



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

## **BYLAWS**

### **Article I-Name**

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

### **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-Purpose**

The purpose of this organization is to:

- A. Assist member organizations in achieving the highest level of trauma and emergency healthcare they are capable of providing, 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, acquire 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 resource 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 IV - 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.

### Section 2.

Condition of membership:

- A. A member entity must complete a member information form to identify three voting designees.
- B. Member organizations will have one representative designated to vote on their behalf.
- C. Members may view compliance with participation requirements on the BorderRAC website. Members failing to meet participation requirements will be notified by the Executive Director or designee.
- D. 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.
- E. 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 3<sup>rd</sup> 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.

### 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 participate in one disaster preparedness drill per year.
6. Must abide by BorderRAC operation policies/protocols.

B. 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 participate in 75% of scheduled preparedness activities.
6. In the event of emergency healthcare activations, will participate as required by the current Hospital Appendix of the Emergency Operations Plan.
7. Must abide by BorderRAC operation policies/protocols.
8. Stroke Designations:
  - i. Hospitals with Stroke Designation or those who are actively pursuing designation and have submitted required documents to BorderRAC shall have representation at 75% of Stroke Sub Committee meetings.
  - ii. Shall provide data electronically as required for the regional registry.

- C. 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). Proxy votes will not be accepted.

- D. 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.
- E. 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.
- F. 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 V-The Board of Directors**

Section 1.

The Board of Directors shall consist of the following:

1. Chair \*
2. Vice Chair \*
3. Secretary \*
4. Treasurer \*
5. Chair – Acute Care Committees
6. Chair – EMS Committee
7. Chair – Emergency Preparedness & Response Committee
8. Chair - Injury 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 Executive Board of Director positions 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 must be a member of an active acute care agency. The position of chair for the EMS Committee must be a member of an active EMS agency.

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.

Section 4. Attendance:

To remain a Board member in good standing, Board members must attend 75% of the required Board meetings per year. An at-large community member must attend a minimum of one meeting quarterly and as requested by the Chair. 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.

Section 5.

All board members must view and sign the DSHS *What Every Non-Profit Board Member Needs to Know* and review and sign the BorderRAC Code of Ethics agreement. 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 on the Executive Board:

- A. Nominations shall come from the floor of the General Membership
- B. Election shall be by open ballot.
- C. To qualify for the position of Board Officer, a member must have actively participated at least two years in the BorderRAC General Membership, to include active participation in 75% of General Membership meetings.

- D. The Chair is elected every 2 years and serves a 2 year term. The Chair serves on the Board as the Immediate Past Chair for a two year term.
- E. The Vice Chair is elected every 2 years and serves a 2 year term. The Vice Chair then ascends to the Chair position.

If the Chair is unable to meet the roles and responsibilities of the position, the Vice-Chair will succeed them. If this succession takes place with less than one half of the term expired, the Vice Chair will complete the two year commitment of the previous Chair. If the term is more than one half expired the Vice Chair 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 held the next October.
- I. At-Large members serve a two year term. At-large members shall be limited to two consecutive terms.

#### 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. Represent this organization at the New Mexico Trauma System and Stakeholders Committee (NMTASSC) and the Texas Department of State Health Services BorderRAC Chair's Meeting or identifies a designee.
  - 6. 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 Vice Chair shall:
  - 1. Preside over BorderRAC activities in the absence of the chair.
  - 2. Perform duties as assigned by the chair.
  - 3. Coordinate the annual election process.

4. Assist in preparing any necessary reports or documentation required.
- C. The Secretary shall:
1. Certifies 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 meeting(s). The task force is established to review and revise the Bylaws as needed. 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. Reviews and certifies all monthly financial reports ~~business~~ 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. Provide written agendas and minutes to committee members. Provides these and sign-in sheets to the BorderRAC Office for maintenance and provides written reports to the Board and General Membership during BorderRAC meetings.
  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. Provide written agendas and minutes to sub-committee members. Provides these and sign-in sheets to the BorderRAC Office for maintenance and provides written reports to Chair of the originating standing Committee.
  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. Initiate a review of the Bylaws as necessary.
    4. Annually determine the amount of funds to be reserved for BorderRAC grants.
    5. Actively contribute and pursue community participation for all BorderRAC fund raising events.
    6. Shall review recommendations from committees for changes within the region.

## **Article VI-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 for 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.

The Acute Care Committee Chair must also maintain a Chair position for one of the reporting sub-committees.

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 document our successes and identify 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 trauma 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 be originated 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 may call a 'closed session' to discuss, deliberate or act upon matters/opinions relating to at-risk issues. By 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 October of each year in conjunction with the election of officers. 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. Provides 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 VII - 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.

**Article VIII - 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 IX-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

P.O. Box 221710  
El Paso, Texas 79913

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.

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

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BorderRAC Chairperson

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Date