	Term of Office – Two Years	6
5.3.2.2	Inability to Fulfill Term of Office	6
5.4	Chair Elect	6
5.4.1	Job Description	6
5.4.1.1	Duties in Absence of Chair	6
5.4.1.2	Member of Finance Committee	6
5.4.1.3	Represent NCTTRAC	6
5.4.1.4	Communicate Information	6
5.4.1.5	Check Signing Privileges	6
5.4.1.6	Responsibility Related to Executive Director	6
5.4.1.7	Lead Annual Bylaws and SOP Review	6
5.4.2	Term of Office	6
5.5	Secretary	7

5.5.1	Job Description	7
5.5.1.1	Responsible for Minutes and Records of Meetings ..	7
5.5.1.2	Responsible for List of Voting Members	7
5.5.1.3	Coordinate Meeting Notification	7
5.5.1.4	Familiar with "Robert's Rules of Order".....	7
5.5.1.5	Check signing Privileges	7
5.5.1.6	Represent NCTTRAC	7
5.5.1.7	Communicate Information	7
5.5.1.8	Responsibility Related to Executive Director	7
5.5.2	Term of Office	7
5.6	Treasurer	7
5.6.1	Job Description	7
5.6.1.1	Oversee Financial Records	7
5.6.1.2	Member of Finance Committee	7
5.6.1.3	Present Financial Statements	7
5.6.1.4	Provide for Annual Audit	7
5.6.1.5	Check Signing Privileges	8
5.6.1.6	Represent NCTTRAC	8
5.6.1.7	Communicate Information	8
5.6.1.8	Responsibility Related to Executive Director	8
5.6.2	Term of Office	8
5.7	Succession of Officers	
5.7.1	Initial Succession to Secretary	8
5.7.2	All Officers Unavailable – Board Elects Representative	8

ARTICLE VI: Executive Committee of the Board of Directors

6.1	Executive Committee of the Board of Directors Defined	9
6.1.1	Chair.....	9
6.1.2	Chair Elect.....	9
6.1.3	Secretary.....	9
6.1.4	Treasurer.....	9
6.1.5	Finance Committee Chair.....	9

6.1.6	Medical Directors Committee Chair.....	9
6.2	Election, Removal and Vacancies of Executive Committee	9
6.2.1	Election	9
6.2.2	End of Executive Committee Members Term.....	9
6.3	Duties of the Executive Committee	9
6.3.1	Eligibility	9
6.3.2	Participation	9
6.3.3	Closed meetings	9

ARTICLE VII: Board of Directors

7.1	Board of Directors Defined	10
7.1.1	Chair	10
7.1.2	Chair Elect	10
7.1.3	Secretary.....	10
7.1.4	Treasurer	10
7.1.5	Air Medical Committee	10
7.1.6	Cardiac Committee Chair	10
7.1.7	Emergency Department Operations Committee Chair	10
7.1.8	EMS Committee Chair	10
7.1.9	Finance Committee Chair	10
7.1.10	Hospital Executive – East.....	10
7.1.11	Hospital Executive – West.....	10
7.1.12	Medical Director Committee Chair	10
7.1.13	Pediatric Committee Chair	10
7.1.14	Perinatal Committee Chair	10
7.1.15	Professional Development Committee Chair	10
7.1.16	Public Education / Injury Prevention Committee Chair	10
7.1.17	Regional Emergency Preparedness Committee Chair	10
7.1.18	Stroke Committee Chair	10
7.1.19	System Performance Improvement Committee Chair	10
7.1.20	Trauma Committee Chair	10
7.1.21	Zones Representative	10

7.1.22	Immediate Past Chair	10
7.2	Election, Removal, and Vacancies of Directors	10
7.2.1	Election	10
7.2.2	Removal	10
7.2.3	End of Director's Term Defined	11
7.3	Duties of the Board	11
7.3.1	Act on Behalf of NCTTRAC	11
7.3.2	Determine NCTTRAC's Mission and Purpose	11
7.3.2.1	Strategic Planning	11
7.3.2.2	Support the Organization's Mission	11
7.3.3	Ensure Effective Organizational Planning	11
7.3.3.1	Actively Participate in Planning Process	11
7.3.3.2	Set Policy	11
7.3.4	Ensure Adequate Resources	11
7.3.4.1	Ensure Adequate Financial Controls	11
7.3.4.2	Actively Participate in Annual Budget	11
7.3.5	Ensure Programs Consistent with Mission	11
7.3.6	Ensure Legal and Ethical Integrity	11
7.3.6.1	Establish Policies and Procedures	11
7.3.6.2	Adhere to Bylaws and Articles of Incorporation	11
7.3.7	Train New Officers, Directors and Committee Chair Elects and Assess Performance	11
7.3.7.1	Provide Information to New Officers, Directors and Committee Chair Elects	12
7.3.7.2	Regularly Evaluate Board Performance	12
7.3.8	Develop Positions for Activism, Advocacy, Endorsement	12
7.3.9	Perform Duties in Good Faith	12
7.3.9.1	Perform Duties as Prudent Person	12
7.3.9.2	Attest to Conflict of Interest	12
7.3.9.3	Complete Board Training	12
7.4	Requirements of the Board	12

7.4.1	Eligibility	12
7.4.2	Participation	12
7.4.3	Training	12
7.5	Quorum	12
7.5.1	Quorum Defined	12
7.5.2	Vote Required to Transact Business	12
7.6	Meetings	12
7.6.1	Time and Location Set by Chair	12
7.6.2	Agenda	12
7.6.3	Minutes	13
7.7	Reimbursement for Expenses	13
7.8	Attendance at Board Meetings	13
7.8.1	Consecutive Absences	13
7.8.1.1	Excused Absence	13
7.8.1.2	Consensus.....	13
7.8.2	Board Discussion and Resolution	13
7.8.3	Cumulative Attendance Record	13
7.9	Call and Postpone Meetings	13
ARTICLE VIII: Meetings		
8.1	Open to the Public	14
8.2	General Membership Semi-annual Meetings	14
8.2.1	Voting	14
8.2.2	Simple Majority Required	14
8.2.3	Postpone or Reschedule	14
8.2.3.1	24 Hour Notice	14
8.2.4	Notice of Meetings	14
8.3	Board Quarterly Meeting Requirement	14
ARTICLE IX: Committees		
9.1	Standing Committees Defined	15
9.1.1	Meetings – Open and Closed	15
9.1.2	Quarterly Meeting Requirements	15

