

SOUTHEAST - Region (5)
REGIONAL TRAUMA ADVISORY BOARD
BYLAW

NAME AND GEOGRAPHIC DESCRIPTION

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

Section II. Geographic description

Southeast Region, Region 5, consists of all of the following counties, as determined by the Oklahoma State Trauma Advisory Council (OSTAC) in February 2004:

<i>Atoka</i>	<i>Hughes</i>	<i>McCurtain</i>	<i>Seminole</i>
<i>Bryan</i>	<i>Latimer</i>	<i>Okfuskee</i>	
<i>Choctaw</i>	<i>Le Flore</i>	<i>Pittsburg</i>	
<i>Coal</i>	<i>Marshall</i>	<i>Pushmataha</i>	

Providers from out-of-state that have frequent dealings with providers from the above counties may request, or be invited to participate in the SE RTAB as general members. Approval is by simple majority of the Board.

MISSION STATEMENT

Collaborate with the state trauma improvement and development initiatives, and other regional trauma initiatives to improve regional trauma morbidity and mortality.

PURPOSE

Section I. The purpose of the Regional Trauma Advisory Board (RTAB) is to assist the Oklahoma Trauma and Emergency Response (OTERAC) 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.
- 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 (OTERAC) Advisory Council and Oklahoma State Department of Health concerning trauma care issues.

Approved by RTAB: December 13, 2004

Approved by OTSIDAC January 13, 2005, Revision by OTSIDAC: April 05, 2006

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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. The term of the first chair will expire with the election of a chair from the board membership in the 2005 annual meeting.

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 facilities in the region as well as other interested individuals.

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

- A. The General member's organization will be subject to licensure action if a member misses one posted meeting in any calendar year. .
- B. Any general member that does not meet this attendance expectation will be contacted by the RTAB chair and attendance expectations shall be addressed.
- C. Any general member that subsequently does not meet this attendance expectation will be reported to their licensing authority and the *Oklahoma Trauma and Emergency Response Advisory Council (OTERAC)*.
- D. *REPC will review attendance quarterly and report to the RTAB.*
- E. Any member organization may request an excused absence from the Board. It shall take a unanimous vote of the Board to overturn an absence.

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 representatives'
- 50% EMS representatives

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

Hospital		Emergency Medical Services
1. Administrator		1. Administrator
3. QI practitioner		2. Non Administrator EMT-B
4. Emergency department physician		3. Non Administrator EMT-I
6. Trauma nurse coordinator		4. Non Administrator EMT-P
6. Trauma registrar		
7. Emergency department nurse		

Section I. Powers and Responsibilities

The Board members are responsible for overall policy and direction of the RTAB. Therefore, member representative should have the authority to make decisions on behalf of the agency.

Section II. Permanent Board Members

Definition of a permanent member:

Hospital: Any Level III Facility that is in compliance with Region 5 bylaws shall be a permanent member of the board. This definition shall become effective for the 2016 Board.

EMS: EMS Permanent Members shall be made up of 2 licensed EMS Agencies that are in compliance with Region 5 bylaws. The EMS Permanent Members shall be based on the largest call volume within Region 5 for the most recent completed calendar year. This definition shall become effective for the 2016 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 conditions. OSDH Emergency Systems will verify licensure and call volume conditions.

Section III. 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. Ensure preparation and administration of the RTAB budget.
- E. Prepare annual reports of the organization.
- F. Direct grant applications for the organization.
- G. Approve, execute and/or ratify contracts made in ordinary course of business of the organization.

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

Section IV. Number of Board Members

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

Section V. Alternate Representative

Member organizations will appoint a primary representative and an alternate to the board, but will have only one vote. If both primary and alternate member is present at a meeting, the primary representative shall hold the voting right.

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 two calendar years with staggered terms.

In the first year, board members shall be staggered with half of the board members serving a two-year term and the remaining half serving a three-year term. Providers serving Term A and Term B are identified in the approved Board rotation document.

Section VIII. Appointments

Board members shall be appointed by the respective member organizations according to the established membership structure and rotation.

Section IX. Attendance Expectations/Removal of Board Members

- A. A Member is automatically removed from the Board if he/she misses one posted meeting without arranging for a proxy or requesting an excused absence from the RTAB.
- 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 member.
- C. Any member organization that subsequently fails to ensure participation by their representative shall be reported to both the (*OTERAC Oklahoma Trauma and Emergency Response Advisory Council*) and the member organization's licensing authority and will be removed/replaced on the membership rotation.

