



Capital Area of Texas Regional Advisory Council (CATRAC)

Organization Bylaws

Revised October 31, 2019

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ORGANIZATION BYLAWS

Article I -- Name

This organization shall be known by its assumed name the Capital Area of Texas Regional Advisory Council (CATRAC) or, by its legal name, the Capital Area Trauma Regional Advisory Council (CATRAC). It is designated by the State as Trauma Service Area O (TSA-O).

Article II -- Purpose

Section 1. The purpose of this organization is to:

- A. Advance the state of health care and emergency preparedness within the counties of Trauma Service Area (TSA) O, as designated by the Texas Department of State Health Services (DSHS). This TSA includes, but is not limited to, the following counties:

Bastrop, Blanco, Burnet, Caldwell, Fayette, Hays, Lee, Llano, San Saba, Travis and Williamson.

- B. Decrease morbidity and/or mortality that result from injury and illness.
- C. Assist its member organizations and the CATRAC region to achieve the highest level of health care and emergency preparedness.
- D. Encourage activities designated to promote cooperation between member organizations.
- E. Improve funding of trauma care providers within the counties served by this Council.
- F. Provide a forum to discuss regional health care issues and emergency preparedness.
- G. Provide ongoing education regarding regional health care issues and emergency preparedness to our stakeholders.
- H. Improve public awareness of the methods of accessing the trauma and health care system and preventing injury.
- I. Support the process for inter-facility transfers from stabilization through rehabilitation.

Article III --- Membership

Section 1. General

A. CATRAC membership shall include, but is not limited to, hospitals, emergency medical services (EMS) agencies, first responder agencies, fire departments, healthcare agencies, government agencies, educational institutions and organizations that serve in enhancing the trauma and acute health care systems planning and disaster preparedness within TSA-O.

(1) Membership dues are determined by the Board of Directors with approval by the General Membership.

(2) Annual membership dues will be sent out by CATRAC staff by January 1st for the upcoming calendar year. Annual membership dues must be paid by March 1st with a completed Member Information Form. New members joining beyond the middle of the calendar year may receive a prorated rate at the discretion of the Executive Director based on the date of their application.

(3) Failure to pay dues will result in loss of membership until such time as any and all delinquent fees or dues are fully paid, and all fees and dues are current.

B. Entities may have as many members as desired, but only one representative from each entity will be designated by that organization to vote on its behalf. Each entity shall select one primary designated representative and one or two alternate representatives. An alternate representative may vote should the primary representative be unable to vote. Each member organization shall have one (1) vote. A designated representative with voting privileges may not have voting privileges in more than one organization or entity, unless approved by the Executive Board. An Administrative representative of the eligible voting entity shall designate both the primary and alternate voting representative in writing and address to the Executive Director.

C. Roll call will identify qualified voting members based on Section 3 and an ID will be provided by CATRAC for issues requiring a vote. No proxy votes are allowed.

Section 2. Qualifications for General Membership to this organization are:

A. As described in Section 1.A.

B. No person shall be denied membership on the basis of race, national origin, disability, gender, sexual orientation, age, or religious preference.

Section 3. Membership Participation in CATRAC Activities

- A. All members are encouraged to be active participants, but the CATRAC reports the active participation of EMS providers, hospitals and first responder organizations to the Texas Department of State Health Services (DSHS) annually for funding eligibility and other regulatory functions. To be considered an active member, an organization in the CATRAC must:
1. Pay annual membership dues,
 2. Have their primary or alternate representative attend 75% of calendar year General Membership meetings;
 3. Respond to all queries (e.g., requests for data, survey responses, etc.) within the specified timeline as requested by the CATRAC staff or Executive Board;
 4. Submit trauma data to the Texas Trauma registry as required by DSHS timelines and guidelines;
 5. Have a representative from their organization attend 75% of the committee meetings that are appropriate for the organization's primary mission. For example, if the organization is a pre-hospital agency, then a representative must attend 75% of the calendar year pre-hospital committee meetings. If the organization is a hospital and has a trauma, stroke, neonatal, or maternal designation, then a representative must attend 75% of the appropriate committee's calendar year meetings.

Section 4. Resignation and Removal of Membership

- A. A member who resigns in good standing may reapply for membership.
- B. Any member may be removed by a majority vote of the Board whenever, in its judgement, the best interests of the organization would be served.