9.1.3	Business Decided by Simple Majority	15
9.1.3.1	Core Group	15
9.1.3.1.1	Members of Core Group	15
9.1.3.1.2	Voting by Core Group	15
9.1.3.1.3	Voting in Absence of Core Group	15
9.1.3.2	One Vote per Member or Organization	15
9.1.3.3	Standing Delegate	15
9.1.3.3.1	Appointment of Standing Delegate	16
9.1.4	Committee Chair	16
9.1.4.1	Term	16
9.1.4.2	Eligibility	16
9.1.4.3	Multiple Positions Prohibited	16
9.1.4.4	Inability to Fulfill Term of Office	16
9.1.5	Committee Chair Responsibilities	16
9.1.5.1	Voting Member of the Board	16
9.1.5.2	Committee Charge and SOPs	16
9.1.5.3	Quarterly Report to Board of Directors	16
9.1.5.4	Represent Vote of Committee Members	16
9.1.5.5	Vote in Case of Tie	16
9.1.5.6	Call or Postpone Meeting	16
9.1.5.7	Workgroups Established by Chair	16
9.1.5.8	Conducting Meetings.....	16
9.1.6	Committee Chair Elect	17
9.1.6.1	Term	17
9.1.6.2	Nominations	17
9.1.6.3	Eligibility	17
9.1.6.4	Multiple Positions Prohibited	17
9.1.6.5	Inability to Fulfill Term of Office	17
9.1.7	Committee Chair Elect Responsibilities	17
9.1.7.1	Assumes Committee Chair Responsibilities	17
9.1.7.2	Absence of Committee Chair	17

9.1.7.3	Call or Postpone Meetings	17
9.1.7.4	Ascends to the Chair	17
9.1.7.5	Election	17
9.1.8	Committee Chair Complaints and Removal	17
9.1.9	Purpose and Responsibilities of Standing Committees	17
9.1.9.1	Air Medical Committee	17
9.1.9.1.1	Overall Responsibilities	18
9.1.9.1.2	Guidance Provided	18
9.1.9.2	Cardiac Committee	18
9.1.9.2.1	Overall Responsibilities	18
9.1.9.2.2	Guidance Provided	18
9.1.9.3	Emergency Department Operations Committee	18
9.1.9.3.1	Overall Responsibilities	18
9.1.9.3.2	Guidance Provided	18
9.1.9.4	Emergency Medical Services (EMS) Committee	18
9.1.9.4.1	Overall Responsibilities	18
9.1.9.4.2	Guidance Provided	18
9.1.9.5	Finance Committee	18
9.1.9.5.1	Overall Responsibilities.....	18
9.1.9.7	Medical Directors Committee.....	18
9.1.9.7.1	Overall Responsibilities.....	19
9.1.9.8	Pediatric Committee	19
9.1.9.8.1	Overall Responsibilities	19
9.1.9.8.2	Serve as Resource	19
9.1.9.8.3	Guidance Provided	19
9.1.9.9	Perinatal Committee	19
9.1.9.9.1	Overall Responsibilities.....	19
9.1.9.10	Professional Development Committee	19
9.1.9.10.1	Overall Responsibilities.....	19
9.1.9.11	Public Education / Injury Prevention Committee	19
9.1.9.11.1	Overall Responsibilities.....	19

9.1.9.12	Regional Emergency Preparedness Committee	19
9.1.9.12.1	Disaster Preparedness / Response Plans	19
9.1.9.12.2	Steering Committee for HPP Contract ..	19
9.1.9.13	Stroke Committee	19
9.1.9.13.1	Overall Responsibilities	19
9.1.9.13.2	Guidance Provided	19
9.1.9.14	System Performance Improvement Committee	20
9.1.9.14.1	Overall Responsibilities.....	20
9.1.9.14.2	Open – Develop and Review System Performance Standards	20
9.1.9.14.3	Closed – Review and Analyze Issues ...	20
9.1.9.15	Trauma Committee	20
9.1.9.15.1	Overall Responsibilities	20
9.1.9.15.2	Guidance Provided	20
9.2	Zones	20
9.2.1	Current Zones	20
9.2.1.1	Zone 1.....	20
9.2.1.1	Zone 2.....	20
9.2.1.1	Zone 3.....	20
9.2.1.1	Zone 4.....	20
9.2.1.1	Zone 5.....	20
9.2.1.1	Zone 6.....	20
9.2.1.1	Zone 7.....	20
9.2.1.1	Zone 8.....	20
9.2.2	Zone Meetings	20
9.2.3	Quarterly Meeting Requirements	21
9.2.4	Zone Representative Vote	21
9.2.5	Zone Representative	21
9.2.5.1	Term	21
9.2.5.2	Nominations	21
9.2.5.3	Eligibility	21

9.2.5.4	Inability to Fulfill Term of Office	21
9.2.6	Zone Representative's Responsibilities	21
9.2.6.1	Quarterly Report to the Zones Representative	21
9.2.6.2	Represent Collective Vote of Zone Members	21
9.2.6.3	Call or Postpone Meetings	21
9.2.6.3.1	Conducting Meetings	21
9.2.6.4	Hold Timely Elections	21
9.2.7	Complaint or Removal of Zone Representative	21
9.2.8	Election of Zones Representative to Board	21

ARTICLE X: Fiscal Policies

10.1	Fiscal Year	21
10.2	Financial Records in Accordance with GAAP	22
10.3	Financial Reports	22
10.4	Nonprofit Status	22
10.5	Annual Budget	22
10.6	Contributions and Gifts	22
10.7	Winding Up and Termination of NCTTRAC	22
10.8	Indemnity and Insurance	22
10.8.1	Indemnification	22
10.8.2	Insurance	22
10.9	Limitation of Liability	22
10.9.1	Breach of Director's Duty	22
10.9.2	Act or Omission Not in Good Faith	22
10.9.3	Improper Benefit Transaction	22
10.9.4	Liability by Act or Omission by Statute	23
10.10	Annual Audit	23

ARTICLE XI: Parliamentary Authority

11.1	"Robert's Rules of Order" as a General Guide	24
------	--	----

ARTICLE XII: Amendment of Bylaws

12.1	Annual Review	25
12.1.1	Workgroup Lead by Chair Elect	25

12.1.2	Amendments Presented to General Membership	25
12.1.3	Notice to Membership Prior to Adoption	25
12.1.4	Adopting Bylaws Amendments	25
ARTICLE XIII: Signatures		
13.1	Effective Date	26
ARTICLE XIV: Proxies		
14.1	Representation by Proxy	27
14.1.1	Filing Requirement	27
14.1.2	Eligibility	27
14.1.3	Limitations	27
14.1.4	Valid for Ninety Days	27
14.2	Proxy Not Available for Board Meetings	27
ARTICLE XV: Financial Books and Records		
15.1	True and Complete Books and Records	28
15.2	True and Accurate Financial Records	28
15.3	Kept at Principal Office	28
ARTICLE XVI: Transactions of the Organization		
16.1	Executive Director Authority	29
16.2	Depository Accounts	29
16.3	Check Signing Authority	29
16.4	Making Gifts or Contributions	29
16.5	Conflict of Interest	29
16.5.1	Disclosure of Identified Conflict of Interest	29
16.6	Conducting Business	29
16.7	Expenditure Authority	29
CERTIFICATE BY SECRETARY		30
ATTACHMENT 1: Governance & Organization Chart		31



ARTICLE I

Name

1.1 The official name of this organization shall be North Central Texas Trauma Regional Advisory Council, Inc. (NCTTRAC).

