

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



BYLAWS

**Endorsed by NCTTRAC Executive Committee
14 July 2009**

**Approved by NCTTRAC General Membership
8 September 2009**



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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. (herein referred to as "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 Board of Directors.

ARTICLE II

Definitions

2.1 NCTTRAC exists to facilitate the development, implementation and operation of an integrated emergency healthcare system founded on accepted evidence-based or standards of care principles to decrease morbidity and mortality.

2.2 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.

2.3 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).

2.4 Participants of the NCTTRAC 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 NCTTRAC is to support and improve emergency healthcare through prevention, education, advocacy, preparedness and operational support.

3.2 The philosophy of NCTTRAC includes:

3.2.1 To be recognized and accepted by entities in TSA-E as the leading advocacy resource in emergency healthcare.

3.2.2 To create and sustain a broad stakeholder base with authority, responsibility, and resources in emergency healthcare in TSA-E.

3.2.3 To organize, coordinate or support the development of healthcare education, injury prevention, rehabilitation, advocacy and emergency preparedness.

ARTICLE IV

Membership

4.1 Membership in NCTTRAC shall include voting and associate members. The requirements and eligibility for membership in NCTTRAC shall be defined by the related 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 of Directors.

4.2 Equal Opportunity and Access to Participation

4.2.1 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 related 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 related NCTTRAC SOP.

4.5.1 A quorum is required to transact business at a General Membership Meeting.

4.5.1.1 A quorum is defined as 45% of the Voting Members of the General Membership.

4.5.2 A simple majority of the Voting Members present is required to approve the schedule of dues and fees once the quorum has been established.

ARTICLE V

Officers

- 5.1 The officers of NCTTRAC and its Board of Directors are: Chair, Vice Chair, Secretary and Treasurer and shall be known as the Board Officers. The remainder of the Board of Directors will be known as Board Members as specifically described in Article VII.
- 5.2 Nomination and Election
- 5.2.1 Elections for officers are routinely held at the September General meeting of each odd year.
- 5.2.2 Nominations for Officers are accepted in person or in writing until 30 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.
- 5.2.4.1 A quorum is required in order to hold the election.
- 5.2.4.1.2 A quorum is defined as 45% of the Voting members of the General Membership.
- 5.2.4.2 Elections shall be decided by a simple majority of the Voting Members present once a quorum has been established.
- 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 of Directors meetings and shall have the authority to call emergency or special meetings of the Board of Directors in accordance with related NCTTRAC 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 related NCTTRAC SOP.
- 5.3.1.7 The Chair, as a member of the Board of Directors 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 Vice Chair.

5.3.2.2 In the event the Chair is unable to fulfill the term, the Vice Chair shall ascend to Chair. The term of the new Chair shall be the remainder of the unfulfilled term of the previous chair plus the two-year term that would have been served originally.

5.4 Vice Chair

5.4.1 Job Description

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

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

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

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

5.4.1.5 The Vice Chair shall have check signing privileges according to the related NCTTRAC SOP.

5.4.1.6 The Vice Chair, as part of the Board of Directors, participates in the hiring and/or firing of the Executive Director.5.4.1.7 The Vice Chair leads the annual by-laws and standard operating procedures review process to include review and continuation of standing committees.

5.4.2 Term of Office

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

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 of Directors meetings.

5.5.1.2 The Secretary is responsible for voting actions and a list of designated members at each Board of Directors 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.

5.5.1.3 The Secretary is familiar with and refers to, for guidance, "Robert's Rules of Order, Revised".

5.5.1.4 The Secretary shall have check signing privileges according to the related NCTTRAC SOP.

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

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

5.5.1.7 The Secretary, as part of the Board of Directors, 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 General Membership meeting to replace the Secretary.

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 makes provisions for an outside annual audit review.

5.6.1.5 The Treasurer shall have check signing privileges according to the related NCTTRAC 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 of Directors, 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 General Membership meeting to replace the Treasurer.

ARTICLE VI

Executive Committee

6.1 All the functions and responsibilities of the Executive Committee rest with and they will be called the Board of Directors. See Article VII.

