

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



**NORTH CENTRAL TEXAS  
TRAUMA REGIONAL ADVISORY COUNCIL**

**BYLAWS**

**Endorsed by the NCTTRAC Board of Directors  
August 13, 2019**

**Approved by the NCTTRAC General Membership  
September 19, 2019**

**Supersedes Bylaws approved September 20, 2018**



**NORTH CENTRAL TEXAS  
TRAUMA REGIONAL ADVISORY COUNCIL**

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## **ARTICLE I**

### **Name**

1.1 The official name of this organization shall be North Central Texas Trauma Regional Advisory Council, Inc. (NCTTRAC). For member and public education purposes, variations such as, but not limited to, North Central Texas Regional Advisory Council for Trauma, Acute, and Emergency Healthcare may be used in marketing or branding materials.

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).

1.3 NCTTRAC will establish and maintain a website for public access to include current information. ([www.NCTTRAC.org](http://www.NCTTRAC.org))

## **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 comprehensive trauma, acute, and emergency healthcare systems based 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 delivery, 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 the development of Regional Plans and Guidelines, 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, payment of applicable membership dues and Board approval. Additional membership criteria can be found in the Membership and Active Participation 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.

4.1.1.2.3 Additional information on Associate Membership is available in the NCTTRAC Sponsorship Standard Operation Procedure (SOP).

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 Membership and Active Participation SOP.

4.5 NCTTRAC shall assess dues and fees based on a rate schedule that has been approved by the General Membership.

## **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 documented representative of a NCTTRAC Member in good standing 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 recommend to the Board for determination 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/Subcommittees.

### 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 a documented representative of a NCTTRAC member organization 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 a documented representative of a NCTTRAC member organization 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 a documented representative of a NCTTRAC member organization 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.

6.2.3 Officers, as a part of the Executive Committee, but elected by the General Membership may be removed by a 2/3rds majority vote of the NCTTRAC membership as defined in the Voting & Elections SOP.

6.3 Duties of the Executive Committee

6.3.1 Each Executive Committee Member must be a documented representative of a NCTTRAC member organization in good standing as defined in the Membership & Participation SOP.

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

6.3.3 The Executive Committee will take recommendations from service line committees that have system performance improvement functions for appropriate designation/accreditation of hospitals related to initial or changes to designation/accreditation. Recommendations will be reviewed and discussed in a closed Executive Committee session to determine the best course to be taken prior to consideration and action by the full board.

6.3.4 The RAC Chair and/or an Executive Committee member recognizes their responsibility to attend DSHS meetings and identified mandatory meetings called by DSHS. Failure to comply with mandatory attendance requirements without prior DSHS approval may be cause for removal.

## **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 Regional Emergency Preparedness Committee Chair / Chair Elect
- 7.1.16 Stroke Committee Chair / Chair Elect
- 7.1.17 Trauma Committee Chair / Chair Elect
- 7.1.18 Zones Representative
- 7.1.19 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 Chairs Elect and assess Board participation and performance.

7.3.7.1 New Officers, Directors and Committee Chairs Elect 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 a documented representative of a NCTTRAC member organization in good standing as defined in the Voting and Elections SOP.

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

7.4.3 All Officers, Directors and Standing Committee Chairs Elect 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, ad hoc, or closed meetings.

8.2 General Membership Meetings of all NCTTRAC Members are held in compliance with State contract requirements and will include, but are not limited to Board and Standing Committee/Subcommittee 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 The Chair has the discretion to postpone or reschedule General Membership Meetings.

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

8.2.3 Written or printed notice stating the place, day, and time of the General Membership Meeting will be delivered not less than fifteen 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; Emergency Department Operations Committee; Emergency Medical Services Committee; Finance Committee; Medical Directors Committee; Pediatric Committee; Perinatal Committee; Regional Emergency Preparedness Committee; Stroke Committee; Trauma Committee. Subcommittees to the aforementioned Standing Committees may be established within these Bylaws. All Administrative Criteria applicable to standing Committees, as outlined in this article, shall also apply to Subcommittees of Standing Committees. Standing Committees and Subcommittees 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/Subcommittee activities.