1.2 The principal place of business of NCTTRAC shall be 600 Six Flags Dr., Suite 160, Arlington, Texas 76011, in the State of Texas, unless and until determined otherwise by the NCTTRAC Board of Directors (Board).

ARTICLE II

Definitions

2.1 NCTTRAC is a 501(c)(3) nonprofit organization which functions according to its duly adopted charter, and federal and state law, including Texas Administrative Code Title 25 §157.2. The organization facilitates the development, implementation, and operation of an integrated emergency healthcare system founded on accepted evidence-based standards of care principles to decrease morbidity and mortality.

2.1.1 The nineteen Texas counties comprising Trauma Service Area (TSA) - E include: Collin, Cooke, Dallas, Denton, Ellis, Erath, Fannin, Grayson, Hood, Hunt, Johnson, Kaufman, Navarro, Palo Pinto, Parker, Rockwall, Somervell, Tarrant, and Wise counties.

2.1.2 The composition of TSA-E may be changed if a county requests realignment into or out of TSA-E to another bordering TSA pursuant to requirements and approval of the Texas Department of State Health Services (DSHS).

2.1.3 NCTTRAC participants 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-E.

ARTICLE III

Mission

3.1 The Mission of the North Central Texas Trauma Regional Advisory Council is to promote and coordinate a system of quality trauma, acute, and emergency healthcare and preparedness in North Central Texas.

Vision

3.2 To be recognized as a leader for promoting quality trauma, acute, and emergency healthcare and preparedness.

Philosophy

3.3 The philosophies of NCTTRAC are:

3.3.1 We prepare through research, data management, education, injury and illness prevention, and emergency management.

3.3.2 We support through protocol development, resources, communications, and advocacy.

3.3.3 We respond to the needs of the regional emergency healthcare coalition and the State of Texas.

ARTICLE IV

Membership

4.1 Membership in NCTTRAC shall include Voting and Associate Members. The requirements and eligibility for membership in NCTTRAC include submission of a completed membership application, initial and annual payment of membership dues and Board approval. Additional membership criteria can be found in the (Voting) Membership and Active Participation in NCTTRAC Standard Operating Procedure (SOP).

4.1.1 Membership Categories

4.1.1.1 Members

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

4.1.1.1.2 Each Member shall have one vote.

4.1.1.2 Associate Members

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

4.1.1.2.2 Associate Members are non-voting.

4.1.2 Final determination of Member or Associate Member status shall be approved by the Board.

4.2 NCTTRAC shall maintain equal opportunity and access to all its membership for fair representation and participation.

4.3 NCTTRAC shall assure that dues, fees or other financial incentives do not determine the number of votes awarded to a Voting Member.

4.4 In order to retain voting privileges, Members shall maintain active and consistent participation according to the (Voting) Membership and Active Participation in NCTTRAC SOP.

4.5 NCTTRAC shall assess dues and fees based on a schedule that has been approved at a General Membership Meeting according to the (Voting) Membership and Active Participation in NCTTRAC SOP.

ARTICLE V

Officers

5.1 The officers of NCTTRAC and its Board are: Chair, Chair Elect, Secretary and Treasurer and shall be known as the Officers. The remainder of the Board will be known as Directors as specifically described in Article VII.

5.2 Nomination and Election

5.2.1 Elections for Chair Elect, Secretary, and Treasurer are routinely held at the September General Membership Meeting of each odd year.

5.2.2 Nominations for Officers are accepted in person or in writing until 21 days prior to the election.

5.2.3 Nominees must accept the nomination prior to the election.

5.2.4 Officers shall be elected at a NCTTRAC General Membership Meeting in accordance with the Voting and Elections SOP.

5.2.5 Any Officer may be removed by a majority vote of the NCTTRAC Membership.

5.3 Chair

5.3.1 Job Description

5.3.1.1 The Chair shall set the agenda and preside at all General Membership and Board Meetings and shall have the authority to call emergency or special Board Meetings in accordance with the Conducting Official Business Meetings SOP.

5.3.1.2 The Chair shall appoint a Voting Member representative as an interim officer or Committee Chair to fill any vacancy until a replacement is duly elected.

5.3.1.3 The Chair shall have the authority to appoint the Chairs of all ad-hoc committees or workgroups.

5.3.1.4 The Chair represents NCTTRAC at Governor's EMS and Trauma Advisory Council (GETAC) Meetings and other meetings as necessary.

5.3.1.5 The Chair is obligated to communicate appropriate information to whatever audience may be warranted, based on information received.

5.3.1.6 The Chair shall have check signing privileges according to the Transactions of the Organization SOP.

5.3.1.7 The Chair, as a member of the Board participates in the hiring and/or firing of the Executive Director.

5.3.2 Term of Office

5.3.2.1 The duration of the Chair term shall be two years. The Chair ascends from Chair Elect.

5.3.2.2 In the event the Chair is unable to fulfill the term, the Chair Elect shall ascend to Chair. The term of the new Chair shall be the remainder of the unfulfilled term of the previous Chair. The Executive Committee will determine if the new Chair will additionally serve the two-year term that would have been served originally.

5.4 Chair Elect

5.4.1 Job Description

5.4.1.1 The Chair Elect shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Board prescribes.

5.4.1.2 The Chair Elect is a member of the Finance Committee.

5.4.1.3 The Chair Elect may represent NCTTRAC at Governor's EMS and Trauma Advisory Council (GETAC) Meetings and other meetings as necessary.

5.4.1.4 The Chair Elect is obligated to communicate appropriate information to whatever audience may be warranted, based on information received.

5.4.1.5 The Chair Elect shall have check signing privileges according to the Transactions of the Organization SOP.

5.4.1.6 The Chair Elect, as part of the Board, participates in the hiring and/or firing of the Executive Director.

5.4.1.7 The Chair Elect leads the annual bylaws and standard operating procedures review process to include review and continuation of Standing Committees.

5.4.2 Term of Office

The duration of the Chair Elect term shall be two years. Nominations for Chair Elect shall come from the General Membership. The nominee for Chair Elect must be affiliated with a member organization of NCTTRAC in good standing. The Chair Elect shall ascend to Chair. In the event the Chair Elect is unable to fulfill the term, there shall be an election at the next eligible General Membership Meeting to replace the Chair Elect for the remainder of the unfulfilled term.

