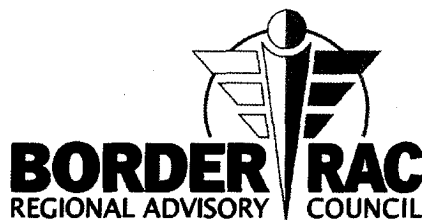


Bylaws



*The Far West Texas & Southern New Mexico Regional Advisory Council on Trauma and
Emergency Health Care*

Table of Contents

	Page No.
I. Article I – Name	3
II. Article II – Mission Statement	3
III. Article III – Code of Ethics	3
<ul style="list-style-type: none">• Integrity• Accountability• Practice• Conflicts of Interest	
IV. Article IV – Purpose	4
V. Article V – Membership	4
<ul style="list-style-type: none">• Condition of Membership• Active Participation	
VI. Article VI – The Board of Directors	8
<ul style="list-style-type: none">• Quorum• Meetings• Attendance• Duties	
VII. Article VII – Standing Committees, Sub-Committee and Task Force	12
<ul style="list-style-type: none">• Emergency Medical Service Committee• Emergency Preparedness & Response Committee<ul style="list-style-type: none">○ Pharmacy Subcommittee• Acute Care committee<ul style="list-style-type: none">○ Cardiac Subcommittee○ Pediatric Subcommittee○ Regional Registry Subcommittee○ Stroke Subcommittee○ Hospital Trauma Subcommittee• Prevention Committee• System Performance Improvement Committee<ul style="list-style-type: none">○ Medical Education Subcommittee	
VIII. Article VIII – Fiscal Responsibility Standards	15
IX. Article IX – Amendments	16
X. Article X – Alternate Dispute Resolution Process	16

BYLAWS

Article I-Name

This organization shall be known as BorderRAC, the Far West Texas & Southern New Mexico Regional Advisory Council on Trauma and Emergency Healthcare.

Article II-Mission Statement

To provide the infrastructure and leadership necessary to sustain high quality, professional services required of an inclusive trauma and emergency healthcare system to include preparedness, prevention, education, and research initiatives within our Trauma Service Area (TSA).

Article III – Code of Ethics

Preamble. Establishing and maintaining ethical and professional standards is a primary BorderRAC goal. All BorderRAC members shall support and further an individual's and agency's fundamental right to privacy and protect their confidential information. All members agree to abide by this Statement of Ethics in the daily conduct of all professional activity encompassing the gathering, dissemination, and use of information for the purposes of patient improvement, case reviews, and fundraising or other institutional advancement activity.

Four fundamental principles provide the foundation for the ethical conduct: integrity, accountability, practice, and conflict of interest.

- A. **Integrity.** Members shall be truthful with respect to their identities and purpose and the identity of their institutions during the course of their membership. They shall continually strive to increase the recognition and respect of the profession.
- B. **Accountability.** Members shall respect the privacy of members and prospective members and conduct their membership with the highest level of discretion. They shall adhere to the spirit as well as the letter of all applicable laws and all policies of their organization as well as that of BorderRAC. They shall conduct themselves in the utmost professional manner in accordance with the standards of their organization.
- C. **Practice.** Members shall take the necessary care to ensure that their contribution is as accurate as possible. They shall only record data that is appropriate to the regional growth and development process and protect the confidentiality of all personal information at all times.
- D. **Conflicts of Interest.** Members shall avoid opposing or perceived opposing professional or personal interests and shall disclose such interests to their institutions as well as to BorderRAC at the first instance. A conflict of interest can create an appearance of impropriety that can undermine confidence in the member, their organization, profession and BorderRAC.