9.1.1 Standing Committee/Subcommittee Meetings, with the exception of closed sessions as defined in the Closed Meetings SOP, are open to any individual who wants to attend the meeting.

9.1.2 Standing Committees/Subcommittees shall meet at least quarterly.

9.1.3 Standing Committees shall establish and review on an annual basis a Standard Operating Procedure (SOP) that outlines committee makeup, responsibilities, goals, and products (at minimum). A Standing Committee SOP template is provided by NCTTRAC staff as a guide in addressing overarching Board of Directors expectations and considerations on a fiscal year basis.

9.1.4 The business of a Standing Committee shall be decided by a majority of the eligible votes cast as defined in the Committee SOP. The business of Subcommittees will be defined in the affiliated Standing Committee SOP.

9.1.4.1 On each Standing Committee/Subcommittee, 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 Standing Committee SOP approved by the Board.

9.1.4.1.1 The Core Group, documented as the "voting representatives of the committee" may consist of both documented representative of a NCTTRAC Member in good standing, as well as delegated representatives of identified and approved partner agencies or organizations.

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



9.1.4.1.3 In the absence of an established Core Group for a Standing Committee/Subcommittee, the business of the committee will be directed by its Chair-derived consensus or deliberate vote of a documented representative of a NCTTRAC Member in good standing.

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

9.1.4.3 The NCTTRAC Member's Primary Voting Representative may appoint a Standing Delegate to serve as a regular attendee to Standing Committees/Subcommittees for purposes of both subject matter representation and voting.

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

9.1.5 The Chair of a Standing Committee/Subcommittee

9.1.5.1 The Standing Committee/Subcommittee Chair term is one year. The Chair of a Standing Committee/Subcommittee ascends from the Committee Chair Elect.

9.1.5.2 The Standing Committee/Subcommittee Chair must be a documented representative of a NCTTRAC Member organization in good standing.

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

9.1.5.4 In the event the Standing Committee/Subcommittee 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 Committee will recommend if the new Chair will additionally serve the one-year term that would have been served originally for review by the Executive Committee and ratification by the Board.

9.1.6 The Chair of each Standing Committee/Subcommittee has the following responsibilities:

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

9.1.6.2 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 with the intent of final Board approval prior to the start of the NCTTRAC fiscal year.

9.1.6.3 The Chair of each Standing Committee is responsible for presenting committee and subcommittee reports to the Board on a periodic basis as approved by the Board.

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

9.1.6.5 The Chair of each Standing Committee/Subcommittee shall vote only in the event of a tie vote of the Standing Committee/Subcommittee.

9.1.6.6 The Chair of each Standing Committee/Subcommittee has the authority to call or postpone Standing Committee/Subcommittee Meetings.

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

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

9.1.7 The Chair Elect of each Standing Committee/Subcommittee 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.

9.1.7.1 The Standing Committee/Subcommittee Chair Elect term shall be one year.

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

9.1.7.3 The Standing Committee/Subcommittee Chair Elect must be a documented representative of a NCTTRAC Member in good standing.

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

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

9.1.8 The Chair Elect of each Standing Committee/Subcommittee has the following responsibilities

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

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

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

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

9.1.8.5 The Standing Committee/Subcommittee 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.

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

9.1.10 Purpose and responsibilities of Standing Committees/Subcommittees:

9.1.10.1 Air Medical Committee

9.1.10.1.1 Responsible for affecting and supporting safe air medical operations and high quality clinical care provided by air medical transport services in TSA-E.

9.1.10.1.2 Establish standing agenda items and corresponding responsibilities (e.g. by individual appointment, workgroup, or subcommittee) to address, and document in the committee SOP, the following topics:

9.1.10.1.2.1 Professional Development

9.1.10.1.2.2 Injury / Illness Prevention and Public Education

9.1.10.1.2.3 System Performance Improvement

9.1.10.1.3 Provide guidance in the development and review of hospital and pre-hospital assessment tools, regional plans and treatment guidelines, and the Committee SOP.