5.5 Secretary

5.5.1 Job Description

5.5.1.1 The Secretary shall be responsible for the minutes and records of all general membership and Board Meetings.

5.5.1.2 The Secretary is responsible for voting actions and a list of designated members at each Board and General Membership Meeting to identify members in good standing for voting purposes.

5.5.1.3 The Secretary works with staff to coordinate meeting notification correspondence and support to include meeting location, date, time and agenda.

5.5.1.4 The Secretary is familiar with and refers to, for guidance, the most current edition of "Robert's Rules of Order".

5.5.1.5 The Secretary shall have check signing privileges according to the Transactions of the Organization SOP.

5.5.1.6 The Secretary may represent NCTTRAC at Governor's EMS and Trauma Advisory Council (GETAC) Meetings and other meetings as necessary.

5.5.1.7 The Secretary is obligated to communicate appropriate information to whatever audience may be warranted, based on information received.

5.5.1.8 The Secretary, as part of the Board, participates in the hiring and/or firing of the Executive Director.

5.5.2 Term of Office

The duration of the Secretary term shall be two years. Nominations for Secretary shall come from the General Membership. The nominee for Secretary must be affiliated with a Member organization of NCTTRAC in good standing. In the event the Secretary is unable to fulfill the term, there shall be an election at the next eligible General Membership Meeting to replace the Secretary for the remainder of the unfulfilled term.

5.6 Treasurer

5.6.1 Job Description

5.6.1.1 The Treasurer oversees the financial records of NCTTRAC.

5.6.1.2 The Treasurer is a member of the Finance Committee.

5.6.1.3 The Treasurer shall make a current financial statement available on a scheduled basis, no less than every General Membership Meeting.

5.6.1.4 The Treasurer oversees the outside annual audit review.

5.6.1.5 The Treasurer shall have check signing privileges according to the Transactions of the Organization SOP.

5.6.1.6 The Treasurer may represent NCTTRAC at Governor's EMS and Trauma Advisory Council (GETAC) Meetings and other meetings as necessary.

5.6.1.7 The Treasurer is obligated to communicate appropriate information to whatever audience may be warranted, based on information received.

5.6.1.8 The Treasurer, as part of the Board, participates in the hiring and/or firing of the Executive Director.

5.6.2 Term of Office

The duration of the Treasurer term shall be two years. Nominations for Treasurer shall come from the General Membership. The nominee for Treasurer must be affiliated with a Member organization of NCTTRAC in good standing. In the event the Treasurer is unable to fulfill the term, there shall be an election at the next eligible General Membership Meeting to replace the Treasurer for the remainder of the unfulfilled term.

5.7 Succession of Officers

5.7.1 In the event both the Chair and Chair Elect are unable to fulfill their duties, the succession of responsibility will be first to the Secretary then to the Treasurer.

5.7.2 In the event all officers are unable to fulfill their duties, the Board shall elect a representative from the Board to fulfill the duties of the Chair.

ARTICLE VI

Executive Committee of the Board of Directors

6.1 The Executive Committee of the Board of Directors shall be known as The Executive Committee and will consist of:

6.1.1 Chair

6.1.2 Chair Elect

6.1.3 Secretary

6.1.4 Treasurer

6.1.5 Finance Committee Chair

6.1.6 Medical Directors Committee Chair

6.2 Election, Removal and Vacancies of Executive Committee members

6.2.1 Each Executive Committee Member is confirmed as a member of the Board after election by their respective committee or election by NCTTRAC Membership (as stated in Article V Section 5.2 Nominations and Elections) and ratification by the Board.

6.2.2 Each elected Executive Committee Member will hold office until whichever of the following occurs: (a) a successor is elected, (b) resignation, (c) removal from office by the Board or general membership, (d) removal from office by their respective committee, after ratification by the Board, (e) death, or (f) disability.

6.3 Duties of the Executive Committee

6.3.1 Each Executive Committee Member must be affiliated with a Member Organization of NCTTRAC in good standing as defined in the Voting and Elections SOP.

6.3.2 The Executive Committee shall participate in Closed Session investigations of Director removal and provide recommendations to the Board.

6.3.3 The Executive Committee will take recommendations from the SPI Committee for appropriate designation/accreditation of hospitals related to initial or changes to designation/accreditation as requested/required by the Department of State Health Services (DSHS). Recommendations will be reviewed and discussed in a closed Executive Committee session to determine the best course of action to be taken.

ARTICLE VII

Board of Directors

- 7.1 The Board shall consist of:
- 7.1.1 Chair (only votes in the event of a tie)
 - 7.1.2 Chair Elect
 - 7.1.3 Secretary
 - 7.1.4 Treasurer
 - 7.1.5 Air Medical Committee Chair / Chair Elect
 - 7.1.6 Cardiac Committee Chair / Chair Elect
 - 7.1.7 Emergency Department Operations Committee Chair / Chair Elect
 - 7.1.8 EMS Committee Chair / Chair Elect
 - 7.1.9 Finance Committee Chair / Chair Elect
 - 7.1.10 Hospital Executive – East
 - 7.1.11 Hospital Executive – West
 - 7.1.12 Medical Director Committee Chair / Chair Elect
 - 7.1.13 Pediatric Committee Chair / Chair Elect
 - 7.1.14 Perinatal Committee Chair / Chair Elect
 - 7.1.15 Professional Development Committee Chair / Chair Elect
 - 7.1.16 Public Education / Injury Prevention Committee Chair / Chair Elect
 - 7.1.17 Regional Emergency Preparedness Committee Chair / Chair Elect
 - 7.1.18 Stroke Committee Chair / Chair Elect
 - 7.1.19 System Performance Improvement Committee Chair / Chair Elect
 - 7.1.20 Trauma Committee Chair / Chair Elect
 - 7.1.21 Zones Representative
 - 7.1.22 Immediate Past Chair (ex officio, non-voting)
- 7.2 Election, Removal, and Vacancies of Directors
- 7.2.1 Each Director is confirmed as a member of the Board after election by their respective committee and ratification by the Board.
 - 7.2.2 Any Director may be removed with or without cause at a Board Meeting by a majority vote of the Board after a Closed Executive Committee investigation and recommendation, provided that proper notice of the intention to act on the matter has been given in the notice calling the meeting.

7.2.3 Each elected Director will hold office until whichever of the following occurs: (a) a successor is elected, (b) resignation, (c) removal from office by the Board, (d) removal from office by their respective committee, after ratification by the Board, (e) death, or (f) disability.

7.3 Duties of the Board

7.3.1 The NCTTRAC Board shall act on behalf of the organization and has the principal responsibility for the organization's mission, and the legal accountability for its operations.

7.3.2 The Board shall determine NCTTRAC's mission and purpose.

7.3.2.1 The Board shall conduct periodic strategic planning to review and update the organization's mission and purpose for accuracy and validity.