Article IV-Purpose

The purpose of this organization is to:

- A. Assist member organizations in achieving a high level of trauma and emergency healthcare, which will result in a decrease in morbidity and mortality and ultimately improve the patient's outcome.
- B. Encourage activities designed to promote cooperation between member organizations and provide a forum to resolve conflicts regarding the care of the patient.
- C. Provide and facilitate educational programs for the public to increase awareness regarding an inclusive trauma and emergency healthcare system with a heavy emphasis on prevention activities.
- D. Develop and operate facilities to enhance the provision of trauma and emergency healthcare within our TSA.
- E. Serve as the acute medical services liaison within the El Paso City/County Emergency Operations Center.
- F. Coordinate disaster preparedness and response activities between healthcare entities.
- G. Provide resources to Office of Emergency Management regarding acute medical services.
- H. Collaborate with the Medical Operations Cell to coordinate disaster activities between area hospitals and pre-hospital providers (see Annex H of El Paso City/County Emergency Operations Plan).

Article V - Membership

Section 1.

General membership encompasses a wide range of professionals and citizens concerned about the health and well-being of the community as it relates to trauma, emergency services, and disaster preparedness. Voting membership requires that the member represent a hospital or disaster service, a physician who is involved with trauma, emergency, or disaster care, an emergency medical service, an educational agency involved in training purposes for trauma, emergency healthcare or disaster preparedness. A voting member must practice and/or reside within the boundaries of TSA-I.

Section 2.

Condition of membership:

- A. A member entity must complete a Member Information Form annually by the administrative staff and approved by CEO signature. If no Member Information Form is on file, no vote will be counted for that organization.

A Member Information Form, completed annually by the administrative staff and approved by CEO signature, must be on file for every member entity. If no Member Information Form is on file, no vote will be allotted for that organization.

- B. Member organizations will have only one vote by the primary representative or alternate designated to vote on the member organization's behalf. The alternate representative must be identified on the Member Information Sheet.

The designated voting representative shall be responsible for obtaining consensus among their organization's members and submitting a single vote on behalf of the member organization.

A written proxy vote is accepted by the designated representative or designated alternate and must be received in the BorderRAC Office a minimum of 24 hours prior to general membership voting. Unforeseen emergencies can be foundation for an e-mail proxy vote. This proxy must be received prior to the start of the meeting. As General Membership meetings are alternately held out of town, one must consider the possibility of non-receipt prior to the general membership voting. A maximum of one proxy vote per year can be accepted. A proxy vote will not be accepted by an entity not meeting attendance requirements nor previously identified by the Member Information Form.

- C. Voting to determine the EMS Committee Chair shall be limited to pre-hospital membership organizations only. The position of chair for the EMS Committee must be a member of an active EMS agency.

Voting to determine the Hospital Trauma Sub Committee Chair shall be limited to Hospital membership organizations only. The position of chair for the Hospital Trauma Sub Committee must be a member of an active hospital agency.

- D. Members must comply and execute all required documentation such as but not limited to: Member Information Form, Business Associate Agreement, Letter of Agreement regarding Hospital Preparedness Funds, Mutual Aid Agreement, etc.

- E. Members may request documentation of compliance with participation requirements from the BorderRAC Office. Members failing to meet participation requirements will be notified by the Executive Director or designee.

- F. If participation does not increase, a certified letter will be sent to the member organization's Senior Administrative Officer at the last known mailing address.

- G. Failing to meet participation requirements shall result in a report to the Department of State Health Services for consideration for future funding.

Section 3.

A current membership list will be maintained by the BorderRAC Office.

Section 4.

General Membership meetings shall be held quarterly during the months of January, April, July, and October on the 2nd Wednesday of the month. Meetings of the General Membership will be held at a location outside the greater El Paso area two times per year. All efforts will be made to host the July General Membership meeting in El Paso for voting.

Section 5.

Active Participation in the BorderRAC is defined as the following:

- A. EMS Provider Agencies
 1. Shall have representation at 75% of General Membership Meetings.
 2. Shall have representation at 75% of Prehospital/Disaster Committee meetings.
 3. Shall annually demonstrate participation in at least one BorderRAC sanctioned health education/prevention activity and submit documentation of such. All agencies are expected to participate in BorderRAC fund raising events.
 4. Shall submit data as requested by the System Performance Improvement (SPI) Committee and attend any SPI meeting when agency has a referral on the agenda.
 5. Shall comply with components of the System Performance Improvement Plan.
 6. Shall participate in one disaster preparedness drill per year.
 7. Must abide by BorderRAC operation policies/protocols.