9.1.10.1.4 Provide interface with other RAC committees, the Texas Association of Air Medical Service (TAAMS), and the Governor's EMS and Trauma Advisory Council (GETAC).

9.1.10.2 Cardiac Committee

9.1.10.2.1 Responsible for the 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 ST-Elevation Myocardial Infarction (STEMI), and other acute cardiac conditions.

9.1.10.2.2 Establish standing agenda items and corresponding responsibilities (e.g. by individual appointment, workgroup, or subcommittee) to address, and document in the committee SOP, the following topics:

9.1.10.2.2.1 Professional Development

9.1.10.2.2.2 Injury / Illness Prevention and Public Education

9.1.10.2.2.3 System Performance Improvement

9.1.10.2.3 Provide guidance in the development and review of hospital and pre-hospital assessment tools, regional plans and treatment guidelines, and the Committee SOP.

9.1.10.2.4 Provide interface with other RAC committees, professional associations appropriate to the service line, and the Governor's EMS and Trauma Advisory Council (GETAC).

### 9.1.10.3 Emergency Department Operations Committee

9.1.10.3.1 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.

9.1.10.3.2 Establish standing agenda items and corresponding responsibilities (e.g. by individual appointment, workgroup, or subcommittee) to address, and document in the committee SOP, the following topics:

9.1.10.3.2.1 Professional Development

9.1.10.3.2.2 Injury / Illness Prevention and Public Education

9.1.10.3.2.3 System Performance Improvement

9.1.10.3.3 Provide guidance in the development and review of hospital and pre-hospital assessment tools, regional plans and treatment guidelines, and the Committee SOP

9.1.10.3.4 Provide interface with other RAC committees, professional associations appropriate to the service line, and the Governor's EMS and Trauma Advisory Council (GETAC).

### 9.1.10.4 Emergency Medical Services (EMS) Committee

9.1.10.4.1 Responsible for coordinating and improving the clinical care provided by all levels of prehospital providers within TSA-E.

9.1.10.4.2 Establish standing agenda items and corresponding responsibilities (e.g. by individual appointment, workgroup, or subcommittee) to address, and document in the committee SOP, the following topics:

9.1.10.4.2.1 Professional Development

9.1.10.4.2.2 Injury / Illness Prevention and Public Education

9.1.10.4.2.3 System Performance Improvement

9.1.10.4.3 Provide guidance in the development and review of pre-hospital assessment tools, regional plans and treatment guidelines, Committee SOP

9.1.10.4.4 Provide interface with other RAC committees, professional associations appropriate to the service line, and the Governor's EMS and Trauma Advisory Council (GETAC) and keep members informed on latest developments in prehospital transportation and care.

#### 9.1.10.5 Finance Committee

9.1.10.5.1 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.

9.1.10.5.2 Provide interface with other RAC committees, professional associations, and state agencies appropriate to RAC/Member funding considerations.

#### 9.1.10.6 Medical Director Committee

9.1.10.6.1 Responsible for recommending a minimum standard of practice for providers participating in the trauma, acute, emergency healthcare and disaster response system of TSA-E.

9.1.10.6.2 The committee will be comprised of the elected committee medical directors of the following committees: Air Medical, Cardiac, Emergency Department Operations, EMS, Pediatric, Perinatal, Regional Emergency Preparedness, Stroke, and Trauma.

9.1.10.6.3 Provide guidance in the development and review of hospital and pre-hospital assessment tools, regional plans and treatment guidelines, and Committee SOP.

9.1.10.6.4 Provide interface with other RAC committees, professional associations appropriate to their service lines, and the Governor's EMS and Trauma Advisory Council (GETAC).