7.3.2.2 Each Officer, Director and Committee Chair Elect should fully understand and support the organization's mission and the strategic plan.

7.3.3 The Board shall ensure effective organizational planning.

7.3.3.1 The Board must actively participate with staff in the overall planning process and assist in implementing organizational goals.

7.3.3.2 The Board shall set policy through the development of strong organizational plans including, but not limited to, organizational bylaws, SOPs, and the strategic plan.

7.3.4 The Board shall ensure adequate resources for NCTTRAC to fulfill its mission and shall manage those resources effectively.

7.3.4.1 The Board shall ensure that adequate financial controls are in place to safeguard its resources and preserve the tax-exempt status of the organization.

7.3.4.2 The Board shall actively participate in the development of the annual budget.

7.3.5 The Board shall ensure that NCTTRAC's programs and services are consistent with the organization's mission and shall monitor their effectiveness.

7.3.6 The Board shall ensure legal and ethical integrity and maintain accountability.

7.3.6.1 The Board shall establish pertinent organizational policies and procedures.

7.3.6.2 The Board shall adhere to provisions of the organization's Bylaws and Articles of Incorporation.

7.3.7 The Board shall oversee training of new Officers, Directors and Committee Chair Elects and assess Board participation and performance.

7.3.7.1 New Officers, Directors and Committee Chair Elects shall be provided with information related to their Board responsibilities as well as NCTTRAC's history, needs and challenges.

7.3.7.2 The Board shall regularly evaluate its performance in order to recognize its achievements and determine areas that need to be improved.

7.3.8 The Board shall be responsible for NCTTRAC's statement of position in matters of activism, advocacy and/or organizational endorsement. If time constraints do not allow for position development by full Board consensus the responsibility shall be delegated to the Executive Committee or Officers of the Board If time constraints are extreme.

7.3.9 Each Officer and Director shall perform his or her duties in good faith and in a manner he or she reasonably believes to be in the best interest of NCTTRAC.

7.3.9.1 Each Officer and Director shall perform his or her duties with such care as an ordinarily reasonable and prudent person in a like position with respect to a similar corporation would use under similar circumstances.

7.3.9.2 Each Officer and Director shall read and attest to the Conflict of Interest SOP at least annually.

7.3.9.3 Each Officer, Director and Standing Committee Chair Elect shall complete training related to the roles and responsibilities of the Board.

7.4 Requirements of the Board

7.4.1 Each Officer and Director must be affiliated with a Member Organization of NCTTRAC in good standing as defined in the Voting and Elections SOP.

7.4.2 The Officers and Directors shall participate in accordance with the (Voting) Membership and Active Participation in NCTTRAC SOP.

7.4.3 All Officers, Directors and Standing Committee Chair Elects are required to review and complete the DSHS Board Training requirement at least annually. This training and verification shall be completed within 30 days of elected or appointed participation on the Board.

7.5 Quorum

7.5.1 A quorum is defined as 50% of the voting members of the Board who are present at the call for a vote.

7.5.2 A simple majority vote of the quorum is required to take action.

7.6 Meetings

7.6.1 Meeting times and locations shall be set by the Chair and posted on the NCTTRAC website calendar.

7.6.2 The NCTTRAC Chair is responsible for approving the Board agenda and making copies available at the meeting.

- 7.6.3 The Secretary is responsible for ensuring that minutes are acceptable for presentation at meetings.
- 7.7 Directors are volunteers and not compensated, but may be reimbursed for direct expenses in accordance with the Officer / Committee Travel Reimbursement SOP.
- 7.8 All Officers and Directors are expected to attend all Board Meetings.
 - 7.8.1 If an Officer or Director is absent for two consecutive regular Board Meetings, without accepted excuse, the Officer or Director will be notified by the Board Officers in writing of the consecutive absences.
 - 7.8.1.1 Excused absence requests must be conveyed to the Executive Committee (or delegated Board Officer) for approval prior to the missed meeting.
 - 7.8.1.2 Consensus of the Executive Committee will determine the approval of each excused absence request.
 - 7.8.2 If, after being notified, the Officer or Director misses the next regular Board Meeting, the Chair should bring the situation to the Executive Committee's attention for discussion and resolution.
 - 7.8.3 A cumulative attendance record less than or equal to 50% without prior approvals will be cause for removal. 7.8.4 Attendance rosters will be maintained on a rolling fiscal year calendar.
- 7.9 The Chair has the authority to call or postpone ad-hoc, special, and closed Board Meetings in accordance with Article VIII Section 8.2.4 within the Bylaws. In the event that a special meeting is called, notice of the purpose will be provided along with the notice of the time, date, and location as discussed in Section 8.2.4 herein.

ARTICLE VIII

Meetings

8.1 All meetings are open to the public and posted on the NCTTRAC website with exceptions for special or ad hoc meetings.

8.2 General Membership Meetings of all NCTTRAC Members are held at least semi-annually and will include, but are not limited to Board and Standing Committee reports to update the Members on NCTTRAC activities.

8.2.1 Voting will be conducted in accordance with the Voting and Elections SOP.

8.2.2 A simple majority of the eligible votes cast is required to take action.

8.2.3 The Chair has the discretion to postpone or reschedule General Membership Meetings.

8.2.3.1 Except for a catastrophic event, a minimum of twenty-four (24) hours notice shall be given.

8.2.4 Written or printed notice stating the place, day, and time of the General Membership Meeting will be delivered not less than ten days nor more than sixty days before the meeting. The notice will provide the meeting location and the electronic system access information. The notice will be delivered in person, by electronic transmission, or by mail. In the event that a special meeting of Members is called, notice of the purpose or purposes of the meeting will also be provided.

8.3 Board Meetings are held at least quarterly to take action on NCTTRAC's behalf.

ARTICLE IX

Committees

9.1 The Standing Committees established by NCTTRAC shall include, but are not limited to: Air Medical Committee; Cardiac Committee; EMS Committee; Emergency Department Operations Committee; Finance Committee; Medical Directors Committee; Pediatric Committee; Perinatal Committee; Professional Development Committee; Public Education/Injury Prevention Committee; Regional Emergency Preparedness Committee; Stroke Committee; System Performance Improvement Committee; Trauma Committee. Standing Committees may be comprised of voting and nonvoting Members. In addition, non-member agencies or organizations representing key partners in the Trauma Service Area–E (TSA-E) emergency healthcare system are also encouraged to participate in Standing Committee activities.

9.1.1 Standing Committee Meetings, with the exception of closed sessions, are open to any individual who wants to attend the meeting.

9.1.2 Standing Committees shall meet at least quarterly.

9.1.3 The business of a Standing Committee shall be decided by a simple majority of the eligible votes cast.

9.1.3.1 On each Standing Committee, there may be formed either a broad member representation or a documented Core Group of committee representatives that will be the deciding body for that committee's activities. Such documentation will be established in the form of a NCTTRAC SOP approved by the Board.

