

Panhandle RAC Constitution and Bylaws



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PREAMBLE

The following Bylaws govern the operations of the Panhandle Regional Advisory Council (PRAC), which is a 501(c)3 non-profit organization functioning according to the Texas Department of State Health Services (DSHS) Rules 157.123 and organized in accordance with the Texas Non-Profit Corporation Act. This Regional Advisory Council is an organization of local citizens and member organizations representing all licensed health care entities within Trauma Service Area “A” (TSA-A).

ARTICLE 1 – MISSION AND VISION

Mission

To get the right patient to the right care in the right time

Vision

Provide support for a comprehensive continuum of quality healthcare for all citizens and visitors in TSA-A.

ARTICLE 2 – DEFINITIONS

2.1 Service Area

Trauma Service Area A (TSA-A) includes, but is not limited to, the following counties as designated by the state:

Armstrong
Briscoe
Carson
Childress
Collingsworth
Dallam

Hall
Hansford
Hartley
Hemphill
Hutchinson
Lipscomb

Parmer
Potter
Randall
Roberts
Sherman
Swisher

Deaf Smith
Donley
Gray

Moore
Ochiltree
Oldham

Wheeler

- 2.2 **Other:** All other definitions are in accordance with those set forth by DSHS Rules 157.2
- 2.3 **Executive Committee:** A subset of the Board of Directors for the Panhandle Regional Advisory Council, consisting of the Chair, Chair Elect, Secretary, Treasurer, and the Executive Director/CEO.
- 2.4 **Fiscal Year:** September 1 through August 31

ARTICLE 3 – FUNCTIONS

- 3.1 Update annually, the Emergency Healthcare Plan for TSA-A and submit to the Texas Department of State Health Services as required by the most recent Texas Trauma Rules.
- 3.2 Advocates for the efficient and expedient inter-facility transfers that are most appropriate for the patient’s needs for trauma and emergency health care.
- 3.3 Provide a forum for communication between parties of the healthcare system to enhance networking and coordination of patient care issues.
- 3.4 Provide the public with information regarding trauma care and injury prevention.
- 3.5 Develop and implement guidelines designed to enhance the quality of trauma and emergency healthcare services within TSA-A.
- 3.6 Provide a forum to resolve disputes, provide voluntary non-binding mediation, and enhance collaboration among PRAC members/participants.
- 3.7 Endorse programs and adopt measures that will improve funding of trauma and health care services.
- 3.8 Coordinate and conduct collaborative research initiatives related to Trauma, EMS, Disaster, and other Acute Care Services.
- 3.9 Annually update the regional disaster plan for Hospitals, EMS, and healthcare organizations within TSA-A, as required by the most current Texas Trauma Rules and legislative mandates. Regional disaster planning and development is coordinated with appropriate state and local agencies.
- 3.10 Collaborate with local public health authorities to facilitate the integration of acute health care (clinical medicine) and public health initiatives.

ARTICLE 4 – MEMBERSHIP and DUES

4.1 General Membership voting members are limited to healthcare entities in the TSA-A area as follows:

- a. A representative for each dues paying participating Hospital, EMS Service, or Freestanding Emergency Medical Care Facility.
- b. Any other individual interested in membership that is not outlined above may participate as nonvoting members, for example:
 - Law enforcement representatives
 - Rehabilitation representatives
 - Family support personnel (pastoral care, social services, etc.)
 - Fire personnel
 - Public Health representatives
 - Local/Regional Emergency Planning Groups
 - Other interested individuals/Entity
 - Out of State/Region Providers may participate without voting privileges or eligibility for funds.
 - A designated physician or advanced practice provider involved in patient care for each participating community.
 - A First Responder Organization.
 - Behavioral Health representatives
- c. The Board of Directors shall review any request for membership into the PRAC.
- d. Membership can be granted by a majority vote of the Board of Directors.

4.2 Active Participant: A member that meets the requirements of “active participation,” as follows:

- a. Attendance at 50% of the General Membership meetings, one meeting in person and one meeting virtually.
- b. Membership on a minimum of one Standing Committee, with attendance/participation in at least 50% of the meetings. Minimum requirements, of one meeting in person and one meeting virtually.
- c. Sponsorship or participation in two injury prevention activities, region-wide or local community.
- d. EMS Services must be in compliance with the Texas Health and Safety Code.
- e. Electronic submission of EMS essential data set/trauma registry participation as required by the Texas DSHS.
- f. Hospitals and EMS agencies must submit quarterly data as defined by the

respective committee.

g. Participation in State/PRAC annual needs/resource assessments.

h. Payment of dues and fees by due date.

4.3 The Board of Directors will verify active participation in the PRAC, as defined in Article 4.2.

4.4 The amount of dues and fees payable to the PRAC shall be determined by the voting general membership.

ARTICLE 5 – VOTING MEMBERSHIP

5.1 The designated representative for each voting member organization shall have one vote for general membership representation.

5.2 Voting Member: A member that is considered an “active participant” as determined by the most recent active participant report.

