

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

**NAME AND GEOGRAPHIC DESCRIPTION**

Section I. Name

The Board shall be known as the Northwest Regional Trauma Advisory Board, subsequently referred to as the Regional Trauma Advisory Board, Advisory Board, Board or RTAB.

Section II. Geographic description

Northwest region or Region 1 consists of all of the following counties, as determined by the Oklahoma State Trauma Advisory Council (OSTAC) in February 2004:

<i>Alfalfa</i>	<i>Custer</i>	<i>Harper</i>	<i>Washita</i>
<i>Beaver</i>	<i>Dewey</i>	<i>Kingfisher</i>	<i>Woods</i>
<i>Beckham</i>	<i>Ellis</i>	<i>Major</i>	<i>Woodward</i>
<i>Blaine</i>	<i>Garfield</i>	<i>Roger Mills</i>	
<i>Cimarron</i>	<i>Grant</i>	<i>Texas</i>	

**MISSION STATEMENT**

In support of the statewide system, create a regional system of optimal care for all trauma patients, to ensure the right patient goes to the right place in the right amount of time.

**PURPOSE**

Section I.

The purpose of the Regional Trauma Advisory Board (RTAB) is to assist the Oklahoma Trauma System Improvement and Development Advisory Council (OTSIDAC) and Oklahoma State Department of Health with the development and implementation of a formal trauma care system regionally and statewide.

Section II.

The Regional Trauma Advisory Board shall be empowered, but not limited to:

1. Assessing the current resources and needs within the region respective to Emergency Medical Services (EMS), acute care facilities, rehabilitation facilities, communication systems, human resources, professional education, public education and advocacy.
2. Organizing regional human resources into coalitions and/or alliances, which will be proactive in trauma system development.
3. Development of Regional Trauma System Development Plan.
4. Development and implementation of Regional Trauma Quality Improvement program.
5. Providing public information and education programs regarding the need for a formal trauma care system.
6. Providing region-specific input to the Oklahoma Trauma System Improvement and Development Advisory Council and Oklahoma State Department of Health concerning trauma care issues.
7. Professional information and education program.

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

**INITIAL STRUCTURE**

The Commissioner of Health shall appoint the first chair of the board who will serve for the first year. This chair will work with the other providers identified for the initial membership rotation to identify the other individuals who will serve the first year. The term of the initial chair will expire with the election of a chair from the board membership.

**ORGANIZATIONAL STRUCTURE**

The RTAB shall consist of:

1. General Membership
2. Board Members
3. Board Officers

**GENERAL MEMBERSHIP**

General membership is composed of representatives from all of the licensed hospitals and ambulance service providers in the region, who are not current board members, as well as other interested individuals. Other interested individuals may include interested out of state healthcare providers.

Section I.     Responsibilities of the General Membership

The General Members are expected to attend meetings regularly to provide input and receive updates on matters under consideration by the Board, but do not maintain voting privileges.

Section II.    Committee Service

General Members may serve on committees, work groups and task forces.

Section III.   Attendance Expectations

1. The general member may be subject to licensure action if a member misses one (1) or more scheduled meetings in a year
2. Attendance from the required quarterly meeting may be excused by notification in writing to Board Officers. Notification may be by telephone, but must be followed by fax, mail or email.
3. An individual may represent more than one general member organization. In order to do this they must specify when signing in which organizations they are representing and answer roll for both organizations. They are responsible to take meeting information back to both member organizations.

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

**BOARD MEMBERSHIP**

Representation will rotate between the member organizations in the region based upon the approved rotation schedule (Attachment A); but will maintain a ratio of approximately:

- 50% Hospital representative
- 50% EMS representative

This ratio with equal permanent membership between hospital and emergency medical service providers will be considered for revision annually at the annual meeting. Board Membership should be multidisciplinary with broad representatives from the following list of disciplines, but not limited to:

<i>Hospital</i>		<i>Emergency Medical Services</i>
1. Administrator/CEO /CNO		1. Administrator
2.		2. Non Administrator EMT-B
3. QI practitioner		3. Non Administrator EMT-I
4. Emergency department physician		4. Non Administrator EMT-P
5. Surgeon		5.
6. Trauma nurse coordinator		6. EMS Medical Director/Designee
7. Trauma registrar		
8. Emergency department nurse		
9. Operating room nurse		
10. Rehabilitation practitioner		
11. Safety officer		
12. Case Manager		

Section I. Powers and Responsibilities

The Board members are responsible for overall policy and direction of the RTAB.