Article IV -- The Executive Board

Section 1. Members

- A. The Executive Board shall consist of 19 members. The members of the Executive Board are:
- One representative from each of the eleven TSA-O counties, elected by the designated voting members of that county. County Representatives must be a resident or work in the county they are representing.
 - One representative from each of the following areas, elected by the designated voting members of the General Membership:
 - Lead trauma facility
 - Lead pediatric facility
 - Hospital other than the lead trauma facility
 - Pre-hospital provider
 - Trauma physician
 - Registered nurse
 - Physician from a rural area
 - At-Large

- B. Executive Board members shall serve for a minimum term of 2-years. Ten Board Member terms shall expire in even-numbered years and nine Board Member terms in odd-numbered years. Elections will be held at the General Membership meeting in October of each year with terms for newly elected Board members commencing in January.
- C. Votes will be taken by ballot and the Executive Board Officers will be allowed to break the tie.
- D. Outgoing Board members will attend the November and December meetings in order to encourage mentoring of the new Board members. Elected Executive Board Members must comply with DSHS requirements for board members.
- E. Each Executive Board Member shall have one vote on Executive Board action items. No proxy votes will be accepted.
- F. Electronic voting may be utilized at the discretion of the Executive Director for items of a time sensitive and urgent nature. This means of voting requires a quorum and will only be used for urgent matters that require a vote outside of the regularly scheduled Executive Board meetings.
- G. Resignations from the Executive Board must be submitted in writing or be given verbally in person at an Executive Board meeting (the minutes of the Board meeting must then reflect the verbal resignation). A de facto resignation from the Executive Board automatically and immediately occurs when a County Representative no longer meets the requirements for a County Representative (Article IV, Section 1A).
- H. Attendance; Executive Board members will attend a minimum of 75% of scheduled meetings. The Executive Board will review a Board member's ability to effectively serve on the board, if that Board member is unable to maintain participation in 75% of the meetings. Board members will receive monthly updates of meeting participation.
- I. Participation via conference call may be utilized due to unforeseen circumstances and if a Board member is unable to attend in person; however, frequent participation via conference call is discouraged.
- J. Vacancies filled mid-term will be up for election at the October General Membership meeting prior to the scheduled expiration term of that position.

Section 2. Duties of Executive Board

- A. The regular business of the organization shall be handled during a meeting of the Executive Board.
- B. The Executive Board shall direct the activities of ad-hoc committees and shall approve the proposals brought from ad-hoc committees.
- C. The Executive Board makes recommendations to the General Membership.

- D. The Executive Board administers the budget and approves expenditures.
- E. The Executive Board may appoint task forces or ad-hoc committees.
- F. The Executive Board contributes to the agenda for the General Membership meeting and publishes the annual report.
- G. The Executive Board conducts an annual review of the budget and financial operations and other duties assigned.
- H. The Executive Board considers aspects of distribution on any state or funds obtained by CATRAC and recommend steps required of CATRAC to handle those funds.
- I. The Executive Board reviews the Internal Audit annually.
- J. The Executive Board selects a bank for CATRAC to use which must be federally insured and located within the Trauma Service Area O.

Section 3. Quorum

A quorum for conducting the business of the Executive Board shall be not less than ten of the nineteen members. A quorum must include one officer.

Section 4. Standard of conduct.

- A. Liability. An Executive Board Member shall discharge the duties of their position in good faith, in a manner the Executive Board Member reasonably believes to be in the best interest of the organization, and with the care an ordinary prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been an Executive Board Member of the organization.
- B. Reliance. An Executive Board Member is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - (1) One or more officers or employees of the organization whom the Executive Board Member reasonably believes to be reliable and competent.
 - (2) Counsel, public accountants, or other persons as to matters that the Executive Board Member reasonably believes are within the person's professional or expert competency.
 - (3) A committee of the board that has been duly appointed whom the Executive Board Member reasonably believes the committee to merit confidence.
- C. Assent/dissent. An Executive Board Member who is present at a meeting of the board when an Action is approved by the affirmative vote of a majority of the Executive Board Members present is presumed to have assented to the action approved, unless the Executive Board Member:
 - (1) Objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter

in the meeting;

(2) Votes against the action at the meeting; or

(3) Is prohibited from voting on the proposal or elects to abstain from voting

D. Limitation of liability. An Executive Board Member's personal liability to the organization for monetary damages for breach of fiduciary responsibility is limited to the scope of the articles. However, the following actions do constitute reasons for liability on the part of the Executive Board Member:

(1) Breach of the Executive Board Member's duty to the organization.