- B. EMS Education Entity
 1. Shall have representation at 75% of General Membership Meetings.
 2. Shall have representation at 75% of Pre-hospital/Disaster Committee meetings.
 3. Shall annually demonstrate participation in at least one BorderRAC sanctioned health education/prevention activity and submit documentation of such. All agencies are expected to participate in BorderRAC fund raising events.
 4. Shall participate in one disaster preparedness drill per year.
 6. Must abide by BorderRAC operation policies/protocols.

- C. Hospital Members
 1. Shall have representation at 75% of General Membership Meetings.
 2. Shall have representation at 75% of Hospital Committee Meetings.
 3. Shall annually demonstrate participation in at least one BorderRAC sanctioned health education/prevention activity and submit documentation of such. All agencies are expected to participate in BorderRAC fund raising events.
 4. Shall be electronically downloading/providing information into BorderRAC Regional Registry and attend any System Performance Improvement meeting when the agency has a referral on the agenda.

5. Shall comply with components of the System Performance Improvement Plan.
 6. Shall participate in 75% of scheduled preparedness activities.
 7. In the event of emergency healthcare activations, will participate as required by the current Hospital Appendix of the Emergency Operations Plan.
 8. Must abide by BorderRAC operation policies/protocols.
 9. Chest Pain/Stroke/Trauma Designations:
 - i. Shall provide BorderRAC written notification of pursuit, award or change of designation.
 - ii. Hospitals with a specific designation or those who are actively pursuing designation and have submitted required documents to BorderRAC shall have representation at 75% of all related subcommittee meetings.
 - iii. Shall provide data electronically as required for the regional registry.
- D. Physician Members.
1. A physician may be a member of a subcommittee if he/she is in private practice and is not directly associated or compensated by another member agency.
 - a) Shall have representation at 75% of subcommittee meetings based on specialty.
 - b) Shall participate in subcommittee voting.
 - c) Must abide by BorderRAC operation policies/protocols.
- E. Corporate Members. An employee of a parent company with one or more existing members may be an active member. Their participation will be tracked based on their corporate attendance. Requirements to remain active as outlined by the membership should be maintained. **The corporate member would not hold an independent vote.**
- F. In the event that the meeting site is equal to or greater than 120 road miles from their home base, active participation may be demonstrated by response to agenda and/or minutes by phone, fax, mail, or e-mail before the day of the meeting. This option may be exercised for only 50% of the scheduled General Membership, or EMS/Hospital Committees meetings per fiscal year (October 1-September 30).
- G. Last minute meeting date changes (defined as changes made later than the Monday of the preceding week) will allow for an excused absence if the written notification is received prior to the meeting.
- H. Exceptions to the above requirements may be considered by the Board on an individual basis. An entity seeking such an exception must submit, in writing, a request for the exception and provide documentation to support the request.
- I. When available, a member may request telephone or video conferencing in lieu of physical attendance. Requests must be made at least 48 hours in advance.

Section 6.

Sign-in rosters are the mechanism used to determine participation at meetings. It is the representative's responsibility to sign-in.

Article VI-The Board of Directors

Section 1.

The Board of Directors shall consist of the following:

1. Chair *
2. Chair Elect*
3. Secretary *
4. Treasurer *
5. Chair - Acute Care Committees
6. Chair – EMS Committee
7. Chair – Emergency Preparedness & Response Committee
8. Chair - Prevention Committee
9. Chair - System Performance Improvement Committees
10. Immediate Past Chair *
11. Texas Rural Member-at-Large
12. New Mexico Member-at-Large
13. Physician-at-Large
14. Community Member-at-Large
15. Community Member-at-Large
16. Community Member –at-Large

*Denotes an Officer/Executive Committee Member.

Nominations for the position of Physician-at-Large, Texas Rural Member-at-Large, New Mexico Member-at-Large, and Community-at-Large will be obtained by the General Membership and appointed by the board.

Eligibility for an Officer position requires active participation. Active participation is defined as attendance at 75% of General Membership meeting for a minimum of two years.

