

# Northeast Regional Trauma Advisory Board Bylaws

## **NAME AND GEOGRAPHIC DESCRIPTION**

- Section I. Name  
Northeast Regional Trauma Advisory Board
- Section II. Geographic description  
Craig, Delaware, Kay, Mayes, Noble, Nowata, Osage, Ottawa, Pawnee, Payne, Rogers and Washington counties.

## **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 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 systems 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.

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## **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.

## **GENERAL MEMBERSHIP**

General Membership is composed of representatives from all of the facilities in the region as well as other interested individuals.

Section I. General Medical – Surgical hospitals without a trauma classification and psychiatric hospitals may choose to be general members only, and forego board membership. Hospitals choosing this option must still meet general membership requirements. Hospitals choosing this option understand they will not be able to vote on matters under consideration by the board.

Section II. Ambulance services with transported run volume under 100 per year may choose to be general members only and forego board membership. Ambulance services choosing this option must still meet general membership requirements. Ambulance services choosing this option understand they will not be able to vote on matters under consideration by the board.

Section III. Responsibilities of the General Membership  
The General Members are expected to attend meetings regularly to provide input on topics under consideration by the Board.

Section IV. Committee Service  
General Members may serve on committees, work groups and task forces

Section V. Attendance Expectations

The general members may be subject to licensure action if a member misses two (2) consecutive posted meetings of the scheduled meetings in any year. (75% minimum attendance is required) (Revised October 7, 2008)

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## BOARD MEMBERSHIP

Definition of Permanent Member (Revised April 7, 2009)

Section I. Hospital:

Any Level III facility that is in compliance with Region 2 Bylaws shall be a permanent member of the Board.

Section II. EMS:

EMS Permanent Members shall be made up of 2 ALS (licensed as Paramedic or Intermediate agencies) and 2 BLS agencies that are in compliance with Region 2 bylaws. The EMS permanent members shall be based on the largest call volume within Region 2 for the most recent completed calendar year. This definition shall become effective for the 2010 Board.

The Board at the annual meeting shall approve the selection of permanent and rotating board members for the next year. Prior to the annual meeting, all agencies and facilities are to ensure the board is aware of any licensure or call volume changes.

Board Membership shall be multidisciplinary with broad representatives from the following list of disciplines.

Hospital		Emergency Medical Services
1. Administrator		1. Administrator
2. Business office		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. Business office
6. Trauma nurse coordinator		
6. Trauma registrar		
7. Emergency department nurse		
8. Operating room nurse		
9. Rehabilitation practitioner		
10. Safety officer		

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

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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. Cause to be prepared and administer the budget, prepare annual reports of the organization.
5. Cause to be prepared grant applications for the organization.
6. Approve, execute and/or ratify contracts made in ordinary course of business of the organization.
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

The term of the Board Members is one calendar year.

## Section VI. Appointments

Member organizations will appoint a representative and an up to two alternate representatives to the board, but will have only one vote. If two alternates are appointed they will be ranked first alternate and second alternate. If more than one representative is present at a meeting, the primary representative holds the voting right if present. If the primary representative is not present the first alternate will hold the voting right. If the primary representative and the first alternate are not present, the second alternate will hold the voting right.

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## 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.

## Section VIII. Attendance Expectations/Removal of Board Members

1. A representative is automatically removed from the board if more than 1 meeting is missed without arranging for a proxy.
2. Vacancies  
In the event that a representative of a Board Member organization 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. Proxies

A Board 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 from their institution to attend the meeting and/or cast a vote on their behalf. The proxy can be transmitted or delivered to either the OSDH Trauma Division or the RTAB Secretary up until the time of the meeting. Either the board member or the administrator/director can institute a proxy.

## Section X. Quorum

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

## **OFFICERS**

Section I. The following officers shall be elected from the Board Members: Chair, Vice-chair, Secretary and 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.

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2. The candidates shall express a willingness to serve.

## Section V. Additional Offices

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 75% of the scheduled meetings in any year without making arrangements for a proxy to attend.

Section VII. An officer is automatically removed from office if he/she misses more than one meeting in a year without arranging for a proxy.

## Section VIII. Vacancies

A vacancy in any office may be filled by the Board for the un-expired 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 all committee chairs;
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 other 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.

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## Section III. Duties of the Secretary

1. Ensure dissemination of all notices required by the Bylaws or by 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.

## Section IV. Duties of the Treasurer

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 each fall. 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 shall be mailed or e-mailed to each Board Member at least ten (10) days prior to the date of that meeting. The notice of each meeting shall include an agenda of the matters to be considered.

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Section V. These meetings must be held at least quarterly.

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

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.

## **PROCEDURES**

Robert's Rules of Order will be relied on to resolve any procedural issue not covered in the bylaws.

## **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. The minimum recommended membership requirement:
    - i. Physician (preference for ED Physician, Surgeon or EMS Medical Director)
    - ii. Emergency Department Nurse
    - iii. OR Nurse
    - iv. EMT
  - B. 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 or fewer.
  - C. Other specific disciplines that are not regular members of the committee may be called on to meet specific quality improvement needs.

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- D. A simple majority shall constitute a quorum to conduct business.
- E. Upon approval by the chair, a committee member is automatically removed from the committee if he/she misses two (2) scheduled meetings in any year.
- F. Vacancies
  - i. Notice of a vacancy shall be distributed to Board members at least ten (10) days prior to a scheduled meeting.
  - ii. Volunteers/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.

Minimum Quality Improvement activities shall be defined by the State Medical Audit Committee.

- 6. The regional committee may identify other activities to monitor based upon regional need.
- 7. 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.

## 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 Board may recommend the remaining membership on these committees.

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4. Each standing committee shall recommend a candidate for chair to be approved by the RTAB 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 majority of the voting persons on the committee shall constitute a quorum.

## Section III. Special Committees

1. The board may create special, ad hoc, or task force committees based upon the recommendation of the Board Members.
2. Members of these committees are not required to be members of the Board.
3. The Board shall appoint members of these committees.
4. These committees will have no power to act other than as specifically authorized by the Board.
5. The tenure of these committees will be decided by the Board based upon the specific need for the committee.

## Section IV. Committee Resignations, Removal and Vacancies

Any person on a committee may resign from the committee at any time by giving written notice to the chair of the Board, chair of the committee or to the secretary of the Board

## Section V. Committee Minutes

The Chair of each committee shall prepare complete and accurate minutes of each meeting and promptly forward duplicate originals thereof to the Secretary of the Board.

## Section VI. Action by Committee

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

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## 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; provided however that nothing herein contained shall be construed to preclude any member of the committee from serving.

## **FINANCES**

### Section I. deposits

All money 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.

### 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.

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- 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 who are not currently represented on the Board may meet this requirement by attending meetings at least quarterly to give input to the Board.

### **Remote Locations:**

Individual RTABs may arrange for remote locations to Video Conference or Teleconference into their meetings to facilitate participation by member organizations. It is understood that Board members must attend at the published meeting location to meet the requirements of the Oklahoma Open Meetings Act.

## **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 OSDH EMS division for consideration for statewide adoption. Because this is a statewide system, all changes must be made on a statewide basis.

Any necessary regional operational procedures will be subject to approval by the RTAB.

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## **AMENDMENT OF BYLAWS**

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a vote of the Board Members held at a regularly scheduled meeting held in compliance with the Open Meetings Act or at a meeting specially called for that purpose.

***The agenda of any meeting at which the Bylaws are altered, amended or repealed shall include the text of the proposed provisions as well as the text of any existing provisions proposed to be altered, amended or repealed.***