5.3 The list of voting member organizations and their designee is maintained by the PRAC office.

5.4 Board members may vote for their member organization only if they are the designated representative.

5.5 Any member unable to be present for a meeting may name an alternate voting member for that facility as long as the alternate is an Employee/Member of the Organization. The Board Chair and/or Director must be notified of this alternate Representative prior to the start of the meeting.

5.6 Voting shall be by ballot, floor vote, and/or or by electronic vote of voting members.

5.7 Regular and routine business of the PRAC meetings is accomplished by voting members in accordance with Robert’s Rules of Order.

5.8 A quorum for conducting business in the general meetings shall be two-thirds (2/3) of the voting delegates.

5.9 Proxy voting for another entity is not allowed.

ARTICLE 6 – BOARD OF DIRECTORS

6.1 Number and Qualifications

- A. The Board shall have up to 15, but no fewer than 10 Board members.
- B. The Board of Directors shall consist of:
 - a. Chair
 - b. Chair Elect
 - c. Secretary
 - d. Treasurer
 - e. Trauma/Hospital Care Committee Chair
 - f. Regional Preparedness Committee Chair
 - g. Perinatal/Maternal/Pediatric Committee Chair
 - h. Prehospital Committee Chair
 - i. Stroke/STEMI shall be a co-chaired position consisting of a representative from Northwest Texas Healthcare Facility and BSA Hospital. The Stroke/STEMI co-chairs will be appointed by NWTHS and BSA.
 - j. Behavioral and Mental Health Committee Chair
 - k. Trauma Medical Director Committee Chair

6.2 Vacancies: Any vacancy of a Board seat will be filled by appointment by the Executive Board to fill the unexpired term of the vacated position.

6.3 Elections to the Board shall be for a term of 2 year(s), except in the case of the Chair Elect which is for 4 years. At the completion of the first two years the Chair Elect will automatically assume the role of Chair and a new Chair Elect will be elected. This is to maintain a state of knowledge and awareness of Organization business at the board level with out-going chairs.

6.4 Board of Directors Responsibilities

- A. The Board of Directors provides oversight for all businesses and activities of PRAC.
- B. Oversight of all committees
- C. Ensures PRAC funds are obligated in accordance with state and federal regulations.
- D. Appoints replacement officers/board positions as needed.
- E. A non-voting, ex-officio board member may be appointed by the Executive Board as needed.
- F. Assigns and delegates responsibilities to officers, committees, and Executive Director/CEO to accomplish functions/obligations of the PRAC

- G. Monitors and reviews financial status of PRAC
- H. Review of bylaws and regional healthcare plan

6.5 Board of Directors – Member Requirements

- A. Members of the Board of Directors are required to attend 75% of all Board Meetings.
- B. Board members who are not able to attend a meeting must notify the Chair or Director of the reason for absence prior to a scheduled board meeting.
- C. A Member of the Board of Directors who does not meet the attendance requirements may be removed at the discretion of the board by a simple majority vote.
- D. Absences resulting from military or other institutionally assigned deployments are exempt from 6.5(A) requirements.

ARTICLE 7 – Election of Officers

7.1 Board Elections

- A. Nominations for board positions will be accepted from the floor at the September General Membership meeting.
- B. Nominations will continue to be accepted in writing to the Board Secretary and Executive Director/CEO for a two-week period following the September General Membership meeting.
- C. An individual can only be nominated for one position.
- D. Each member organization can have multiple representatives nominated for each board position.
- E. The nominee must accept the nomination prior to being placed on the ballot.
- F. Ballots will be open to the designated voting members for a two-week period in November.
- G. Election results will be presented in December.

ARTICLE 8 – Duties of Officers

8.1 Chair of the Board

- 8.1.1** Sets the agenda and presides at all meetings of PRAC.
- 8.1.2** Makes interim committee appointments as necessary, with approval of the Board of Directors.
- 8.1.3** Signs agreements and contracts.
- 8.1.4** Calls special meetings when necessary.

- 8.1.5** Ensures that PRAC is represented at all appropriate state and regional meetings.
- 8.2** Chair Elect of the Board
 - 8.2.1** Performs duties of the Chair in the absence of the Chair.
- 8.3** Secretary
 - 8.3.1** In conjunction with PRAC staff ensures a meeting attendance roster for member organizations.
 - 8.3.2** In conjunction with PRAC staff ensures dissemination of all notices required by the bylaws.
 - 8.3.3** In conjunction with PRAC staff ensures minutes of all proceedings of the Board of Directors and for PRAC membership meetings.
- 8.4** Treasurer
 - 8.4.1** Reviews all funds and assets of the PRAC, as provided in the bylaws, or as directed by the Board of Directors.
 - 8.4.2** Monitors monies due and payable to the PRAC.
 - 8.4.3** Presents financial reports.
 - 8.4.4** Chairs the Finance Committee
 - 8.4.5** Reviews the independent annual audit with the Executive Director/CEO.
 - 8.4.6** Additional independent external financial audits may be requested by the Board of Directors. The Treasurer will oversee audit acquisition and present reports to the board.