Section II. Duties of the Board Members

Board members shall exercise ordinary business judgment in managing the affairs of the organization. In acting in their official capacity as Board Members of this organization they shall act in good faith and take actions they reasonably believe to be in the best interest of the organization and that are not unlawful. In all other instances, the Board Members shall not take any action that they should reasonably believe would be opposed to the organization's best interests or would be unlawful. Responsibilities of the Board Members include but are not limited to:

1. Conduct the business of the organization.
2. Specify the composition of and direct the activities of committees.
3. Consider for approval recommendations from committees.
4. Prepare and administer the budget, prepare annual reports of the organization.
5. Prepare grant applications for the organization.
6. Approve, execute and/or ratify contracts made in ordinary course of business of the organization.

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

7. Make continuous and regular reviews of RTAB matters and business affairs in order to provide information to general membership.

Section III. Number of Board Members

The Board shall consist of no fewer than nine (9) members and no more than twenty (20) members.

Section IV. Actions of the Board

Each Board Member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Board.

A simple majority of the Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute action by the Board.

Section V. Term

1. The term of Board Members is as follows:
  - A. Hospital rotating members will serve two year rotating terms.
  - B. EMS rotating members with 2004 total run volume > 90 will serve two year rotating terms.
  - C. EMS rotating members with 2004 total run volume of 90 or less will serve one year terms.
  - D. In the first term, board members shall be staggered with half of the two year board members serving a two year term and the remaining half serving a three year term. An initial term for all board members is specified by year in Attachment A.

Section VI. Appointments

Member organizations will appoint a representative and an alternate to the board, but will have only one (1) vote each meeting. If both primary and alternate member are present at a meeting, the primary representative shall hold the voting right. If one year board members have appointed their representative for the following year by the meeting in which officer nominations occur then they will be eligible for consideration for officer nomination.

Section VII. Meetings

Meetings of the Board shall be held in accordance with the Oklahoma Open Meeting Act. Meetings of the Board Members shall be held at such times and places as determined by the Board Members. These meetings must be held at least quarterly.

The Board shall not review patient specific information or medical records at these meetings.

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

Section VIII. Attendance Expectations/Removal of Board Members

1. A Member is automatically removed from the Board if he/she misses two (2) consecutive posted meetings or 40% of the scheduled meetings in any year without arranging for a proxy.
2. Vacancies  
In the event that a Board Member is removed from the board, the effected member organization will be asked to appoint a new member to take the place of the member.
3. Any member organization that subsequently fails to ensure participation by their representative shall be reported to both the *Oklahoma Trauma System Improvement and Development Advisory Council* and the member organization's licensing authority.

Section IX. Proxy

A Proxy for attendance and voting at a meeting must be initiated by the authorized representative, or the member organization administrator. This must be a signed statement on the represented organization's letterhead stating the authority of a specifically named substitute to attend and vote on their behalf. The proxy shall be delivered to the RTAB meeting prior to Calling to Order of the meeting, and shall be retained with the roll call. A proxy shall only be valid at the meeting for which it is executed.

Section X. Multiple Representation

An individual may only represent one Board Member Organization. However, a Board member may additionally represent a General Member Organization by specifying that they are doing this when signing in and by answering roll for the general member organization during roll call.

Section XI. Quorum

A simple majority of the Board shall constitute a quorum to conduct business at any meeting.

Section XII. Board Compensation

Persons serving on the Board shall not receive salaries for their services, but by resolution of the Board a reasonable amount of compensation for expenses incurred in attending to authorized duties may be allowed.