(2) Acts or omissions not in good faith or that involve intentional misconduct or a known violation of law.

(3) For any transaction from which the Executive Board Member derived an improper personal benefit.

(4) For any act or omission occurring prior to the date when provision in the article eliminating or limiting liability becomes effective.

E. An Executive Board Member who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Executive Board in accordance with Vernon's Texas Civil Statute Title 32 Chapter 9. The Chair, with the approval of the Executive Board, shall make appointments for a replacement.

Article V -- Officers

Section 1. There shall be the following elected officer positions of the Executive Board:

- A. Chair
- B. Vice Chair
- C. Secretary
- D. Treasurer

Article VI. Election of Officers

Section 1.

- A. Nominations for Executive Board Officers shall be made by the Executive Board members at an appropriate Executive Board meeting. Officer positions shall be elected by the Executive Board.

Section 2.

- A. Election shall be by ballot. A simple majority vote shall be required for election to office.

Section 3.

- A. Term of Office. The officers shall be elected for a term of one (1) year at the December meeting of each year. The Vice Chair automatically ascends to the position of Chair if, for whatever reason, the Chair is unable to fulfill their duties, completing the unexpired term.

- B. Term Limit: Elected officers shall take office at the January meeting. No officer shall serve more than four (4) consecutive one-year terms. Fulfilling an interim appointment is not considered part of the term limit.

Section 4.

- A. Transition of Administration. There shall be a meeting of the Executive Board following installation of the Officers. It should include the outgoing and incoming officers. Upon the introduction of new business, the charter, and files are turned over to the newly installed Chair, who then becomes the presiding officer.

Article VII. Duties of Officers

Section 1. The Chair shall:

- A. Preside at all meetings of the General Membership and Executive Board of the organization and at any special meetings.
- B. Appoint the committee chairs for Standing Committees and ad-hoc committees with the approval of the Executive Board and considering recommendations from Committee membership and/or the Executive Director.
- C. Appoint ad-hoc committees as needed with the approval of the Executive Board.
- D. Make interim appointments as needed with the approval of the Executive Board.
- E. May sign all contracts with the Executive Director after approval of the Executive Board.
- F. Is permitted to sign checks along with the signature of one other Executive Board Officer.
- G. The immediate past chair is expected to assist with the transition of the new board chairman with helping to main continuity of the position.

Section 2. The Vice Chair shall:

- A. Perform the duties of an absent Chair.
- B. Perform such duties as are assigned by the Chair.
- C. Is permitted to sign checks along with the signature of one other Executive Board Officer.

Section 3. The Secretary shall:

- A. Determine if a quorum is present.
- B. Record the minutes of all proceedings of the board and membership meetings.

- C. Handle the correspondence of the organization in absence of agency staff.
- D. Is permitted to sign checks along with the signature of one other Executive Board Officer.

Section 4. The Treasurer shall:

- A. Monitor collection and disbursement of funds of the organization as directed by the Executive Board.
- B. Present monthly reports to the Executive Board and General Membership.
- C. Treasurer must be bonded upon receipt of funding.
- D. Is permitted to sign checks along with the signature of one other Executive Board Officer.

Article VIII. Removal of an Officer

- Section 1.** An officer who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Executive Board in accordance with Vernon's Texas Civil Statute Title 32 Chapter 9. The Chair with the approval of the Executive Board shall make appointments for a replacement.

Article IX. Committees

- Section 1.** It is recommended that each Standing Committee shall have at least one physician representative, one emergency medical service representative, and one hospital representative.

- Section 2.** No member organization shall have more than one vote per action item in standing committee meetings, ad-hoc committee meetings, or workgroup meetings.

- Section 3.** Each committee will have representation from an Executive Board Member present at committee meetings. Committee Chairs will be appointed by the Executive Board Chair with approval by the Executive Board from recommendations from Committee members and/or the Executive Director. The committee chairs may select the members of their committees. Committee Chairs are encouraged to attend GETAC meetings which correlate with their respective committee. Committee Chairs shall provide a committee report quarterly at the CATRAC General Membership meetings and provide a report to the Executive Board every month.