ARTICLE 9 – Meetings

- 9.1** The Board's regular meetings will be held at such time and place determined by the Board.
- 9.2** A minimum of 72 hours notification for regular board meetings, executive committee meetings, or any special meetings of the board or general membership will be provided by the Executive Director/CEO.
- 9.3** Emergency meetings may be called at the discretion of the Board of Directors.
- 9.4** Special meetings may be held in person, via conference call or virtual meetings.

ARTICLE 10 – TRANSACTIONS OF THE PRAC

10.1 Execution of Corporate Instruments

- A. The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the PRAC.
- B. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the PRAC, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the PRAC, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the PRAC shall be executed, signed, and/or endorsed by the Executive Director/CEO, Chair, Chair-Elect.
- C. All checks and drafts drawn on banks or other depositories on funds to the credit of the PRAC, or in special accounts of the PRAC, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

10.2 Loans and Contracts

- A. No loans or advances shall be contracted on behalf of the PRAC and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the PRAC may enter into any contract or execute and deliver any instrument in the name of and on behalf of the PRAC.

10.3 Gifts: The Board of Directors may accept on behalf of the PRAC, or may make contributions to charitable organizations, gifts that are not prohibited by any laws, articles, or regulations in the State of Texas.

10.4 Conflicts of Interest: The PRAC shall not make any loan to any member or officer of the PRAC and shall not transact personal business with any Board member or officer.

10.5 Officers and Members shall conduct themselves and represent the PRAC professionally and in accordance with PRAC bylaws, and shall NOT:

10.5.1: Act with intention of harm the PRAC or its operations.

10.5.2: Act in any manner that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the PRAC.

10.5.3: Receive an improper personal benefit from operation of, or participation, in PRAC.

10.5.4: Use the assets of the PRAC, directly or indirectly, for any purpose other than carrying on the business of the PRAC.

10.5.5: Wrongfully transfer or dispose of PRAC property.

10.5.6: Use the name of the PRAC or any trademark, trade name, or logo adopted by the PRAC, except on the behalf of the PRAC in the ordinary course of PRAC business.

10.5.7: Disclose any of the PRAC business practices, trade secrets, or any other information (not generally known to the community) to any person not authorized to receive it.

10.6 Upon dissolution of the Organization, all organizational assets are to be transferred to the State of Texas, or to an educational, charitable, or similar organization that is qualified for exemption under Internal Revenue Code 501©3, in accordance with State and Federal statute, contractual requirements, and under the supervision of the Board of Directors.

ARTICLE 11– RECORDS AND REPORTS

11.1 Maintenance and Inspection of Articles and Bylaws

- A. The PRAC shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

11.2 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

- A. The PRAC shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

11.3 Maintenance and Inspection of Other Corporate Records

- A. The PRAC shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board.

- B. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the PRAC.
- C. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form.
- D. PRAC Membership and the Board of Directors shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the PRAC and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

11.4 Preparation of Annual Financial Statements

- A. The PRAC shall prepare annual financial statements using generally accepted accounting principles.
- B. Statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards.
- C. The PRAC shall make these financial statements available to the Texas Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

11.5 Reports

- A. The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the PRAC, which shall contain the following information:
 - 1. The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
 - 2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - 3. The expenses or disbursements of the PRAC for both general and restricted purposes during the fiscal year.
 - 4. The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.
- B. The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the PRAC that such

statements were prepared without audit from the books and records of the PRAC.

ARTICLE 12 – ADDITIONAL RESPONSIBILITIES

12.1 PRAC is prepared to support additional non-trauma related occurrences mandated or requested by State or Federal Authorities including, but not limited to, the Department of State Health Services, ESF-8, or other Department of Homeland Security functions. This support may include coordination or supplying of services and/or administrative support/oversight for these items, at the discretion of the Executive Committee. These missions may include, but are not limited to, terrorism preparedness and response initiatives, stroke/cardiac system designation or other emergency healthcare system-related initiatives.

ARTICLE 13 – BYLAWS AMENDMENTS AND REVISIONS

13.1 These bylaws may be adopted, amended, or repealed by the vote of a simple majority of the general membership.

13.2 Such action is authorized only at a duly called and held meeting of the General Membership for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these bylaws.

13.3 The Bylaws are construed in accordance with the laws of the State of Texas.

13.4 If any bylaw is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or enforceability shall not affect any other provision, and the Bylaws are construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaw.

13.5 The Bylaws are binding upon the Board of Directors, Staff, and the General Membership.

13.6 An annual review of the Bylaws is conducted by the Board of Directors to address changes with the PRAC, and to maintain compliance with DSHS legislation. Bylaws review may be designated to a sub-committee by the Board Chair. Suggested amendments may be presented during any general membership meeting.

CERTIFICATE OF BOARD CHAIR

I, Kate Schaefer, certify that I am the current elected and acting Chair of the Board of Directors for the Panhandle Regional Advisory Council, and the above bylaws are the bylaws of the PRAC as adopted by the Board of Directors and General Membership, on March 21, 2024 and that they have not been amended or modified since the above.

EXECUTED on the 21st day of March, 2024 in the County of Randall, in the State of Texas.

(Kate Schaefer, Chair)

Revised March 21, 2024 by Simple Majority Vote of General Membership