**OFFICERS**

Section I. The following officers shall be elected from the Board Members:

1. Chair
2. Vice-Chair
3. Secretary

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

4. Treasurer

Section II. The same person shall hold no more than one office.

Section III. The term for officers shall be one year.

Section IV. Nominations

Nominations of candidates for office shall occur at least one month prior to the election.

1. The candidates shall be Board Members.
2. The candidates shall express a willingness to serve.

Section V. Additional Officers

The Board Members may create additional officer positions, define the authority and duties of each such position, and elect persons to fill the position.

Section VI. Attendance Expectations/Removal of Officers

An Officer is automatically removed from office if he/she misses either two (2) consecutive posted meetings or 40% of the scheduled meetings in any year without making arrangements for a proxy to attend.

Section VII. Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the officer's term.

**DUTIES OF OFFICERS**

Section I. The **Chair** shall be the executive officer of the RTAB and shall:

1. Set the agenda and preside at all meetings of the RTAB.
2. Appoint committee chairs on special committees..
3. Sign agreements and contracts after authorization by the Board.
4. Call special meetings when necessary.
5. Ensure that the RTAB is represented at Oklahoma Trauma System Improvement and Development Advisory Council meetings
6. Ensure that the RTAB is represented at all appropriate state and regional meetings.
7. Ensure that the RTAB membership is informed of all appropriate state and legislative activities.
8. Perform other tasks as deemed necessary by the Board Members.

Section II. The **Vice-Chair** shall perform the duties of the Chair in the absence of the Chair and perform such duties as assigned by the Chair or the Board.

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

- Section III. Duties of the **Secretary** shall include:
1. Ensure dissemination of all notices required by the Bylaws and the Oklahoma Open Meetings Act.
  2. Assure a meeting attendance roster is maintained.
  3. Assure a register of the name and mailing address of each member organization is maintained.
  4. Ensure minutes are kept of all proceedings of the Board meetings.
  5. Manage the correspondence of the organization.
  6. Ensure board membership is in compliance with the proposed regional rotation and provides report to chair.

- Section IV. Duties of the **Treasurer** shall include:
1. Manage all funds and assets of the RTAB.
  2. Monitor monies due and payable to the RTAB.
  3. Ensure the preparation of the annual budget and present it to the Board Members for approval.
  4. Monitor the financial records of the RTAB and arrange for an independent audit when so directed by the Board Members.

**MEETINGS**

- Section I. Meetings of the Board shall be held in accordance with the Oklahoma Open Meeting Act.
- Section II. An Annual Board Meeting shall occur at the last regularly scheduled meeting of the year. A meeting notice shall be mailed to all member-organizations at least 30 days prior to the meeting. The meeting dates, times and places for the forthcoming year shall be established at the annual meeting.
- Section III. Meetings for the forthcoming year shall be posted with the Secretary of State in accordance with the Oklahoma Open Meeting Act prior to December 15. Any changes to the meeting schedule shall be duly noted to the Secretary of State.
- Section IV. Notice of the date, time and place of each meeting, including the agenda and minutes, shall be mailed or e-mailed to each Board Member at least seven (7) days prior to the date of that meeting. The notice of each meeting shall include an agenda of the matters to be considered.
- Section V. These meetings shall be held quarterly, or as often as deemed necessary.
- Section VI. The Board shall not review patient specific information or medical records at these meetings.

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

Section VII. Members of the General Membership are encouraged to attend these meetings to provide input on topics under consideration by the board.

Section VIII. Special Meetings  
Special meetings of the Board may be called by the Chair of the Board, Vice-Chair of the Board, or by any three members of the Board on not less than forty-eight (48) hours notice. Notice of such a meeting must be posted as a special meeting with the Secretary of State. Notice to Board Members can be communicated by mail, e-mail, telegram, telephone, or fax.