9.1.10.7 Pediatric Committee

9.1.10.7.1 Responsible for promoting pediatric expertise through advocacy and education.

9.1.10.7.2 Establish standing agenda items and corresponding responsibilities (e.g. by individual appointment, workgroup, or subcommittee) to address, and document in the committee SOP, the following topics:

9.1.10.7.2.1 Professional Development

9.1.10.7.2.2 Injury / Illness Prevention and Public Education

9.1.10.7.2.3 System Performance Improvement

9.1.10.7.3 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.

9.1.10.7.4 Provide guidance in the development and review of hospital and pre-hospital assessment tools, regional plans and treatment guidelines, and the Committee SOP

9.1.10.7.5 Provide interface with other RAC committees, professional associations appropriate to the service line, and the Governor's EMS and Trauma Advisory Council (GETAC).

9.1.10.8 Perinatal Committee

9.1.10.8.1 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.

9.1.10.8.2 Establish standing agenda items and corresponding responsibilities (e.g. by individual appointment, workgroup, or subcommittee) to address, and document in the committee SOP, the following topics:

9.1.10.8.2.1 Professional Development

9.1.10.8.2.2 Injury / Illness Prevention and Public Education

9.1.10.8.2.3 System Performance Improvement

9.1.10.8.3 Provide guidance in the development and review of hospital and pre-hospital assessment tools, regional plans and treatment guidelines, and the Committee SOP.

9.1.10.8.4 Provide interface with other RAC committees, professional associations appropriate to the service line, and the Governor's EMS and Trauma Advisory Council (GETAC).

9.1.10.9 Regional Emergency Preparedness Committee (REPC)

9.1.10.9.1 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.

9.1.10.9.1.1 The Healthcare Coalition (HCC) Planning Subcommittee is tasked with providing subject matter expertise in regional all hazards disaster planning support.

9.1.10.9.1.2 The Emergency Medical Task Force (EMTF)-2 Subcommittee is tasked with providing subject matter expertise in regional and state planning, mobilization, recruiting, training, operations, recovery, and fiscal responsibilities.

9.1.10.9.2 Serves as the steering committee that provides recommendations and support to the NCTTRAC Board and staff regarding execution of the Texas Hospital Preparedness Program contract as administered by the Texas DSHS for EMTF-2, and TSAs C, D, and E.

9.1.10.9.3 Establish standing agenda items and corresponding responsibilities (e.g. by individual appointment, workgroup, or subcommittee) to address, and document in the committee SOP, the following topics:

9.1.10.9.3.1 Professional Development

9.1.10.9.3.2 Injury / Illness Prevention and Public Education

9.1.10.9.3.3 System Performance Improvement

9.1.10.9.4 Provide guidance in the development and review of hospital and pre-hospital assessment tools, regional plans and treatment guidelines, and the Committee SOP

9.1.10.9.5 Provide interface with other RAC committees, professional associations appropriate to the service line, and the Governor's EMS and Trauma Advisory Council (GETAC).

#### 9.1.10.10 Stroke Committee

9.1.10.10.1 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.

9.1.10.10.2 Establish standing agenda items and corresponding responsibilities (e.g. by individual appointment, workgroup, or subcommittee) to address, and document in the committee SOP, the following topics:

9.1.10.10.2.1 Professional Development

9.1.10.10.2.2 Injury / Illness Prevention and Public Education

9.1.10.10.2.3 System Performance Improvement

9.1.10.10.3 Provide guidance in the development and review of hospital and pre-hospital assessment tools, regional plans and treatment guidelines, and the Committee SOP

9.1.10.10.4 Provide interface with other RAC committees, professional associations appropriate to the service line, and the Governor's EMS and Trauma Advisory Council (GETAC).

#### 9.1.10.11 Trauma Committee

9.1.10.11.1 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.

9.1.10.11.1.1 The Professional Development Subcommittee is tasked with identifying and meeting professional development needs for all levels of providers throughout TSA-E.

9.1.10.11.1.2 The Public Education / Injury Prevention (PEIP) Subcommittee is tasked promoting injury and illness prevention and public awareness through advocacy and education.

