

Concho Valley Regional Advisory Council TSA-K BYLAWS

ARTICLE I

Definition

The Concho Valley Regional Advisory Council which represents Trauma Service Area-K is a geographic area defined by the Texas Department of State Health Services. A Regional Advisory Council (RAC) is an organization comprised of local citizens who represent hospitals, pre-hospital providers, physicians, nurses and other individuals interested in trauma care, injury prevention, cardiac and stroke care, and disaster preparedness within a Trauma Service Area (TSA). These bylaws govern the affairs of the Concho Valley Regional Advisory Council TSA-K; a recognized non-profit organization.

ARTICLE II

Name, Address and Area of Service

Name:

The name of this corporation is Concho Valley Regional Advisory Council TSA-K, hereafter referred to as "CVRAC" which serves Trauma Service Area "K".

Address:

The mailing address for the corporation is: P.O. Box 60125, San Angelo, Texas 76906. The physical address for the corporation is: 2030 Pulliam Suite 2, San Angelo, Texas 76905.

Area of Service:

The area covered by CVRAC is the Concho Valley area of central West Texas. This area shall include, but is not limited to, the counties as designated by the state:

Coke	Menard
Concho	Reagan
Crockett	Runnels
Irion	Schleicher
Kimble	Sterling
Mason	Sutton
McCulloch	Tom Green

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Concho Valley Regional Advisory Council TSA-K BYLAWS

ARTICLE III

Purpose/Mission Statement and Goals

The CVRAC exists to provide a comprehensive continuum of quality health care for all individuals in its area through continuing health education, injury prevention, and performance improvement.

CVRAC is a non-profit corporation, recognized within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986. The primary purposes/goals of this corporation shall be:

- 1.** To develop and submit a Trauma System Plan, Acute Care Plan, and a Disaster Plan for CVRAC in accordance with the Texas Department of State Health Services (DSHS) guidelines for comprehensive system development and required by EMS/RAC and any other contracts executed.
- 2.** To decrease morbidity and mortality resulting from trauma, cardiac arrest, and stroke.
- 3.** To assist member organizations in attaining trauma, cardiac or stroke designation or re-designation at levels appropriate to resources commensurate within their immediate service area.
- 4.** To provide a forum to resolve conflicts among members regarding all care, and encourage activities designed to promote cooperation between member organizations.
- 5.** To educate the public in an effort to lessen the incidence of traumatic injury, stroke, and cardiac arrest while increasing public awareness of available resources should such a need arise.
- 6.** To enhance communication between healthcare providers and improve efficiency in the transport of patients to appropriate facilities.
- 7.** To develop within the CVRAC a comprehensive, standardized method of evaluating and improving care through:
 - A.** Quality and performance- improvement activities
 - B.** Education, injury- prevention programs, and certification programs
- 8.** To assist entities in the CVRAC service area to be better prepared to respond to a disaster in their area, or assist in a regional, state or federal disaster. Not limited to:
 - A.** Education of staff
 - B.** Assisting with purchasing equipment for local or a regional response
 - C.** Preparing for a pandemic event
 - D.** Working with all organizations within the region, state or federal government to achieve this goal

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Concho Valley Regional Advisory Council TSA-K BYLAWS

In carrying out these purposes/goals, the Corporation shall exclusively operate as a charitable and educational organization, qualifying it as an exempt organization under the Internal Revenue Code 501 (c) (3), including for such purposes, the making of distributions to CVRAC entities. It shall be empowered to hold, accept, receive and acquire funds, stocks, securities and any other real, personal, tangible or intangible property by donations, bequests, devise, federal, state, local, public and private grants, purchase or otherwise, and administer, hold, invest, reinvest, convert, exchange, sell, transfer, mortgage, pledge, lease, give, dispose of or otherwise deal with any and all funds and properties so received or acquired, or the income there from, all pursuant to the operations and duties of said Corporation. No substantial part of the activities of the Corporation shall include contributions to or participation in any political campaign on behalf of any candidate for public office.

PHILOSOPHY

To aid in a comprehensive continuum of quality healthcare for all individuals in need of trauma, cardiac and stroke care, and to assist in disaster preparedness in the CVRAC area without regard to race, sex, color, national origin, or ability to pay.

ARTICLE IV

Powers

Except as provided in these bylaws, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express purposes. The Corporation may pay reasonable compensation to the hired CVRAC Executive Director and with the approval of the Executive Board an assistant.