**COMMITTEES**

Section I. Quality Improvement Committee

1. Each RTAB is required by statute to conduct quality improvement activities.
2. The function of this committee is to decrease death and disability by reducing inappropriate variation in care through progressive cycles of performance review.
3. A multidisciplinary standing committee for Quality Improvement shall be created in each region.
  - A. Minimum membership requirement:
    - i. Emergency Department Physician, and/or a Surgeon and/or an EMS Medical Director
    - ii. Physician Assistant and/or ARNP
    - iii. Emergency Department Nurse
    - iv. Operating Room Nurse
    - v. Emergency Medical Technician – BLS
    - vi. EMT - ALS
    - vii. Air Ambulance provider
    - viii. Quality Improvement Practitioner
  - B. Each member must be from an Oklahoma licensed and Oklahoma based hospital or ambulance service, and hold appropriate current/active professional licensure when applicable.
  - C. Other members for this committee may be identified based upon the need of the region. It is suggested that the membership be kept to 10 members but no less than 3 members.
  - D. Other specific disciplines that are not regular members of the committee may be called on to meet specific quality improvement needs.
  - E. A simple majority shall constitute a quorum to conduct business.
  - F. Upon approval by the chair, a committee member is automatically removed from the committee if he/she misses two (2) consecutive scheduled meetings or 40% of the scheduled meetings in any year.
  - G. Vacancies

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

- i. Notice of a vacancy shall be distributed to Board members at least ten (10) days prior to a scheduled meeting.
  - ii. Volunteers or recommendations to fill the vacancy in membership on this committee shall be accepted and voted on at the next scheduled meeting of the Board.
4. Volunteers/recommendations for membership on this committee shall be accepted at the annual meeting, and membership appointments decided by a vote of the board members at the following meeting.
5. Each region shall adopt confidentiality policies for this committee.
6. The state Oklahoma Trauma System Improvement and Development Advisory Council, Medical Audit Committee & State QI committee shall define minimum quality improvement activities.
7. The regional committee may identify other activities to monitor based upon regional need.
8. **Committee Tenure**  
Membership on this committee is for a term of two (2) years. Half of the initial appointments to this committee shall be for a term of one year to ensure staggered terms.
9. This committee shall be for the duration of the RTAB, or as required by statute/

Section II. Standing Committees shall be established by a majority vote of the Board

1. Standing committees may include but are not limited to: Hospital Care Committee, Pre-Hospital Care Committee, Injury Prevention Committee, EMS/Hospital Disaster Committee, Trauma Coordinator Committee, Trauma Registry Committee, Finance, Professional Education, Membership, Bylaws, Public Relations, and Research.
2. At least one Board Member shall serve on each standing committee.
3. The Chair may recommend the remaining membership on these committees.
4. Each standing committee shall elect a Chair.
5. Each person on a committee shall continue to serve on the committee until the next annual meeting of the Board and until his/her successor is appointed unless sooner removed or the committee is dissolved.
6. The Chair of the Board, the Chair of the committee or a majority of the committee may call meetings of a committee. Each standing committee shall meet at least annually.
7. Notice of the committee meetings must be given in accordance with the Oklahoma Open Meetings Act.
8. A standing committee may be dissolved by a majority vote of the Board.
9. A committee member wishing to attend a meeting or vote by Proxy must prepare and sign a statement on their institution's letterhead stating their authorization of a specifically named alternate to attend the meeting and/or cast a vote on their behalf. The proxy should be presented to the *committee chair* prior to the meeting being called to order. A proxy shall only be valid at the meeting for which it is executed, unless otherwise indicated by board member and approved by the Chair.

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

Section III. Special Committees

The chair or the board may create special, ad hoc, or task force committees.

1. Members of these committees are not required to be members of the Board.
2. The Chair shall appoint members of these committees.
3. These committees will have no power to act other than as specifically authorized by the Board.
4. The chair will decide the tenure of these committees or the board based upon the specific need for the committee.

Section IV. Committee Resignations, Removal and Vacancies

1. Any person on a committee may resign from the committee at any time by giving a written notice to the chair of the Board, chair of the committee or to the secretary of the Board.
2. The Chair of the Board shall have the authority to remove committee member at will.