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Section X. 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 from that organization to attend and vote on the behalf. The proxy shall be delivered to the RTAB Chair 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, unless otherwise indicated by board member and approved by the Chair.

Section XI. Quorum

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

Section XII. Board Member Rotation Revision

- A. If a board member organization changes ownership, the new provider organization will take the place of the old organization on the rotation schedule.
- B. At the annual meeting the board membership rotation shall be considered for revision. This is in order to delete providers that have closed and to add providers that have opened in the region.
 - 1. New members will be added onto the rotation schedule at the end of their appropriate category (hospitals into the appropriate classification level, ambulance service into the appropriate run volume category).

OFFICERS

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

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

Section III. The term for officers shall be one year with the option to renew for one year.

Section IV. Nominations

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

- A. The candidates shall be Board Members.
- B. 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.

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Section VI. Attendance Expectations/Removal of Officers

An Officer is automatically removed from office if he/she misses one posted meeting or 25% of the scheduled meetings in any year without making arrangements for a proxy to attend or arranging for a unanimous vote by the RTAB. Any member organization may request an excused absence from the Board. It shall take a unanimous vote of the Board to overturn an absence.

Section VII. 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:

- A. Set the agenda and preside at all meetings of the RTAB;
- B. Sign agreements and contracts after authorization by the Board;
- C. Call special meetings when necessary;
- D. Ensure that the RTAB is represented at (OTERAC) 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 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.

Section III. Duties of the Secretary / Treasurer

- 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.
- F. Manage all funds and assets of the RTAB.
- G. Monitor monies due and payable to the RTAB.
- H. Ensure the preparation of the annual budget and present it to the Board Members for approval.
- I. 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 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 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 required 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

- 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.
 1. Minimum membership requirement:
 - a. Emergency Department Physician and/or Surgeon and/or EMS Medical Director

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- b. Emergency Department Nurse
- c. Air Ambulance provider
- d. Ground Ambulance provider
- 2. 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.
 - a. Physician Assistant and/or ARNP;
 - b. OR Nurse
- 3. Other specific disciplines that are not regular members of the committee may be called on to meet specific quality improvement needs.
- 4. A simple majority shall constitute a quorum to conduct business.
- 5. Upon approval by the chair, a committee member is automatically removed from the committee if he/she misses one posted meeting or greater than 25% of the scheduled meetings in any year (75% minimum attendance is required). An excused absence will not require the member to be removed.
- 6. Vacancies
 - a. Notice of a vacancy shall be distributed to Board members at least ten (10) days prior to a scheduled meeting.
 - b. 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.
- C. 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.
- D. Each region shall adopt confidentiality policies for this committee.
- E. The State Medical Audit Committee shall define minimum Quality Improvement activities.
- F. The regional committee may identify other activities to monitor based upon regional need.
- G. Committee Tenure
Membership on this committee is indefinite unless removed by the Committee Chair or the member resigns.

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, Public Relations, 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 elect a Chair.
- E. Each person on a committee shall continue to serve on the committee until the next

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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 Meetings Act.
- H. A majority of the voting persons on the committee shall constitute a quorum.

Section III. Special Committees

The Chair may create special, ad hoc, or task force committees.

- A. Members of these committees are not required to be members of the Board.
- B. The Chair shall appoint members of these committees.
- C. These committees will have no power to act. The committee will bring their work/recommendations to the Board.
- D. The tenure of these committees will be decided by the Chair 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 ensure preparation of 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.

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, which 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

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- B. 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.
- C. 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

- B. The Board shall not make a loan to any Board Member or member organization.
- C. 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:
 - 1. The transaction is described fully in a legally binding instrument;
 - 2. 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
 - 3. 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.
 - 4. Disclosure of intent to undertake such action is declared to the OSDH and the OTERAC (Oklahoma Trauma and Emergency Response Advisory Council) for approval prior to action.
- D. 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:
 - 1. The transaction is described fully in a legally binding instrument;
 - 2. 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
 - 3. 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.
 - 4. Disclosure of intent to undertake such action is declared to the OSDH and the (OTERAC) Oklahoma Trauma and Emergency Response Advisory Council 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.

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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

Section I.

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 the purpose of altering, amending or repealing the Bylaws.

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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