The position of chair for the Acute Care Committee will be held by the Hospital Trauma Sub Committee Chair.

Section 2.

Quorum. A quorum for conducting business of the Board shall not be less than one-third of the members.

Section 3.

Meetings. Board of Directors meetings are scheduled monthly. Board meetings are open to general member attendance. Closed sessions may be scheduled to address legal, human resource, strategic or acquisition issues. A Closed Session may be called by any of the Executive Committee members.

Any items for the Board of Directors meeting must be submitted in writing at least 14 days prior to the meeting. Items are accepted by any chair, general member or member organization.

The Executive Committee, consisting of BorderRAC Officers may meet between scheduled Board of Directors meetings to address time sensitive matters. Additional meetings will be scheduled as needed

with advance notice identifying the place, day, time and purpose for which the meeting is called.

The Finance Committee, chaired by the Treasurer, will be appointed by the Board and will meet at least quarterly. Additional meetings may be requested based on fiscal needs identified.

Section 4.

Attendance. A Board Member who does not remain in good standing may be removed from office in a closed session. The Board Member shall have the right to present evidence prior to the closed voting as to why he or she should not be removed. A Member may be removed by a majority two-thirds vote of those present.

- A. Officers.
To remain an officer in good standing, Officers must attend 75% of the required Board meetings per year.
- B. Chairs.
 - 1. Board members. To remain a Board member in good standing, Board members must attend 75% of the required Board meetings per year.
 - 2. Committee/Subcommittee chairs. In order to remain a Committee/Sub Committee Chair in good standing, chairs must attend a minimum of 75% of the respective committee meetings per year. A Committee/Sub Committee Chair who does not remain in good standing may be removed from office. Committee members may request assessment for removal of the Committee Chair by the Executive Committee. A letter will be written by the Executive Committee outlining the delinquency.
- C. Community Member-at-Large.
Community members at-large must attend a minimum of one meeting quarterly and as requested by the Chair.

Section 5.

All board members must view and sign the DSHS *What Every Non-Profit Board Member Needs to Know* and review, sign the *BorderRAC Code of Ethics* agreement, *Whistleblower Policy*, and the *Board of Directors Confidentiality Statement*. A current Bio/Resume shall remain on file with BorderRAC in addition to certificates of completion of NIMS 100, 200, 700 and 800. All Board Members will act as a public relations liaison for the BorderRAC in providing information, guidance and education to the community.

Section 6.

A board member who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Board. Appointment of a replacement shall be made by the Chair with the approval of the Board.

Section 7.

In order to provide continuity of representation of Officers:

- A. Nominations shall come from the floor of the General Membership. A nomination shall be based on expertise and regional involvement and development.

- B. Election shall be by open ballot. Officers shall be voted on at the July General Membership meeting. Committee and sub committee chairs shall be elected during the August meetings. The new Board will be effective September 1st.

By way of a current bio, nominees shall be disclosed to general membership 30 days prior to voting.

- C. To qualify for the position of Officer, a member must have actively participated at least two years in the BorderRAC General Membership.
- D. The Chair Elect then ascends to the Chair position and serves a 2 year term. The Chair serves on the Board as the Immediate Past Chair for a two year term.
- E. The Chair Elect is elected every 2 years and serves a 2 year term.

If the Chair is unable to meet the roles and responsibilities of the position, the Chair Elect will succeed them. If this succession takes place with less than one half of the term expired, the Chair Elect will complete the two year commitment of the previous Chair. If the term is more than one half expired the Chair Elect will complete the term in addition to their elected term of two years as Chair.

- F. The Secretary and Treasurer shall serve two year terms. The Secretary will be elected on the even years and the Treasurer will be elected on the odd years.
- G. The officer's terms shall be limited to two consecutive terms of office. In the event that there is no other person available or willing to serve, an additional term(s) may be approved by a majority vote of the General Membership
- H. If an elected officer vacates their position prior to the end of the term, the Chair with the approval of the Board, will appoint an interim to serve until the election.
- I. Community Members-at-Large serve a two year term. Community Members-at-Large shall be limited to two consecutive terms. At the discretion of the Board of Directors, terms may be extended as deemed appropriate.