ARTICLE VII

Board of Directors

- 7.1 The Board of Directors shall consist of:
 - 7.1.1 Chair (only votes in the event of a tie)
 - 7.1.2 Vice Chair
 - 7.1.3 Secretary
 - 7.1.4 Treasurer
 - 7.1.5 Air Medical Committee Chair
 - 7.1.6 EMS Committee Chair
 - 7.1.7 Finance Committee Chair
 - 7.1.8 Pediatric Committee Chair
 - 7.1.9 Professional Development Committee Chair
 - 7.1.10 Public Education / Injury Prevention Committee Chair
 - 7.1.11 Regional Emergency Preparedness Committee Chair
 - 7.1.12 System Development Chair
 - 7.1.13 Systems Performance Improvement Committee Chair
 - 7.1.14 Zone representative
- 7.2 Duties of the Board of Directors
 - 7.2.1 The NCTTRAC Board of Directors shall act on behalf of the organization and has the principal responsibility for the organization's mission, and the legal accountability for its operations.
 - 7.2.2 The Board of Directors shall determine NCTTRAC's mission and purpose.
 - 7.2.2.1 The Board shall create a strategic plan containing a statement of the organization's mission and purpose, and review it periodically for accuracy and validity.
 - 7.2.2.2 Each Board member should fully understand and support the organization's mission and the strategic plan.
 - 7.2.3 The Board shall ensure effective organizational planning.

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

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

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

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

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

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

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

7.2.6.1 The Board shall establish pertinent organizational policies and procedures.

7.2.6.2 The Board shall adhere to provisions of the organization's bylaws and articles of incorporation.

7.2.7 The Board shall train new Board members and assess Board performance.

7.2.7.1 New Board members shall be provided with information related to their Board responsibilities as well as NCTTRAC's history, needs and challenges.

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

7.2.8 The Board of Directors 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 Officers of the Board of Directors.

7.2.9 Each member of the Board of Directors shall perform his or her duties in good faith and in a manner he or she reasonably believes to be in the best interest if NCTTRAC.

7.2.9.1 Each Board member 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.

7.2.9.2 Each Board member shall read and attest to the NCTTRAC SOP on Conflict of Interest at least annually.

7.2.9.3 Each Board member shall complete training related to the roles and responsibilities of the Board of Directors.

7.3 Requirements of the Board of Directors

7.3.1 The members of the Board of Directors must each be affiliated with a member organization of NCTTRAC in good standing as defined in the related NCTTRAC SOP.

7.3.2 The members of the Board of Directors shall participate in accordance with the related NCTTRAC SOP.

7.3.3 All members of the Board of Directors are required to review and complete the DSHS Board Training requirement (DSHS Contract General Provisions: Article XII, Section 12.01 and 12.02, <http://www.dshs.state.tx.us/grants/gen-prov.shtm>) in the format provided by the Department, or if provided, the format that was included in the contract renewal packets. This training and verification shall be completed within 30 days of elected or appointed participation on the Board of Directors.

7.4 Quorum

7.4.1 A quorum is defined as six voting members of the Board of Directors who are present at the call for a vote.

7.4.2 A simple majority vote of the quorum is required to transact business.

7.5 Meetings

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

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

7.5.3 The Secretary is responsible for ensuring that minutes are acceptable for presentation at meetings.

7.6 Members of the Board of Directors are volunteers and not compensated, but may be reimbursed for direct expenses in accordance with the related NCTTRAC SOP.

7.7 Call for removal of, or complaint against, any member of the Board of Directors shall be delegated to the Systems Performance Improvement (SPI) Committee for investigation and recommendation. The recommendation shall be presented to the Board of Directors for action.

7.8 Call for removal, or complaint against, the Chair of the System Performance Improvement Committee shall be investigated and action taken by the Board of Directors.

7.9 The Chair has the authority to call or postpone ad-hoc, special and closed meetings of the Board of Directors in accordance with the related NCTTTRAC SOP.