9.1.3.1.1 The Core Group, documented as the "voting representatives of the committee" may consist of both voting and non-voting Members of NCTTRAC, as well as delegated representatives of identified and approved non-member partner agencies or organizations.

9.1.3.1.2 The business of a Standing Committee with an established Core Group will be directed by its Chair-derived consensus of attendees or a deliberate vote of its Core Group.

9.1.3.1.3 In the absence of an established Core Group for a Standing Committee, the business of the committee will be directed by its Chair-derived consensus or deliberate vote of NCTTRAC Member representatives.

9.1.3.2 No NCTTRAC Voting Member or Core Group organization shall have more than one vote per action item in individual Standing Committee Meetings.

9.1.3.3 The NCTTRAC Member's Primary Designated Voting Representative may appoint a Standing Delegate to serve as a regular

attendee to Standing Committees for purposes of both subject matter representation and voting.

9.1.3.3.1 Standing Delegates shall be appointed in writing and/or email originating from the NCTTRAC Member's Primary Designated Voting Representative.

9.1.4 The Chair of a Standing Committee

9.1.4.1 The Standing Committee Chair term is two years. The Chair of a Standing Committee ascends from the Committee Chair Elect.

9.1.4.2 The Standing Committee Chair must be a representative of a Voting Member in good standing with NCTTRAC.

9.1.4.3 The Standing Committee Chair cannot hold more than one elected position with NCTTRAC at a time.

9.1.4.4 In the event the Standing Committee Chair is unable to fulfill the term, the Chair Elect shall ascend to Chair. The term of the new Chair shall be the remainder of the unfulfilled term of the previous Committee Chair. The Executive Committee will determine if the new Chair will additionally serve the two-year term that would have been served originally.

9.1.5 The Chair of each Standing Committee has the following responsibilities:

9.1.5.1 The Chair of each Standing Committee is a voting member of the Board.

9.1.5.2 The Chair of each Standing Committee in collaboration with NCTTRAC staff is responsible for the development of and adherence to an SOP related to committee functions and membership. Guidance on specific SOP content is provided by NCTTRAC staff as approved by the Board. All committee SOP's will be reviewed annually.

9.1.5.3 The Chair of each Standing Committee is responsible for presenting a report to the Board at least quarterly.

9.1.5.4 The Chair of each Standing Committee is responsible for representing the collective vote or consensus of the members or Core Group of the Standing Committee.

9.1.5.5 The Chair of each Standing Committee shall vote only in the event of a tie vote of the Standing Committee.

9.1.5.6 The Chair of each Standing Committee has the authority to call or postpone Standing Committee Meetings.

9.1.5.7 Any workgroup not identified in the approved SOP must be established by the NCTTRAC Chair in accordance with Section 5.3 of these Bylaws.

9.1.5.8 Further clarification of responsibilities regarding conduct of

meetings is found in the Conducting Official Business Meetings SOP.

9.1.6 The Chair Elect of each Standing Committee is chosen by vote of the present and eligible Voting Members or Core Group as stated in 9.1.3 and approved by a simple majority vote of the Board in accordance with the Voting and Elections SOP.

9.1.6.1 The Standing Committee Chair Elect term shall be two years.

9.1.6.2 Nominations for Standing Committee Chair Elect shall come from its present and eligible Voting Members or Core Group.

9.1.6.3 The Standing Committee Chair Elect must be a representative of a Voting Member in good standing with NCTTRAC.

9.1.6.4 The Standing Committee Chair Elect cannot hold more than one elected position with NCTTRAC at a time.

9.1.6.5 In the event the Standing Committee Chair Elect is unable to fulfill the term, there shall be an election at the next Standing Committee Meeting to replace the Chair Elect for the remainder of the term.

9.1.7 The Chair Elect of each Standing Committee has the following responsibilities

9.1.7.1 The Chair Elect assists the Chair with committee functions and assumes the Chair responsibilities for Standing Committee activity and meeting management in the temporary absence of the Chair.

9.1.7.2 The Chair Elect of each Standing Committee is a voting member of the Board in the absence of the Standing Committee Chair.

9.1.7.3 The Chair Elect of each Standing Committee has the authority to call or postpone Standing Committee Meetings in the absence of the Standing Committee Chair.

9.1.7.4 The Chair Elect automatically ascends to the Chair position at the end of the current Chair's term.

9.1.7.5 The Standing Committee Chair Elect is chosen by vote of the present and eligible Voting Members or Core Group as stated in 9.1.3 and approved by a simple majority vote of the Board in accordance with the Voting and Elections SOP.

9.1.8 Call for removal of or complaint against any Chair of a Standing Committee shall be delegated to the Executive Committee for investigation and recommendation. Recommendation shall be presented to the Board for action.

9.1.9 Purpose and responsibilities of Standing Committees:

9.1.9.1 Air Medical Committee

9.1.9.1.1 Responsible for the review of operational and clinical guidelines surrounding air medical transport services in TSA-E.

9.1.9.1.2 Provide guidance in the development of pre-hospital assessment tools, treatment guidelines, and the Air Medical Committee SOP governing active participation.

9.1.9.2 Cardiac Committee

9.1.9.2.1 Responsible for development of an acute cardiac care system for TSA-E. This includes the development of guidelines for rapid transport to appropriate facilities of patients suffering Acute Coronary Syndrome.

9.1.9.2.2 Provide guidance in the development of pre-hospital assessment tools, treatment guidelines, and the Cardiac Committee SOP governing active participation.

9.1.9.3 Emergency Department Operations Committee

9.1.9.3.1 The Emergency Department (ED) Operations Committee is responsible for improving Emergency Department operations in TSA-E by engaging in and supporting the development and implementation of clinical guidelines and processes; and enhancing communication, collaboration and alignment amongst the EDs, ED partners in care, and other NCTTRAC Committees in TSA-E.

9.1.9.3.2 Provide guidance in the development of pre-hospital assessment tools, treatment guidelines, and the Emergency Department Operations Committee SOP governing active participation.

9.1.9.4 Emergency Medical Services (EMS) Committee

9.1.9.4.1 Responsible for coordination and improvement for all levels of providers within TSA-E to include the quality of patient care provided by the pre-hospital provider.

9.1.9.4.2 Provide guidance in the development of pre-hospital assessment tools, treatment guidelines, and the EMS Committee SOP governing active participation.

9.1.9.5 Finance Committee

9.1.9.5.1 Responsible for planning, monitoring, and overseeing the organization's financial resources, including, but not limited to, budgeting, financial reporting, and the creation and monitoring of internal controls and financial policies as well as oversight of the annual independent audit.

