

OKLAHOMA CITY AREA REGIONAL TRAUMA ADVISORY BOARD BYLAWS

NAME AND GEOGRAPHIC DESCRIPTION

Section 1. Name

The Council shall be known as the Oklahoma City Area Regional Trauma Advisory Board, subsequently referred to as the Regional Trauma Advisory Board, Advisory Board, Board or RTAB.

Section 2. Geographic description

Region 8 consists of all of Oklahoma County and its contiguous communities, as determined by the Oklahoma State Trauma Advisory Council (OSTAC) in February 2004.

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 1. The purpose of the Regional Trauma Advisory Board (RTAB) is to assist the Oklahoma Trauma and Emergency Response Advisory Council (OTERAC) and Oklahoma State Department of Health with the development and implementation of a formal trauma care system regionally and statewide.

Section 2. 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, advocacy, support and ancillary services.
- 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 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

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rotation to identify the other individuals who will serve the first year.

THE STEERING COMMITTEE

Initially, the chair of the board will appoint an ad hoc group to serve as a steering committee to organize and conduct the activities of the RTAB until Board Officers can be appointed by the designated facilities and services. The steering committee shall cease to exist within 30 days of the election of the Board Officers. At that time the Board Officer shall have assumed responsibilities of office.

ORGANIZATIONAL STRUCTURE

The RTAB shall consist of:

- a. General Membership
- b. Board Members
- c. Board Officers
- d. Board Staff

GENERAL MEMBERSHIP

General Membership is composed of representatives from all of the licensed hospitals and ambulance service providers in the region as well as other interested individuals.

Section 1. Responsibilities of the General Membership

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

Section 2. Committee Service

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

Section 3. Attendance Expectations

The General Members are expected to attend at least one meeting quarterly.

BOARD MEMBERS

Representation will rotate between the member organizations in the region based upon the approved rotation schedule (Attachment A). Board Membership shall be multidisciplinary with broad representatives from, but not limited to, the following list of disciplines:

<i>Hospital</i>		<i>Emergency Medical Services</i>
1. Administrator		1. Administrator/Business Office
2. Quality Improvement Practitioner		2. Non Administrator EMT-P
3. Physician		
4. Trauma Nurse Coordinator		
5. Trauma Registrar		<i>Physician Group</i>
6. Emergency Department Nurse		1. Emergency Department Physician
7. Operating Room Nurse		
8. Rehabilitation Practitioner		
9. Safety officer		

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Other disciplines may be called on as necessary for consultation and input.

Section 1. Powers and Responsibilities

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

Section 2. 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.

Section 3. Number of Board Members

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

Section 4. 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 5. Term

The term of the Board Members is two calendar years.

Section 6. Appointments

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

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Section 7. 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 8. Attendance Expectations/Removal of Board Members

- a. A Member is automatically removed from the Board if he/she misses two (2) consecutive posted meetings or 30% of the scheduled meetings 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 member.
- c. Any member organization that subsequently 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.

Section 9. 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

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a vote on their behalf. The proxy shall be delivered to the RTAB Secretary by the proxy prior to calling to order of the meeting, to be retained with the minutes. A proxy shall only be valid at the meeting for which it is executed.

Section 10. Quorum

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

BOARD OFFICERS

Section 1. The following officers shall be elected from the Board Members:

- a. Chair
- b. Vice-Chair
- c. Treasurer

Section 2. The same person shall hold no more than one office.

Section 3. The term for officers shall be two years.

Section 4. 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 5. 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 6. Attendance Expectations/Removal of Officers

An Officer is automatically removed from office if he/she misses either two (2) consecutive posted meetings or 30% of the scheduled meetings in any year without making arrangements for a proxy to attend.

Section 7. 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 1. 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. Appoint all committee chairs;
- c. Sign agreements and contracts after authorization by the Board;

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- d. Call special meetings when necessary;
- e. Ensure that the RTAB is represented at Oklahoma Trauma and Emergency Response Advisory Council meetings;
- f. Ensure that the RTAB is represented at all appropriate state and regional meetings;
- g. Ensure that the RTAB membership is informed of all appropriate state and legislative activities;
- h. Perform other tasks as deemed necessary by the Board Members.

Section 2. 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 3. Duties of the Treasurer shall include:

- 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.

BOARD STAFF

Section 1. Board staff shall consist of a secretary, to be appointed by the chair. Appointment may be, but not necessary, from the general membership, and does not maintain any voting privileges.

Section 2. Duties of the Secretary shall include:

- 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.

MEETINGS

Section 1. Meetings of the Board shall be held in accordance with the Oklahoma Open Meeting Act.

Section 2. 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.

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Section 3. 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 4. 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 5. These meetings must be held at least quarterly.

Section 6. The Board shall not review patient specific information or medical records at these meetings.

Section 7. Members of the General Membership are encouraged to attend these meetings to provide input on topics under consideration by the board.

Section 8. The Board may appoint up to two (2) liaison representatives from other appropriate related entities within the region. The liaison representatives shall be received into board meetings and act in an advisory capacity, but shall not retain voting privileges.

Section 9. 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 1. Quality Improvement Committee

- a. Each RTAB is required by statute to conduct quality improvement activities. This committee shall remain a standing committee for the duration of the board and/or the statutory requirement.
- b. The function of this committee is to decrease death and disability by reducing inappropriate variation in care through progressive cycles of performance review. A multidisciplinary standing committee for Quality Improvement shall be created in each region.
 - A. Minimum membership requirement:
 - i. Emergency Department Physician
 - ii. Surgeon
 - iii. Emergency Department Nurse
 - iv. Operating Room Nurse
 - v. EMS Medical Director

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- vi. EMT-P
- vii. Quality Improvement Practitioner
- B. Each member must be from a licensed hospital or ambulance service and hold the appropriate current/active license where 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 or fewer.
- 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 Committee Chair, a committee member may be removed from the committee if he/she misses two (2) consecutive scheduled meetings and shall be removed after he/she misses three (3) consecutive scheduled meetings.
- G. Vacancies
 - 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.
- c. Volunteers or 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 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 2. 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, 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.

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- 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 Meetings Act.
- h. A majority of the voting persons on the committee shall constitute a quorum.
- i. A standing committee may be dissolved by majority vote of the board.

Section 3. 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.
- 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 4. 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 5. 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 6. Action by Committee

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

Section 7. 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;.

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PROCEDURAL PRACTICES

In matters regarding procedural practice that is not addressed by these bylaws, the issue will be deferred to the Robert's Rules of Order for action.

FINANCES

Section 1. 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.

Section 2. 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.
- 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 corporation's status as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue code.

Section 3. 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

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- 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.

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 1. 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.

EMSYSTEM[®]

The RTAB shall adopt the policies, standards and definitions recommended by the Oklahoma State Department of Health for the operations of EMSsystem. Any recommendations for changes to these documents will be made to the appropriate administering OSDH division 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 subject to approval by the RTAB.

AMENDMENT OF BYLAWS

The Bylaws may be altered, amended or repealed. New Bylaws may be adopted by a vote of the Board Members held at a meeting specially called for the purpose of altering, amending or repealing the Bylaws.

Section 1. 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 for alteration, amendment or repeal.