- Section 4.** A Committee Chair who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Executive Board in accordance with Vernon's Texas Civil Statute Title 32 chapter 9. The Executive Board Chair, with the approval of the Executive Board, shall make appointments for a replacement. The Standing Committees are:

A. Education

Responsibilities of the committee include:

- Facilitate educational opportunity for CATRAC members focused on CATRAC core objectives and vision
- Receive and review educational and training opportunities presented to the committee
- Provide a resource/calendar of educational offerings for CATRAC members
- Provide education scholarships/sponsorships/subsidizations for CATRAC members based on application, need and funding availability
- Plan, organize and implement training programs based on CATRAC needs and funding availability

B. Pre-hospital

Responsibilities of the committee include:

- Monitor and develop regional systems for patient care and transport among pre-hospital care providers
- Enhance relationships with regional healthcare partners to efficiently maintain continuity care for patients
- Develop common communications criteria in the region
- Develop and review annually regional guidelines for pre-hospital care

D. Injury Prevention

Responsibilities of the committee include:

- Collect and review injury data and literature to support evidence based/informed prevention strategies for the TSA-O region
- Establish, monitor, and effectively communicate an approach to address injury risks prevalent in the TSA-O region
- Communicate availability and/or host training and professional development opportunities specific for injury prevention professionals in the TSA-O region
- Develop recommendations for allocation of resources/funds to support evidence based/informed injury prevention strategies for the TSA-O region
- Collaborate with CATRAC staff to ensure responsible stewardship of evidence based/informed injury prevention projects and related funds for the TSA-O region

E. Stroke Committee

Responsibilities of the committee include:

- Review and maintain the written plan for regional triage and transfer of stroke patients to appropriate facilities
- Create a stroke registry for regional data collection.
- Maintain a system to provide education to pre-hospital and emergency healthcare providers with updates of the availability and advances in stroke care
- Enhance community awareness of early recognition of stroke through educational resources

F. Capital Area Public Health & Medical Preparedness Coalition

Responsibilities of the committee include:

- Coordinate regional disaster / emergency preparedness and response through collaboration with regional and state partners
- Facilitate and promote disaster / emergency planning, training, and education in region
- Promote consistency throughout the region with regard to equipment and response needs
- Identify opportunities to leverage funding among regional partners to maximize preparedness and response efforts

G. Trauma Systems & Operations

Responsibilities of the committee include:

- Create an organized trauma care system within the CATRAC Region to provide optimal care and outcomes for all trauma patients.
- Provide ongoing performance assessment and improvement activities designed to optimize trauma patient care (i.e. education, injury patterns, and specialty care).
- To optimize patient outcomes and system efficiencies for field transport and inter-facility transfers.
- To distribute and communicate pertinent information to other committees within the RAC.

H. Perinatal

Responsibilities of the committee include:

- Develop system performance standards through shared quality and improvement data and processes
- Advise and promote consistency and best practices for perinatal care
- Enhance and maintain regional and state relationships for collaboration, updates, and advances on optimal perinatal care

Section 5. Ad-hoc committees/workgroups shall be appointed, as needed, by the Chair with the approval of the Executive Board.

Article X. Meetings

Section 1. Meetings of the Executive Board will be held monthly. Notice of such meetings shall be given to each General Member before the meeting. It is the responsibility of the county representatives on the Executive Board to assist in notifying the General Members in their respective counties of upcoming meetings and information related to the purpose of CATRAC.

Section 2. The Chair may call special meetings of the Executive Board or General Membership. Upon written notice of all Executive Board members, the Chair shall call a meeting. Notice of special meetings shall be provided to the General Members at least 7 days in advance. It is the responsibility of the county representatives on the Executive Board to notify the General Members in their respective counties.

Section 3. General Membership meetings shall be held quarterly during the months of January, April, July, and October. The October meeting shall be designated as the annual meeting for the purpose of elections, bylaw amendments, etc.

Section 4. All meetings will be conducted according to Robert's Rules of Order.

Article XI. Alternative Dispute Resolution

Any actual entity, be that a provider or individual representing a provider, service or hospital that is aggrieved in connection with any CATRAC rule(s) in accordance with its Bylaws, trauma system plan, guidelines or protocols; action(s) or any situation or circumstance causing dissention or aggravation, may formally protest to the CATRAC of TSA-O.

Section 1. A formal protest must be written, with date and signature of protestor(s), addressed and delivered to the CATRAC Director.