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 quarterly and will include, but are not limited to Board of Directors and standing committee reports to update the members on NCTTRAC activities.
- 8.2.1 In the case of a vote a quorum is defined as 45% of the Voting -Members of the General Membership.
- 8.2.2 A simple majority of the Voting Members present is required to transact business once a quorum has been established.
- 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.
- 8.3 Board of Directors meetings are held at least quarterly to take action on NCTTRAC's.

ARTICLE IX

Committees

9.1 The standing committees established by NCTTRAC shall include, but are not limited to: Air Medical Committee; EMS Committee; Finance Committee; Pediatric Committee;; Professional Development Committee; Public Education / Injury Prevention Committee; Regional Emergency Preparedness Committee; System Development Committee; Systems Performance Improvement Committee. Standing committees may be comprised of voting and nonvoting members.

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 one vote of a representative from each present and eligible voting member.

9.1.3.1 No voting member organization shall have more than one vote in individual committee meetings.

9.1.3.2 The 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.

9.1.3.2.1 Standing delegates shall be appointed in writing and/or email originating from the member's primary designated voting representative.

9.1.4 The chair of a standing committee is chosen by vote of the present and eligible voting members of the committee as stated in 9.1.3 and approved by a simple majority vote of the Board of Directors in accordance with the related NCTTRAC SOP.

9.1.4.1 The duration of chair term is two years.

9.1.4.2 Nominations for chair of a standing committee shall come from the standing committee membership.

9.1.4.3 The chair of a standing committee must be a representative of a voting member in good standing within NCTTRAC.

9.1.4.4 The chair of a standing committee cannot hold more than one elected position within NCTTRAC at a time.

9.1.4.5 In the event the chair of a standing committee is unable to fulfill the term, there shall be an election at the next standing committee meeting to replace the chair of a standing committee for the remainder of the term.

9.1.5 The chair of each standing committee has the following rights and responsibilities:

9.1.5.1 The chair of each standing committee is a voting member of the Board of Directors.

9.1.5.2 The chair of each standing committee in collaboration with NCTTRAC staff is responsible for the development of and adherence to the budget of the standing committee.

9.1.5.3 The chair of each standing committee in collaboration with NCTTRAC staff is responsible for the development of and adherence to the SOP related to committee functions and membership. All committee SOP's will be reviewed annually.

9.1.5.4 The chair of each standing committee is responsible for presenting a report to the Board of Directors at least quarterly.

9.1.5.5 The chair of each standing committee is responsible for representing the collective vote of the members on the standing committee.

9.1.5.6 The chair of each standing committee shall vote only in the event of a tie vote of the standing committee.

9.1.5.7 The chair of each standing committee has the authority to call or postpone standing committee meetings

9.1.6 Call for removal of or complaint against any chair of a standing committee shall be delegated to the Systems Performance Improvement (SPI) Committee for investigation and recommendation. Recommendation shall be presented to the Board of Directors for action. Call for removal or complaint against the chair of the SPI Committee shall be investigated and actions recommended by the Board of Directors.

9.1.7 Purpose and responsibilities of standing committees

9.1.7.1 Air Medical Committee – Responsible for the review of operational and clinical guidelines surrounding air medical transport services in TSA-E.