9.1.9.7 Medical Director Committee

9.1.9.7.1 Responsible for recommending a minimum standard of practice for providers participating in the trauma, acute, emergency healthcare and disaster response system of TSA-E. The committee will be comprised of the elected committee medical directors of the following committees: Air Medical, Cardiac, Emergency Department Operations, EMS, Pediatric, Perinatal, Stroke, System Performance Improvement and Trauma.

9.1.9.8 Pediatric Committee

9.1.9.8.1 Responsible for recommending pediatric practice guidelines that meet the standard of care for the pediatric population.

9.1.9.8.2 Serve as the resource for information regarding pediatric care, pediatric emergency preparedness, and identify needs or trends in the management of injured and acutely ill children.

9.1.9.8.3 Provide guidance in the development of pre-hospital assessment tools, treatment guidelines, and the Pediatric Committee SOP governing active participation.

9.1.9.9 Perinatal Committee

9.1.9.9.1 Responsible for the development of a Perinatal Region of Care (PCR) in TSA-E including the Regional Perinatal System Plan. This plan identifies all resources available in the PCRs for perinatal care including resources for emergency and disaster preparedness.

9.1.9.9.2 Provide coordination and facilitate regional transfer agreements.

9.1.9.10 Professional Development Committee

9.1.9.10.1 Responsible for identifying and meeting professional development needs for all levels of providers throughout TSA-E.

9.1.9.11 Public Education / Injury Prevention Committee

9.1.9.11.1 Responsible for promoting injury prevention and public awareness through advocacy and education.

9.1.9.12 Regional Emergency Preparedness Committee (REPC)

9.1.9.12.1 Responsible for jointly identifying and recommending plans and solutions that support improvements in TSA-E

emergency/disaster preparedness and response between medical emergency preparedness stakeholders.

9.1.9.12.2 Serves as the steering committee that provides recommendations to NCTTRAC regarding execution of the Texas Hospital Preparedness Program contract as administered by the Texas DSHS.

9.1.9.13 Stroke Committee

9.1.9.13.1 Responsible for development of an acute stroke care system for TSA-E, including the development of guidelines for acute stroke care in Level I, II, and III Stroke Centers as specified in the Regional Stroke Plan.

9.1.9.13.2 Provide guidance in the development of pre-hospital assessment tools, treatment guidelines, and the Stroke Committee SOP governing active participation.

9.1.9.14 System Performance Improvement Committee

9.1.9.14.1 Responsible for oversight of emergency healthcare system performance improvement activities of NCTTRAC.

9.1.9.14.2 The Open SPI Committee shall develop and review system performance standards; review, evaluate, and report EM Resources utilization; and make recommendations to the Executive Committee for appropriate designation/accreditation of hospitals related to initial or changes to designation/accreditation as requested/required by the Department of State Health Services (DSHS).

9.1.9.14.3 The Closed SPI committee shall review and analyze reported patient care and process issues; maintain oversight for the Regional Communications Center; maintain oversight of the clinical data management system; and serve as the NCTTRAC review and grievance committee as defined in the Alternative Dispute Resolution SOP.

9.1.9.15 Trauma Committee

9.1.9.15.1 Responsible for the oversight of the trauma system for TSA-E, including the TSA-E Regional Trauma System Plan (Plan). This Plan includes strategies to focus diverse resources in a collective strategy to reduce morbidity and mortality due to trauma.

9.1.9.15.2 Provide guidance in the development of pre-hospital assessment tools, treatment guidelines, and the Trauma Committee SOP governing active participation.

9.2 NCTTRAC is divided into geographic areas referred to as Zones and is supportive of its members' efforts to organize and meet on specific issues affecting them.

9.2.1 The current Zones are:

- 9.2.1.1 Zone 1 – Cooke, Grayson and Fannin counties;
- 9.2.1.2 Zone 2 – Denton and Wise counties;
- 9.2.1.3 Zone 3 – Palo Pinto and Parker counties;
- 9.2.1.4 Zone 4 – Ellis, Kaufman and Navarro counties;
- 9.2.1.5 Zone 5 – Collin, Hunt and Rockwall counties;
- 9.2.1.6 Zone 6 – Erath, Hood, Johnson and Somervell counties;
- 9.2.1.7 Zone 7 – Tarrant County; and
- 9.2.1.8 Zone 8 – Dallas County.

9.2.2 Zone Meetings are open to any individual who wants to attend the meeting.

9.2.3 Zone Meetings shall occur at least quarterly.

9.2.4 The business of a Zone shall be decided by one vote of a representative from each present and eligible Voting Member.

9.2.5 The Zone Representative is chosen by vote of the present and eligible voting members of the Zone as stated in 9.2.4.

9.2.5.1 The duration of the Zone Representative term shall be two years.

9.2.5.2 Nominations for Zone Representative shall come from the Zone membership.

9.2.5.3 The Zone Representative must be the representative of a Voting Member in good standing with NCTTRAC.

9.2.5.4 In the event the Zone Representative is unable to fulfill the term, there shall be an election at the next Zone Meeting to replace them for the remainder of the term.

9.2.6 Each Zone Representative has the following responsibilities:

9.2.6.1 Serve as a liaison between the zone meeting attendees, the Zones Representative on the Board, the Board, and NCTTRAC staff. Report to the Zones Representative on the Board at least quarterly.

9.2.6.2 Represent the collective vote of the members in the Zone.

9.2.6.3 Call or postpone Zone Meetings.

9.2.6.3.1 Further clarification of responsibilities regarding conduct of meetings is found in the Conducting Official Business Meetings SOP.

9.2.6.4 Ensure that timely elections are held to meet the requirements of 9.2.5.

9.2.7 Call for removal of, or complaint against, any Zone Representative shall be delegated to the Executive Committee for investigation and recommendation. The recommendation shall be presented to the Board for action.

9.2.8 Zone Representatives shall biannually elect one Zones Representative to serve on the Board as a voting member. That voting member cannot simultaneously serve as an Officer or Standing Committee Chair.

ARTICLE X

Fiscal Policies

NCTTRAC shall maintain current, true, and accurate financial records, including all income and expenditures. All records, books, and annual reports of the financial activity of NCTTRAC shall be kept at the principal office of NCTTRAC.

10.1 The fiscal year for NCTTRAC is defined as the first day of September through the last day of August of the following year.

10.2 NCTTRAC shall maintain financial records in accordance with Generally Accepted Accounting Principles (GAAP).

10.3 NCTTRAC provides financial reports in accordance with contract or grant guidance or as otherwise required by law.

10.4 NCTTRAC 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 NCTTRAC.

10.5 The Finance Committee in collaboration with NCTTRAC staff prepares an annual budget. The budget is presented for approval to the Board.

10.6 The Board may accept any contribution, gift, bequest, or devise for the general purpose or for any special purpose of NCTTRAC.