ARTICLE V

Membership

General Membership

General membership requires that the member reside in the CVRAC area, or be recognized by the Executive Board as a trauma, cardiac or stroke care provider, or involved in disaster preparedness interested in participating in CVRAC activities. These members do not have voting privileges.

The following persons may be general members of CVRAC:

1. Physicians involved with trauma, cardiac, stroke care, or disaster preparedness in CVRAC

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Concho Valley Regional Advisory Council TSA-K BYLAWS

2. Individuals residing in CVRAC who are interested in trauma, cardiac or stroke care, or disaster preparedness that is affiliated with an organization related to trauma, cardiac or stroke care, or disaster preparedness
3. Representatives of any organization providing injury prevention programs

Anyone wanting to become a member of CVRAC shall complete a membership application, which will then be submitted to the Executive Board for approval. Membership will not become final until the next general membership meeting provided the Board of Directors have approved the application.

Qualifications for General Membership

No person shall be denied membership on the basis of race, sex, or religious preference.

Board of Directors

Each entity in the CVRAC may have up to three (3) Board members to represent their entity.

1. Each member hospital located in the CVRAC
2. Each member Texas DSHS Licensed Pre-Hospital Provider organization
3. Each member Texas DSHS Registered First Responder organization

These names or any changes are to be submitted on entity letterhead. Only one vote from any entity will be counted. No voting delegate can be a voting delegate or an alternate for any other entity. No Board member can represent more than one entity at any one meeting. All notifications of changes must be received in the CVRAC office 30 days prior to the effective date of change. (Proxy votes will not be accepted.)

If an individual holds multiple positions on the Board of Directors, he/she will be entitled to only one vote.

Conditions of Voting Membership:

1. A member of the Board will complete any required paperwork annually and comply with Article X, CVRAC Participation SOP.
2. A member of the Board failing to meet criteria for active participation will have voting privileges revoked and shall lose membership benefits until active participation requirements are met.
3. Voting Entity membership becomes effect one year after application to be a member is submitted.
4. All entities are required to participate in at least one Standing Committee.

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Concho Valley Regional Advisory Council TSA-K BYLAWS

- B.** All Standing Committee Chair positions will be filled by a member of the Board representing an entity in good standing.
- C.** All participation disputes must be presented within one week of the original email notice. Refer to Alternate Dispute Resolution Standard Operating Procedures (SOP).
- D.** CVRAC business will be conducted in a respectful manner, maintaining professional interaction.

Executive Board

The Executive Board shall consist of the following persons:

- 1.** The elected CVRAC officers:
 - A.** Chair
 - B.** Vice Chair
 - C.** Secretary
 - D.** Treasurer
 - E.** Chairperson of all Standing Committees
 - F.** A representative of Shannon Medical Center
 - G.** A representative from San Angelo Community Medical Center

At large members if needed to make all types of entities represented

Each Executive Board member, excluding the Chair, will have 1 vote. The Chair votes in the event of a tie.

The business and affairs of the CVRAC shall be managed by the Executive Board, which may exercise all powers of the CVRAC and perform all such lawful acts and things that are not prohibited by statute or by the Articles of Incorporation of the CVRAC or by these bylaws. This includes the supervision of the budget to account for all income and expenditures and present to the Board of Directors at the next scheduled CVRAC meeting.

Other items related to the Executive Board may be found in the CVRAC Committee/Executive Board SOP

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Concho Valley Regional Advisory Council TSA-K BYLAWS

Ex Officio Membership

Ex Officio membership consists of governmental entities with regulatory or oversight interests in the provisions of trauma care.

Examples of those who shall hold ex officio membership are:

1. Employees of the Texas Department of State Health Services
2. 911 Commissions
3. Council of Governments
4. Emergency Management Coordinators
5. Public Health officials
6. Other specialized representatives

These individuals may attend meetings in an advisory capacity.

Ex Officio members may participate in all CVRAC affairs including attending all meetings, except closed Performance Improvement Committee meetings.

Any Ex Officio member may address any committee or the Board of Directors.

Ex Officio members shall not be eligible for election to the Board of Directors or be eligible for grant funding, and shall not act as a voting member.

Ex Officio members shall not be counted in determining a quorum at meetings.

When an Ex Officio member ceases to hold the position or office entitling him/her to such membership, his/her membership terminates automatically.