9.1.7.2 Emergency Medical Services (EMS) Committee – 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.

9.1.7.3 Finance Committee – Responsible for oversight of the audit, financial records and budget of NCTTRAC.

9.1.7.4 Pediatric Committee

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

- 9.1.7.4.2 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.
- 9.1.7.5 Professional Development Committee – Responsible for identifying and meeting professional development needs for all levels of providers throughout TSA-E.
- 9.1.7.6 Public Education / Injury Prevention Committee – Responsible for promoting injury prevention and public awareness through advocacy and education.
- 9.1.7.7 Regional Emergency Preparedness Committee (REPC)
 - 9.1.7.7.1 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.
 - 9.1.7.7.2 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.
- 9.1.7.8 System Development Committee
 - 9.1.7.8.1 Responsible for development of an acute care and trauma system for TSA-E, including the development of protocols for rapid transport to appropriate facilities of patients suffering stroke, ST Elevation myocardial infarction (STEMI) and other acute care conditions that may arise in the future,.
 - 9.1.7.8.2 Provide guidance in the development of pre-hospital assessment tools and treatment guidelines.
- 9.1.7.9 System Performance Improvement Committee
 - 9.1.7.9.1 Responsible for oversight of emergency healthcare system performance improvement activities of NCTTRAC.
 - 9.1.7.9.2 The Open SPI Committee shall develop and review system performance standards and review and make recommendations for appropriate designation of hospitals.
 - 9.1.7.9.3 The Closed SPI committee shall review and analyze reported patient care and process issues, provide for rural child fatality review, maintain oversight for the Regional Communications Center and serve as the NCTTRAC personnel review and grievance committee.

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. No voting member organization shall have more than one vote at any given Zone meeting.

9.2.5 The Zone Representative is chosen by vote of the present and eligible voting members of the Zone as stated in 9.2.3.

9.2.5.1 The duration of the Zone Representative term shall be two (2) 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.

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.

9.2.6 The Zone Representatives have the following rights and responsibilities:

9.2.6.1 Present a report to the Board of Directors 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.

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

9.2.8 Zone representatives shall biannually elect one Zone representative to serve on the Board of Directors as a voting member. That voting member cannot simultaneously serve as an Officer or Standing Committee Chair.

9.3 The Physician Advisory Group is not a standing committee and may be called upon by the Board of Directors or standing committees for advice and assistance on an as needed basis.

9.3.1 The Physician Advisory Group is responsible for recommending clinical guidelines for providers participating in emergency medical services and trauma care within TSA-E.

9.3.2 It is recommended the Coordinator of the Physician Advisory Group be a physician actively involved in trauma care or emergency medicine.

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 registered or principal office of NCTTRAC in accordance with applicable statute, guidance or advisement.

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 report(s) in accordance with contract or grant guidance or as otherwise required.

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 a budget annually. The budget is presented for approval to the Board of Directors.

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

10.7 NCTTRAC may be dissolved by a vote of at least seventy-five percent (75%) of the voting membership present and voting. Upon dissolution, 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 NCTTRAC shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director, officer, employee or agent of NCTTRAC only if it is determined in accordance with Sub-section 10.8.4 of this Section that the person:

10.8.1 Acted in good faith;

10.8.2 Reasonably believed;

10.8.2.1 In the case of conduct in his or her official capacity as a director, officer, employee or agent of NCTTRAC, that his or her conduct was in NCTTRAC's best interests;

10.8.2.2 In all other cases, that his or her conduct was at least not opposed to NCTTRAC's best interests; and

10.8.3 In the case of any criminal proceeding had no reasonable cause to believe his or her conduct was unlawful.

10.8.4 A person described in this Section shall not be indemnified for obligations resulting from a proceeding:

10.8.4.1 In which the person is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity; or

10.8.4.2 In which the person is found liable to NCTTRAC.

10.8.5 The termination of a proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere, or its equivalent, is not of itself determinative that the person did not meet the requirements set forth in this Section.

10.8.6 A person shall be indemnified under this Section against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding, but if the proceeding was brought by or on behalf of NCTTRAC, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

10.8.7 A determination of indemnification under this Section must be made:

10.8.7.1 By a majority vote of a quorum consisting of the members of the Board of Directors who at the time of the vote are not named defendants or respondents in the proceeding;

10.8.7.2 If such a quorum cannot be obtained, by a majority vote of a committee of the members of the Board of Directors, designated to act in the matter by a majority vote of all members of the Board of Directors, consisting solely of two or more members of the Board of Directors who at the time of the vote are not named defendants or respondents in the proceeding;

10.8.7.3 By special legal counsel selected by the members of the Board of Directors or a committee of the Board of Directors by vote as set forth in Paragraphs 10.8.7.1 or 10.8.7.2 of this Section, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all members of the Board of Directors; or

10.8.7.4 By the members in a vote that excludes the vote of any members of the Board of Directors who are named defendants or respondents in the proceeding.