Section 8.

Duties of Board Members

- A. The Chair shall:
 1. Preside at all meetings of the General Membership, Board of Directors, and any special meetings.
 2. Facilitate development and achievement of organizational goals.
 3. Make interim appointments as needed with the approval of the Board of Directors.
 4. Sign all contracts with the Executive Director after approval of the Board of Directors.

5. If the chair resides in New Mexico, a Texas chair will be appointed by the Board in order to meet Regional EMS/Trauma System Development Grant (Senate Bill 102) rules and regulations.
- B. The Chair Elect shall:
1. Preside over BorderRAC activities in the absence of the chair.
 2. Perform duties as assigned by the chair.
 3. Chair an annual Emergency Healthcare Plan Task Force. The task force is established to review and revise the Emergency Healthcare Plan as needed or as requested by the Board of Directors. Presents recommendations to the Board of Directors and General Membership. Acts as the representative to clarify all questions regarding the Emergency Healthcare Plan.
 4. Coordinate the annual election process.
 5. Assist in preparing any necessary reports or documentation required.
- C. The Secretary shall:
1. Certify the recording and accuracy of the minutes of all proceedings of the Board, Executive Committee and General Membership meetings.
 2. Chairs an annual Bylaws Task Force. The task force is established to review and revise the Bylaws as needed or as requested by Board of Directors. Presents recommendations to the Board of Directors and General Membership. Act as the representative to clarify all questions regarding Bylaws.
 3. Handle all correspondence of the organization in the absence of the Executive Director.
 4. Assist in preparing any necessary reports or documentation required.
- D. The Treasurer shall:
1. Review and certify all monthly financial reports conducted by the BorderRAC.
 2. Perform financial duties in the absence of the Executive Director.
 3. Chairs the Finance Committee meeting(s). Budget preparation is achieved through needs assessments provided by the BorderRAC Committees as well as strategic direction provided by the Board.
 4. Assist in preparing any necessary reports or documentation required.
- F. The Committee Chairs shall:
1. Organize and conduct meetings as defined in the Bylaws.
 2. Facilitate the development and achievement of goals for their committee.
 3. Provides action items as defined by their committee for the Board's review.
 4. Provides meeting summaries and action items to be placed on Board agenda.
 5. Assist in preparing any necessary reports or documentation required.
- G. The Sub-Committee Chairs shall:
1. Organize and conduct meetings as defined in the Bylaws.
 2. Facilitate the development and achievement of goals for their sub-committee.
 3. Provides action items to the Committee Chair for the Board's review.
 4. Assist in preparing any necessary reports or documentation required.

- H. The Executive Committee shall:
 1. Assist in the completion of the Executive Director's evaluation.
 2. Serve as Human Resources Assessment.
 3. Serve as Employee Dispute Arbitration.
 4. Review and approve all grants.
 5. Be responsible for interviewing an Executive Director when necessary.
 6. Periodically review the Articles of Incorporation for changes.

- I. The Board of Directors shall:
 1. Develop and maintain policy statements that guide the functioning of the BorderRAC.
 2. Be empowered to hire an Executive Director who may employ personnel, lease space and acquire equipment with the approval of the Board.
 3. Annually determine the amount of funds to be reserved for BorderRAC grants.
 4. Actively contribute and pursue community participation for all BorderRAC fund raising events.
 5. Shall review recommendations from committees for changes within the region.

Article VII-Standing Committee, Sub-Committee and Task Force

Section 1.

The Standing Committees and their missions are as follows:

- A. **Emergency Medical Services Committee**
To serve as a liaison, resource and catalyst for Emergency Medical Service providers (both First Responders and Transport agencies) within this region to include promoting system development and cooperation, coordinating activities, providing system performance resources and creating training opportunities.

- B. **Emergency Preparedness and Response Committee**
To coordinate preparedness and responses to acute medical mass casualty and disaster situations.
 1. Pharmacy Sub-Committee provides expertise to BorderRAC members regarding the operations of the pharmacy, monitoring of system development and performance improvement, coordination of activities, and public and professional education.