Section V. Committee Minutes

The Chair of each committee shall be responsible to ensure complete and accurate minutes of each meeting and promptly forward duplicate originals thereof to the Secretary of the Board. The Chair may appoint member/members to assist with meeting proceedings as necessary.

Section VI. Committee Recommendation

Recommendations by committees are to be taken back to the Board for action.

Section VII. Committee Compensation

Persons serving on a committee shall not receive salaries for their services, but by resolution of the Board a reasonable amount for expenses incurred in attending to authorized duties may be allowed.

**PROCEDURES**

All matters in reference to procedural policies that are not addressed by these bylaws will be deferred to the Robert's Rules of Order.

**FINANCES**

Section I. Deposits

All monies received by the corporation shall be deposited with a bank, trust company or other depository, that the Board selects, in the name of the corporation. All checks, notes, drafts and acceptances of the corporation shall be signed in the manner designated by the Board Members.

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

Section II. Gifts

1. The Board may accept on behalf of the RTAB any contribution, gift, bequest or legacy that is not prohibited by any laws or regulations in the State of Oklahoma.
2. The Board may make gifts and charitable contributions that are not prohibited by the Bylaws, state law and are not inconsistent with the requirement for maintaining the RTAB's status as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue code.

Section III. Conflicts of Interest

1. The Board shall not make a loan to any Board Member or member organization.
2. The Board shall not borrow money from a Board member, a member organization, an employee of a member organization or a family member of a member organization unless:
  - A. The transaction is described fully in a legally binding instrument;
  - B. The transaction is found to be in the best interests of the RTAB after full disclosure of all relevant facts at a scheduled meeting of the Board; and
  - C. Such action requires a 2/3-majority vote of the Board (excluding the vote of any person having a personal interest in the transaction) at a meeting when a quorum is present.
  - D. Disclosure of intent to undertake such action is declared to the OSDH and the OTSIDAC for approval prior to action.
3. The Board shall not transact business with a Board Member, a member organization, an employee of a member organization or a family member of a member organization unless:
  - A. The transaction is described fully in a legally binding instrument;
  - B. The transaction is found to be in the best interests of the RTAB after full disclosure of all relevant facts at a scheduled meeting of the Board; and
  - C. Such action requires a 2/3-majority vote of the Board (excluding the vote of any person having a personal interest in the transaction) at a meeting when a quorum is present.
  - D. Disclosure of intent to undertake such action is declared to the OSDH and the OTSIDAC for approval prior to action.

**PARTICIPATION**

All member organizations are required to participate in RTAB activities. Member organizations that are not currently represented on the Board may meet this requirement by attending meetings at least quarterly to give input to the Board.

Section I. Remote Locations

Individual RTABs may arrange for remote locations to Video Conference into their meetings to facilitate participation by the general membership. It is understood that

**NORTHWEST  
REGIONAL TRAUMA ADVISORY BOARD  
BYLAW**

Board members must physically attend at the published meeting location to meet the participation requirements.

**EMRESOURCE™**

The RTAB adopts the policies, standards and definitions recommended by the Oklahoma State Department of Health for the operations of EMResource™. Any recommendations for changes to these documents will be made to the appropriate OSDH division that is administering EMResource™ to be considered for statewide adoption. As this is a statewide system, all changes must be made on a statewide basis.

Any necessary regional operational procedures will be available for review by the RTAB prior to implementation.

**AMENDMENT OF BYLAWS**

The Bylaws may be altered, amended or repealed, or new bylaws may be adopted by a majority vote of the Board Members at a regularly scheduled meeting or at a meeting specially called for the purpose of altering, amending or repealing the Bylaws or at the Annual meeting.

Section I. The notice of any meeting at which the Bylaws are to be altered, amended or repealed shall include the text of the proposed provisions as well as the text of any existing provisions proposed for alteration, amendment or repeal. Such notice must be distributed to members at least 2 weeks in advance.