Section 2. Copies of the protest will be mailed or delivered by the CATRAC Director upon receipt of the written protest for the purpose of establishing full disclosure of the situation or circumstance, and for making preparations for a formal hearing to

address such protest for resolution if deemed necessary. A formal protest must contain:

- A. A specific and objective identification or statement of the aggravating situation or circumstance that the protested action is alleged to have been or is in violation of.
- B. A specific and objective description of each act alleged to have been violated or aggravated the protestor(s)
- C. The aggrieved party's argument(s) and authorities on support of the protest.
- D. Describe the relief/decision to resolve the matter.

Section 3. The CATRAC Director of TSA-O shall have the authority to settle and resolve the dispute to the Executive Board or Committee with ample and appropriate selection of all parties necessary to resolve the dispute.

Section 4. The Executive Board or Committee may solicit written responses to the protest from the interested parties. If the protest/dispute is not resolved by mutual agreement, the Committee will issue a written determination of the protest, within thirty (30) days of receipt of all the pertinent data.

- A. If the Committee determines that no violation of rule(s) in accordance with its bylaws, trauma system plan, guidelines or protocols; action(s) or inactions(s), or any situation or circumstance causing dissention or aggravation has occurred, it shall so inform the protesting party or parties by letter, which sets forth the reasons for the determination.
- B. If the Committee determines that a violation of the rule(s) on accordance with its bylaws, trauma system plan, guidelines or protocols; action(s) or inaction(s), or any situation or circumstance causing dissention or aggravation has occurred, it shall so inform the protesting party or parties by letter, which sets forth the reasons for the determination and the appropriate remedial action(s).

Section 5. An aggravated party or parties may appeal the determination by the Committee. An appeal must be submitted to the Department of State Health Services (DSHS), Health Quality Section no later than ten (10) working days after the Committee's determination, at the following address;

Department of State Health Services
Health Care Quality Section
1100 West 49th St.
Austin, TX 78756-3199

The appeal shall be limited to review of the Committee's determination. The appeal must be mailed or delivered by the appealing party or parties to DSHS, Health Care Quality Section, and must contain an affidavit that copies of the appeal have been mailed or delivered by the appealing party or parties to the CATRAC Director. In the event the appeal is not timely delivered to the office of Health Care Quality, the appeal will not be considered and the appealing party or parties will be so notified in writing.

Section 6. The DSHS, Health Care Quality Section shall review the Committee’s determination and the appeal in order to provide assistance and resolution to the aggravation. The Health Care Quality Section shall issue a written decision on the protest, which decision is final and not appealable.

Article XII. Amendments

Proposed amendments and revisions must be submitted to the Executive Director for consideration and recommendation to the Executive Board. Copies of proposed amendments shall be given to the Executive Board in writing prior to the next quarterly meeting. The Bylaws may then be adopted, amended, or revised by an affirmative vote of two-thirds (2/3) of the members of the Voting Membership present at the next quarterly meeting designed for that purpose.

Section 1. The Bylaws and system plan shall be reviewed, amended, and/or revised annually.

New:	Reviewed:	Revised:	Approved:	By:	Reference:
10-1993				General Membership	
		10-26-06		General Membership	
	10-2007			Bylaws Committee	
		01-24-08	01-24-08	General Membership	
	10-23-08	10-23-08		Bylaws Committee	
			10-23-08 with approved revisions pending	General Membership (GM)	
		10-27-08 per GM	10-23-08	Executive Director	
	03-01-09			Executive Director	
	07-22-10			Bylaws Committee	
		10-28-10	10-28-10	General Membership	Art.III Sec.1 A(2)
	June-October 2011	June-October 2011		Bylaws Committee	
	10-27-11		10-27-11	Executive Board/General Membership	
	10-02-2012	10-02-2012		Bylaw Committee	
	1-24-2013		1-24-2013	Executive Board/General Membership	
	9-9-2013	9-9-2013		Bylaws Committee	
			10-24-2013	Executive Board/General Membership	
	September 2015			Executive Director & Executive Board Members	
	9-21-2016	9-21-2016		Executive Board	
			10-27-2016	Executive Board/General Membership	
		10-26-2017	10-26-2017	Executive Board/General Membership	
	11-29-18		11-29-18	Executive Board/General Membership	
		10-31-19	10-31-19	Executive Board/General Membership	General Membership meeting minutes