

Region 4 Regional Trauma Advisory Board East Central Bylaws

NAME AND GEOGRAPHIC DESCRIPTION

Section I. Name
East Central Trauma Region, Inc.

Section II. Geographic description
The East Central Trauma Region encompasses the following counties:

Adair	Haskell	Okmulgee
Cherokee	McIntosh	Sequoyah
Creek	Muskogee	Wagoner

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 and Emergency Response 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:

- A. 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.
- B. Organizing regional human resources into coalitions and/or alliances, which will be proactive in trauma systems development.
- C. Development of Regional Trauma System Development Plan.
- D. Development and implementation of Regional Trauma Quality Improvement program.

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- E. Providing public information and education programs regarding the need for a formal trauma care system.
- F. Providing region—specific input to the Oklahoma Trauma and Emergency Response Advisory Council and Oklahoma State Department of Health concerning trauma care issues.

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

- Section I. Responsibilities of the 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.
- Section II. 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 III. Committee Service
General Members may serve on committees, work groups and task forces.
- Section IV. Attendance Expectations
The general member may be subject to licensure action if a member misses **one (1)** scheduled meeting in any year (**75% minimum annual attendance**).

BOARD MEMBERSHIP

Definition of Permanent Member

- Section I. Hospital:
Any Level III facility that is in compliance with Region 4 Bylaws shall be a permanent member of the Board. This definition shall become effective for the 2015 Board.

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Section II. EMS:

EMS Permanent Members shall be made up of 2 licensed EMS Agencies that are in compliance with Region 4 Bylaws. The EMS Permanent Members shall be based on the largest call volume within Region 4 for the most recent completed calendar year. This definition shall become effective for the 2015 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 member rotation shall be based on the previous year’s attendance; but will maintain a ratio of approximately:

- 60% Hospital representatives’
- 40% EMS representatives’

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

(Amendment approved on November 10, 2005)

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		

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Section III. Powers and Responsibilities

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

Section IV. 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:

- A. Conduct the business of the organization
- B. Specify the composition of and direct the activities of committees.
- C. Consider for approval recommendations from committees.
- D. Cause to be prepared and administer the budget, prepare annual reports of the organization.
- E. Cause to be prepared grant applications for the organization.
- F. Approve, execute and/or ratify contracts made in ordinary course of business of the organization.
- G. Make continuous and regular reviews of RTAB matters and business affairs in order to provide information to general membership.

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Section V. Number of Board Members

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

Section VI. 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 VII. Term

The term of the Board Members is one calendar year.

Section VIII. 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 representative who responds to the Roll Call shall hold the voting right.

Section IX. 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 X. Attendance Expectations/Removal of Board Members

- A. A Member is automatically removed from the Board if he/she misses one scheduled meeting in any year without arranging for a proxy.
- B. 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 removed representative.
- C. Any member organization that fails to ensure participation by their representative shall be reported to both the Oklahoma Trauma and Emergency Response Advisory Council and the member organization's licensing authority.
- D. Any member organization may request an excused absence from the Board. It shall take a unanimous vote of the Board to overturn an absence.

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Section XI. Proxies

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 and shall be retained with the roll call. A proxy shall only be valid at the meeting for which it is executed.

Section XII. 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:

Vice-chair, Secretary and Treasurer

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

Set the agenda and preside at all meetings of the RTAB; The Board Members may create additional officer positions, defined authority and duties of each position, and elect persons to fill the positions.

Section III. Nominations

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

- A. The candidates shall be Board Members for the upcoming year.
- B. The candidates shall express a willingness to serve.

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

Section V. The term for officers shall be one year with an option to renew for one year.

Section VI. Individual board officers may only succeed themselves into their present position once.

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Section VII. Board Officers will be elected and rotated in the following manner:

- A. Treasurer and Secretary and Vice Chair are elected each year with the option to succeed themselves once.
- B. Chair of the Board will be rotated from the Vice Chair position when elected or term limited.
- C. The Past Chair will be rotated from the Chair when elected or term limited.
- D. When the Past Chair is rotated from office, the individual may enter into the rotation for consideration of future office.

Section VIII. Board member shall be subject to the same attendance requirements general and board members. (75% minimum annual attendance)

Section IX. Vacancies

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

Section X. 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 XI. Attendance Expectations/Removal of Officers

An Officer is automatically removed from office if he/she misses either one (1) consecutive posted meeting or 75% of the scheduled meetings in any year without making arrangements for a proxy to attend.

DUTIES OF OFFICERS

Section I. Past Chair

- A. Shall be utilized for the purpose of a continuum of the RTAB board functions.
- B. The Past Chair shall have board member (if currently serving as a board member) voting privileges.
- C. May participate in any committee as deemed necessary by the Chair.