10.7 NCTTRAC may be wound up and terminated by a vote of at least 2/3rds of the voting membership present and voting in accordance with the Texas Business Organizations Code (TBOC). Upon winding up and termination, any eligible existing funds of NCTTRAC shall be distributed to an appropriate organization or entity that shall utilize the funds to continue the mission of NCTTRAC for all citizens of TSA-E.

10.8 Indemnity and Insurance

10.8.1 NCTTRAC will indemnify its Officers, Directors, employees, and agents to the fullest extent permitted by the TBOC and may, if and to the extent authorized by the Board, indemnify any other person whom it has the power to indemnify against liability, reasonable expense, or any other matter.

10.8.2 As may be provided by specific action of the Board, NCTTRAC may purchase and maintain insurance on behalf of any person who is or was an Officer, Director, employee or agent of NCTTRAC 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 NCTTRAC would have the power to indemnify him or her against the liability under this Section.

10.9 Limitation of Liability – A Director of NCTTRAC shall not be liable to NCTTRAC 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 NCTTRAC or its Members;

10.9.2 An act or omission not in good faith that constitutes a breach of duty of the Director to NCTTRAC 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 Board shall ensure that an annual audit of NCTTRAC's financial records be performed every year by a qualified agency or individual within four months of the end of the fiscal year.

ARTICLE XI

Parliamentary Authority

11.1 The most current edition of "Robert's Rules of Order" shall be used as a general guide to parliamentary procedure for meetings.

ARTICLE XII

Amendment of Bylaws

12.1 NCTTRAC Bylaws shall be reviewed at least annually.

12.1.1 A Bylaws workgroup, led by the Chair Elect, shall be assembled for the annual review.

12.1.2 Proposed Bylaws amendments shall be presented at a General Membership Meeting by the Bylaws Workgroup in accordance with the Bylaws.

12.1.3 Copies of proposed Bylaws amendments shall be made available to Members at least 21 days prior to the meeting in which they shall be considered for adoption.

12.1.4 Bylaws amendments, as contained in the notice of such meeting, may be adopted according to the NCTTRAC SOP.

ARTICLE XIII

Signatures

13.1 These Bylaws shall be effective immediately upon approval by the General Membership and signed and dated by the Secretary unless a later effective date is specified and approved.

ARTICLE XIV

Proxies

14.1 A Voting Member can be represented by proxy.

14.1.1 Such proxy shall be originated and/or signed by the Member's primary designated Voting Representative and filed with NCTTRAC prior to the vote as defined in the Voting and Elections SOP.

14.1.2 Such proxy shall be assigned to an individual that is employed by the same organization or corporation as the Voting Member assigning proxy.

14.1.3 No individual shall hold more than one proxy at a time, unless granted between Members within the same corporation.

14.1.4 No such proxy shall be valid after the expiration of ninety (90) days from the date of its execution or as otherwise specified.

14.2 Voting by proxy is not available for Board Meetings.

ARTICLE XV

Financial Books and Records

15.1 NCTTRAC shall keep true and complete books and records of accounts, together with minutes of the proceedings of the Board.

15.2 The Board shall maintain current, true, and accurate financial records with full and correct entries made with respect to all financial transactions of NCTTRAC, including all income and expenditures.

15.3 All records, books, and annual reports of the financial activity of NCTTRAC shall be kept at the principle office of NCTTRAC.

ARTICLE XVI

Transactions of the Organization

16.1 The Executive Director has the authority to enter into contracts or execute and deliver any instrument in the name of and on behalf of NCTTRAC in accordance with the Transactions of the Organization SOP.

16.2 NCTTRAC shall maintain depository accounts to meet the business needs of NCTTRAC including depositing funds as authorized by the Executive Director.

16.3 Check signing authority shall be established in accordance with the related NCTTRAC SOP.

16.4 The Board may make gifts or contributions on behalf of NCTTRAC in accordance with the Transactions of the Organization SOP.

16.5 NCTTRAC Officers and Directors shall sign a conflict of interest statement annually and update as needed.

16.5.1 Individuals are required to disclose any conflict of interest to the Board at the time that the conflict is identified.

16.6 NCTTRAC Members, officers, and staff shall conduct the business of the organization in a manner that is not otherwise prohibited by statute, by the Articles of Incorporation of NCTTRAC, or by these Bylaws.

16.7 Expenditure authority is defined by the Transactions of the Organization SOP.

CERTIFICATE BY SECRETARY

The undersigned, being the Secretary of North Central Texas Trauma Regional Advisory Council, Inc. hereby certifies that the foregoing Bylaws were duly adopted by the Members of said corporation effective on 11 th day of October, 2016.

In Witness Whereof, I have signed this certification on this the 11th day of October, 2016.

Original Signed by

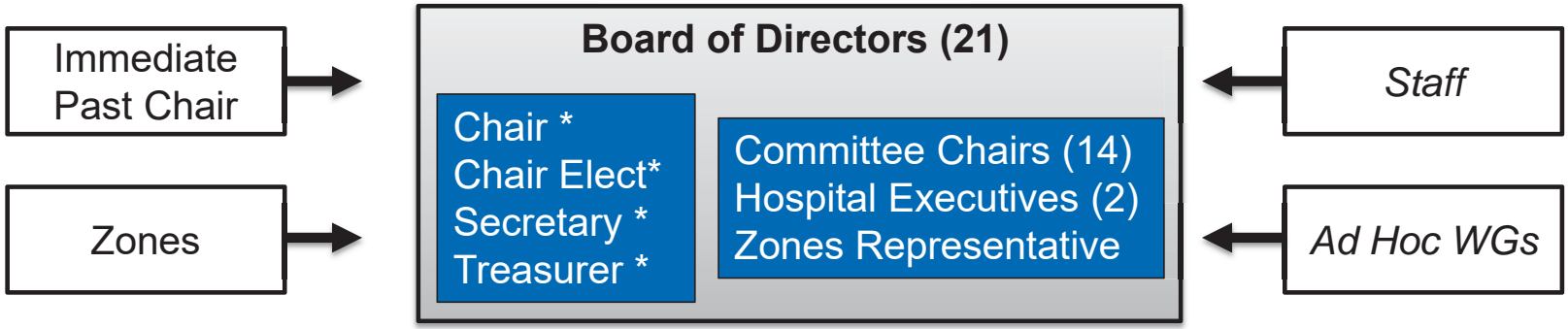
NCTTRAC Secretary Signed 10/11/2016

Amy Atnip, Secretary

Attachment 1

NCTTRAC Governance & Organization Chart

Members



* Executive Committee of the BoD



Air Medical	Cardiac	ED OPS
EMS	Finance*	Medical Directors*
Pediatric	Perinatal	Professional Dev
PE/IP	REPC	Stroke
SPI	Trauma	

Cardiac	Disaster	ED Ops
EMS - Air	EMS - Ground	Pediatric
Perinatal	Stroke	SPI
Trauma		