- C. **Acute Care Committee**
To serve as a liaison between health care facilities within this region to include the monitoring of system development, coordination of activities, performance improvement, case studies (*An analysis of a particular group of cases used as a basis for drawing rational consensus in similar situations for educational and informative purposes*) and hospital training.
 1. Cardiac Sub-Committee provides expertise to BorderRAC members regarding cardiac care, monitoring of system development and performance improvement, coordination of activities, and public and professional education.

2. Pediatric Sub-Committee provides expertise to BorderRAC members regarding pediatric care, monitoring of system development and performance improvement, coordination of activities, and public and professional education.
3. Regional Registry Sub-Committee develops and maintains a regional trauma data base that is accurate, consistent, and serves as the means by which we analyze statistical information about traumatic injury, morbidity and mortality, and resource utilization within TSA-I as a basis for injury prevention, trauma system management, research, and performance improvement which ultimately documents our successes and identifies opportunities to improve our trauma system.
4. Stroke Sub-Committee provides expertise to BorderRAC members regarding stroke care, monitoring of system development and performance improvement, coordination of activities, and public and professional education.
5. Trauma Sub-Committee provides expertise to BorderRAC members regarding trauma care, monitoring of system development and performance.

D. Prevention Committee

To facilitate and promote prevention and safety programs throughout the TSA.

E. System Performance Improvement (SPI) Committee

The SPI Committee, chaired by a physician, has the authority and responsibility to monitor the performance of identified performance improvement indicators through, but not limited to case reviews, as it relates to the quality of patient care. The committee makes recommendations to the Board regarding system enhancement and/or improvements. Inter-local liaison committees may be formed to provide comprehensive review of issues with greater local participation.

Information/inquiries may originate at either the System Performance Improvement Committee or the liaison committee. In either case, the summary of discussions will be reflected in the minutes of the System Performance Improvement Committee.

The Chair shall call a 'closed session' to discuss, deliberate or act upon matters/opinions relating to at-risk issues. At the discretion of the Chair, written notification will be provided to those who are requested to attend the closed session. Nothing in this session shall require or authorize the giving of names or other information which would constitute an invasion of privacy or otherwise unnecessarily divulge the particular facts concerning the closed session.

1. Medical Education Sub-Committee provides opportunities for delivering and improving the quality, safety and cost-effectiveness of patient care and outcomes by encouraging the development of professional education and individual self-assessment and self-directed learning repertoire for the betterment of the region.

Section 2.

Case Review is the specific assessment, discussion, and measurement of an identified process or procedure with the intent to validate or amend the desired output through efficiency or effectiveness of a specific practice or procedure.

Section 3.

Each standing committee and sub-committee shall have an identified chair which will be selected by the membership of that committee each year. This process will occur in August. In the event that the Committee Chair is unable to fulfill their term, the committee members will elect a new chair.

Section 4.

Each standing committee and sub-committee shall have at least 4 meetings per year and keep minutes of each meeting.

Provide written agendas and minutes to committee members. Provide these, and sign-in sheets to the Executive Director for maintenance and provides written reports to the Board and General Membership during BorderRAC meetings.

Section 5.

Sub-Committees may be established and/or dissolved at the discretion of the Board. The Sub-Committee's actions must provide a written report to the originating standing committee.

Section 6.

Task Force is defined as a group of members or qualified individuals formed to complete an assignment within a specific timeframe.

Article VIII - Fiscal Responsibility Standards

Section 1.

The BorderRAC fiscal year will be September 1 through August 31. BorderRAC is a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as recognized by the Internal Revenue Service. As such, no one individual or entity may profit from the activities of BorderRAC.

Section 2.

Budget preparation is achieved through needs assessments provided by the BorderRAC committees as well as strategic direction provided by the Board and General Membership.

The Budget is presented for ratification at the July general membership meeting.

Section 3.

All checks will have two signatures. These signatures may be any combination of the Executive Board and the Executive Director.

Section 4.