ARTICLE VI

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Concho Valley Regional Advisory Council TSA-K BYLAWS

OFFICERS

Officers of the Concho Valley RAC shall consist of:

1. Chair: two years-term expires in even number years
2. Vice Chair: two years expires in odd number years
3. Secretary: two years-expire in even number years
4. Treasurer: two years-expire in odd number years

Election of Officers

When an officer decides to step down, CVRAC Executive Board or Board of Directors decide to remove an Officer, or if a Board member decides to run for an office:

The Chair shall appoint a Nominating Committee. Nominations for officers shall be presented to the Board of Directors.

Election shall be by secret ballot.

An officer must be a member of the Board of Directors.

An Officer who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Board of Directors.

In the event a vacancy occurs, for any reason, the Board of Directors, immediately, shall elect a new officer for the remainder of the term of the office vacated. The election shall be held at the next regularly scheduled meeting of the Board of Directors. (For no reason is any Executive Office to be vacant. The Chair shall appoint a temporary replacement until the election at the next scheduled CVRAC meeting).

If no other Board members want to run, the current officer may continue that position.

Removal of Officers for Cause

Under the authority granted by the Texas Non- Profit Corporation Act, Article 1396-2.15, any officer elected by CVRAC members shall be removed from office upon conviction of a crime or misdemeanor or upon entering into a deferred adjudication agreement resulting from charges of a crime or misdemeanor which impacts the integrity of the CVRAC or its eligibility for state and/or federal funding.

Any violation of the bylaws will be cause for immediate termination.

Responsibilities of Officers

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Concho Valley Regional Advisory Council TSA-K BYLAWS

1. Comply with the bylaws of the CVRAC.
2. Provide management and oversight of CVRAC.
3. Submit written input to the Board of Directors for evaluations of any CVRAC employee.

Duties of the Chair

The Chairperson shall:

1. Preside at all meetings of the Board of Directors and Executive Board.
2. Make interim appointments as needed with the approval of the Executive Board.
3. Sign all contracts with either the Treasurer or CVRAC Executive Director if necessary after approval of the Board of Directors.
4. Call a special meeting of the Board of Directors when necessary.
5. Have signature authority for all approved expenditures.

Duties of the Vice Chair

The Vice Chair shall:

1. In the absence of the Chair, shall perform the duties of the Chair
2. Provides oversight and assistance to the subcommittees.
3. Maintain working relationship with the CVRAC Executive Director and provide oversight
4. Perform other duties as assigned by the Chair

Duties of the Secretary

The Secretary shall:

1. Call the roll at all meetings.
2. Determine if a quorum is present.
3. Record the minutes of all proceedings of the Board of Directors and the Executive Board meetings.
4. Ensure that members are provided minutes of adjourned meetings within a timely manner.
5. Maintain working relationship with the CVRAC Executive Director and provide oversight.
6. Perform other duties as assigned by the Chair.

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Concho Valley Regional Advisory Council TSA-K BYLAWS

7. Have signature authority as delegated for all approved expenditures.

Duties of the Treasurer

The Treasurer shall:

1. Perform duties as assigned by the Chair.
2. Maintain working relationship with the CVRAC Executive Director and provide oversight.
3. Have signature authority for all approved expenditures.
4. Oversee the CVRAC Financial SOP.
5. Oversee the CVRAC Travel SOP.

ARTICLE VII

STANDING COMMITTEES

The Board of Directors will establish the following standing committees:

1. Pre-hospital/Air Medical
2. Acute Care/ Education
3. Trauma/ Injury Prevention
5. Ad Hoc Committees as needed

See CVRAC Committee SOP

ARTICLE VIII

MEETINGS

All meeting requirements of the CVRAC are located in the CVRAC Meeting SOP

ARTICLE IX

AMENDMENTS

The bylaws may be adopted, amended, or revised by an affirmative vote of two-thirds (2/3) of the members of

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Concho Valley Regional Advisory Council TSA-K BYLAWS

the Board of Directors present at a meeting designated for such purpose.

The bylaws and SOP's shall be reviewed annually, with recommended amendments forwarded to the Board of Directors for ratification.

ARTICLE X

RAC PARTICIPATION

CVRAC participation guidelines are located in the CVRAC Participation SOP

ARTICLE XI

ALTERNATE DISPUTE RESOLUTION

The alternate dispute resolution procedures are located in the CVRAC Alternate Dispute Resolution SOP

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