9.1.10.11.1.3 The System Performance Improvement (SPI) Subcommittee is tasked with shared oversight of emergency healthcare system performance improvement activities with individual service line Committees of NCTTRAC.

9.1.10.11.2 Provide guidance in the development and review of



hospital and pre-hospital assessment tools, regional plans and treatment guidelines, and the Committee SOP

9.1.10.11.3 Provide interface with other RAC committees, professional associations appropriate to the service line, and the Governor's EMS and Trauma Advisory Council (GETAC).

9.2 Trauma Service Area –E is divided into geographic areas referred to as Zones. NCTTRAC is supportive of member efforts to organize and meet at the local level 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 and follow the guidance provided by the Zones Communications and Reporting SOP.

9.2.4 Each Zone Representative is chosen by vote of the present and eligible voting members of the Zone.

9.2.4.1 Nominations for each Zone Representative shall come from the Zone membership.

9.2.5 Each Zone Representative has the following responsibilities:

- 9.2.5.1 Serve as the primary liaison between the zone membership, the Zones Liaison, the Board, NCTTRAC Committee, and staff.
- 9.2.5.2 Report grassroots activity to the Zones Liaison at least quarterly.
- 9.2.5.3 Represent the collective vote of the members in the Zone.
- 9.2.5.4 Call or postpone Zone Meetings.

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

9.2.5.5 Ensure that timely Zone Representative elections are held as described in the Zone Communication and Reporting SOP.

9.2.6 The Zones Liaison to the Board (Zones Liaison) has the following responsibilities:

9.2.6.1 Serve as the primary liaison between each of the eight (8) Zone Representatives and the Board of Directors, NCTTRAC Committees, and staff.

9.2.6.2 Report grassroots activity to the Board of Directors and NCTTRAC's General Membership on a periodic basis as approved by the Board.

9.2.6.3 Represent the collective vote of the Zone Representatives.

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 Liaison to serve on the Board as a voting member. That voting member cannot simultaneously serve as an Officer or Standing Committee/Subcommittee Chair.

9.2.8.1 The Zones Liaison to the Board of Directors must be a documented representative of a NCTTRAC Member organization in good standing.

## **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.

#### 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 documented Primary 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 limited to an individual that represents the same Member organization, agency, or its parent corporation as the Voting Member's Primary Representative 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 Transactions of the Organization 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 the 19th day of September, 2019.

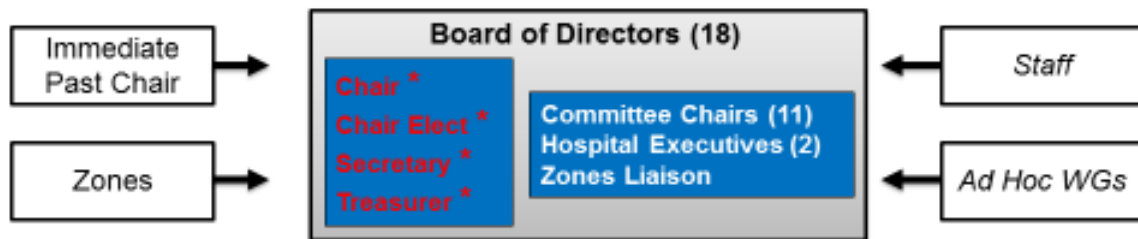
In Witness Whereof, I have signed this certification on this the \_\_\_\_ day of \_\_\_\_\_, 2019.

Original Signed by

\_\_\_\_\_  
Nakia Rapier, Secretary

**Governance Structure**

**NCTTRAC General Membership**



*\* Executive Committee of the BoD*



Air Medical	Cardiac	ED OPS
EMS	<b>Finance*</b>	<b>Medical Directors*</b>
Pediatric	Perinatal	REPC
Stroke	Trauma	(Standing Committees)

Air Medical	Cardiac	ED Ops
EMS	Pediatric	Perinatal
REPC	Stroke	Trauma
(Committees with Medical Directors)		