10.8.8 Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by Sub-section 10.8.7.3 of this Section for the selection of special legal counsel.

10.8.9 NCTTRAC shall indemnify directors (throughout this Article, "director" shall be deemed to include any member of the Board of Director), officers, employees and agents of NCTTRAC against reasonable expenses incurred by them in connection with a proceeding in which they are named a defendant or respondent because they are or were acting in such capacity if they have been wholly successful, on the merits or otherwise, in the defense of the proceedings.

10.8.10 If, in a suit for the indemnification required by Sub-section 10.8.9 of this Section, a court of competent jurisdiction determines that the director, officer, agent or employee is entitled to indemnification under such Section; such person shall be awarded the expenses incurred in securing the indemnification.

10.8.11 If, upon application of a director, officer, employee or agent of NCTTRAC, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that such person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she has met the requirements set forth in this Section or has been adjudged liable in the circumstances described by Sub-section 10.8.4 of this Section, the court may order the indemnification that the court determines is proper and equitable. The indemnification shall be limited to reasonable expenses if the proceeding is brought by or in behalf of NCTTRAC or if such person is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity.

10.8.12 Reasonable expenses incurred by a director, officer, employee or agent who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by NCTTRAC in advance of the final disposition of the proceeding after:

10.8.12.1 NCTTRAC receives a written affirmation by such person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Section and a written undertaking by or on behalf of such person to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements; and

10.8.12.2 A determination that the facts then known to those making the determination would not preclude indemnification under this Section.

Determinations and authorizations of payments under this Section must be made in the manner specified by 10.8.7 of this Section for determining that indemnification is permissible.

10.8.13 As may be provided by specific action of the Board of Directors, NCTTRAC may purchase and maintain insurance on behalf of any person who is or was a director, officer, 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 of omission not in good faith 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 of Directors provides that an annual audit of NCCTRAC'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 "Robert's Rules of Order, Revised" shall be used as a general guide to parliamentary procedure for meetings.

ARTICLE XII

Amendment of Bylaws

12.1 Bylaws of NCTTRAC shall be reviewed at least annually.

12.1.1 A Bylaw workgroup shall be assembled at least annually lead by the Vice Chair.

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; additions and deletions shall be made available to members at least thirty (30) days prior to the meeting in which they shall be considered for adoption.

12.1.4 Amendments, additions, or deletions of the Bylaws as contained in the notice of such meeting may be adopted upon the affirmative vote of two-thirds (2/3) of the voting members present at the General Membership meeting.

ARTICLE XIII

Signatures

13.1 These Bylaws shall be effective immediately after approval by the vote of the General Membership and signed and dated by the Secretary.

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 the Secretary or designee of NCTTRAC prior to the meeting as defined in the related NCTTRAC 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.

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 of Directors.

15.2 The Board of Directors 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 registered or principal office of NCTTRAC in accordance with applicable statute, guidance or advisement.

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 per the related NCTTRAC SOP on Transactions of the Organization.

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 defined by the related NCTTRAC SOP on Transactions of the Organization.

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

16.5 Officers, Board Members and directors of NCTTRAC 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 of Directors at the time that the conflict is identified.

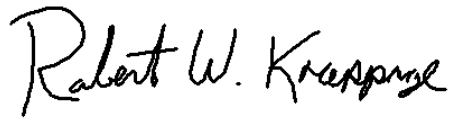
16.6 NCTTRAC members, officers and staff shall conduct the business of the organization in a manner that is not otherwise prohibited by statute, by the Articles of Incorporation of NCTTRAC or by these Bylaws.

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

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

In Witness Whereof, I have signed this certification on this the 8th day of September, 2009.

A handwritten signature in black ink that reads "Robert W. Knappage". The signature is written in a cursive style with a large initial 'R'.

Robert Knappage, Secretary

Attachment 1

NCTTRAC Governance & Organization Chart

Organizational Structure - September 2009