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Section II. Chair

- A. Appoint all committee chairs
- B. Sign agreements and contracts after authorization by the Board;
- C. Call special meetings when necessary;
- D. Ensure that the RTAB is represented at Oklahoma Trauma and Emergency Response Advisory Council Meetings.
- E. Ensure that the RTAB is represented at all other appropriate state and regional meetings;
- F. Ensure that the RTAB membership is informed of all appropriate state and legislative activities;
- G. Perform other tasks as deemed necessary by the Board Members.

Section III. 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.

Section IV. Secretary

- A. Ensure dissemination of all notices required by the Bylaws or by the Oklahoma Open Meetings Act.
- B. Assure a meeting attendance roster is maintained.
- C. Assure a register of the name and mailing address of each member organization is maintained.
- D. Ensure minutes are kept of all proceedings of the Board meetings.
- E. Manage the correspondence of the organization.

Section V. Treasurer

- A. Manage all funds and assets of the RTAB.
- B. Monitor monies due and payable to the RTAB.
- C. Ensure the preparation of the annual budget and present it to the Board Members for approval.
- D. Monitor the financial records of the RTAB and arrange for an independent audit when so directed by the Board Members.

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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.
- 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.

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COMMITTEES

Section I. Continuous Quality Improvement Committee

- A. Each RTAB is required by statute to conduct quality improvement activities.
- B. The function of this committee is to decrease death and disability by reducing inappropriate variation in care through progressive cycles of performance review.
- C. A multidisciplinary standing committee for Quality Improvement shall be created in each region.
 - a. Minimum recommended membership requirement:
 - i. Emergency Department Physician
 - ii. Surgeon
 - iii. Emergency Department Nurse
 - iv. OR Nurse
 - v. EMS Medical Director
 - vi. EMT
 - vii. Air Service Provider
 - 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 ten (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.
 - 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) consecutive scheduled meetings or 40% of the 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.
- D. 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.

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- E. Each region shall adopt confidentiality policies for this committee.
- F. Minimum Quality Improvement activities shall be defined by the Oklahoma State Department of Health or its designee.
- G. The regional committee may identify other activities to monitor based upon regional need.
- H. 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

- A. 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, Regional Planning Committee and Research.
- B. At least one Board Member shall serve on each standing committee.
- C. The Board may recommend the remaining membership on these committees.
- D. Each standing committee shall recommend a candidate for the committee Chair for RTAB Chair approval.
- E. 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.
- F. 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.
- G. Notice of the committee meetings must be given in accordance with the Oklahoma Open Meeting Act.
- H. A majority of the voting persons on the committee shall constitute a quorum.

Section III. Special Committees

The board may create special, ad hoc, or task force committees based upon the recommendation of the Board Members.

- A. Members of these committees are not required to be members of the Board.
- B. The Board shall appoint members of these committees.

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- C. These committees will have no power to act other than as specifically authorized by the Board.
- D. 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

The Recommendations by the committee 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; 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

- A. 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.

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- B. 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

- A. The Board shall not make a loan to any Board Member or member organization.
- B. 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 OTERAC for approval prior to action.
- C. 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 OTERAC for approval prior to action.

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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.

Section I. 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 Meeting 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.

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 Meeting Act or at a meeting specially called for the purpose of altering, amending or repealing the Bylaws.

Section I. The notice and/or 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.

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Appendix A

Membership of the Region

General membership of the corporation shall be composed of all of the facilities and EMS providers in the region as well as other interested individuals. Current facilities and EMS providers include Cherokee Nation W.W. Hastings Hospital, Muskogee Regional Medical Center, Bristow Medical Center, Community Hospital Lakeview, Haskell County Hospital, Henryetta Medical Center, Memorial Hospital, Okmulgee Memorial Hospital, Sequoyah Memorial Hospital, St. John Sapulpa, Inc., Tahlequah City Hospital, Wagoner Community Hospital, George Nigh Rehabilitation Institute, Muskogee County EMS, Creek County Ambulance, Tahlequah City Hospital EMS, Okmulgee County EMS, Cherokee Nation EMS, Wagoner EMS, Coweta Fire Department EMS, Stilwell Ambulance, Southwest EMS, Checotah EMS, Mannford Ambulance, Haskell County EMS, and Eaglemed – Tahlequah. Other interested individuals and/or entities may request admission as members, and shall be granted membership status upon approval of the Board of Directors.

Additional Members:

Air Evac Lifeteam	Westville EMS
Integrity EMS	ParaMed EMS
Southeast EMS	Tulsa Life Flight