Expenditures outside of the annual approved budget must conform to the following schedule:

	<u>Amount</u>	<u>Approval Required</u>
A.	\$ 0-\$10,000.00	Executive Committee
B.	\$ 10,000.01 - \$100,000.00	Board of Directors
C.	\$ 100,000.01 or more	General Membership

The Executive Director may authorize expenditures associated with specific grants if a budget was submitted as part of the grant application process and the grant application was approved by the Board of Directors upon completion or at notice of award.

Section 5.

BorderRAC may be dissolved by a vote of at least seventy-five percent (75%) of the voting membership present and voting. Upon dissolution, any eligible existing funds of BorderRAC shall be distributed to an appropriate organization or entity that shall utilize the funds to continue the mission of BorderRAC for all citizens of TSA-I.

Section 6.

Indemnity and Insurance. BorderRAC will indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Texas Business Organizations Code and may, if and to the extent authorized by the Board of Directors, indemnify any other person whom it has the power to indemnify against liability, reasonable expense, or any other matter.

As may be provided by specific action of the Board of Directors, BorderRAC may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of BorderRAC against any liability asserted against him or her and incurred by such person in such a capacity or arising out of his or her status, whether or not BorderRAC would have the power to indemnify him or her against the liability under this Section.

Section 7.

Limitation of Liability. A director of BorderRAC shall not be liable to BorderRAC or its members for monetary damages arising as a result of an act or omission committed by the director while acting within his or her capacity as a director, except that this Section shall not eliminate or limit the liability of a director for:

- A. Breach of a director's duty of loyalty to BorderRAC or its members;
- B. An act or omission not in good faith that constitutes a breach of duty of the director to BorderRAC or that involves intentional misconduct or a knowing violation of the law;
- C. A transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- D. An act or omission for which the liability of a director is expressly provided for by statute.

Article IX - Amendments

The bylaws may be adopted, amended, or revised by an affirmative vote of two-thirds of the General Membership. Copies of the proposed amendments will be posted/disseminated no less than 30 days prior to the meeting.


Article X-Alternate Dispute Resolution Process

- A. Any provider or individual representing a provider, service or hospital that has a dispute in connection with another provider or the BorderRAC itself (e.g., by-laws, trauma system plan, guidelines or protocols; action(s) or in-action(s), etc.) may formally voice its disapproval in writing. The written formal protest must be addressed to the chair person of the BorderRAC within 30 days.
- B. A formal protest must contain the following: a specific statement of the situation that contains the description of each issue and a proposed solution to resolve the matter(s).
- C. An odd-numbered neutral or impartial group, agreeable to both parties, will be assembled to review the issue(s). This group may solicit written responses to the dispute from interested parties. If the dispute is not resolved by mutual agreement, the group will issue a written determination, within thirty (30) calendar days of receipt of all pertinent data.
- D. Party or parties may appeal the determination by the group and ask the issue to be brought before the General Membership of the BorderRAC for a final determination. The party or parties have no later than thirty (30) calendar days after the determination to submit the request for secondary review. In the event the appeal is not timely in delivery, it will not be considered. If not considered, the parties will be notified in writing.

The request must be submitted to following address:

BorderRAC Chair
200 N. Kansas St.
El Paso, Texas 79901

The secondary review will be limited to the original determination. The appeal must be mailed or delivered in a timely manner. In the event the appeal is not timely in delivery, it will not be considered. If not considered, the parties will be notified in writing.



BorderRAC Chairperson

05-16-11

Date

Proposed:	August, 1992	Revised:	January, 2008
Revised:	September, 1992	Revised:	January 2009
Revised:	October, 1994	Revised:	July 2009
Revised:	April, 1995	Revised:	October 2009
Revised:	July, 1996	Revised:	November 2010
Revised:	October, 1997	Approved:	April 13, 2011
Revised:	January, 1998		
Reviewed:	March, 1999		
Reviewed:	July, 2000		
Revised:	June, 2001		
Revised:	October, 2004		
Revised:	January, 2006		
Revised:	October, 2006		
Revised:	April, 2007		