

RAC Operation Guidelines

Regional Advisory Council By-laws

One of the components a regional advisory council (RAC) must establish early and annually maintains is their bylaws. The bylaws of a RAC serve as the rulebook in accordance with the Texas Nonprofit Corporation Act. In 1998, the Texas Department of Health, Grant Management Division developed key financial responsibilities by which RAC leadership is to comply with and adhere too.

One check towards this goal is defined processes in the bylaws that maintain equal opportunity and access within the RAC to all of its membership for fair representation and participation. RAC members are expected to maintain active and consistent participation within the organization, and healthcare disciplines. Decision making processes shall be consistent with defined mission and goals of the organization.

I. Structure:

Bylaws should be written to fit the uniqueness of the RAC and amendable as the RAC changes and develops. The core essentials of bylaws are purpose/mission, membership, leadership (e.g., Executive Board, Board of Directors, and Executive Council), fiscal management, and amendments. Components within the bylaws are developed as articles and sections. It is recommended pages of the bylaws have header and footer that identify chronological page numbering, the organization, and version (date) if possible. A title page is beneficial for readers to identify the organization, and review/revision date(s) All acronyms utilized within the bylaws and not easily recognizable by the general public should be clearly defined for clarity.

II. Components:

The components in the RAC bylaws are:

A. Title Page: bylaws should have a title page that includes

1. Trauma Service Area (TSA) name
2. Version date and amended date(s)

B. Written Mission Statement: The RAC shall have a written mission statement that consist of a broad statement that defines the purpose and Trauma and Emergency Healthcare System (TEHS) goals of the RAC as it relates to trauma and emergency healthcare system development. The TEHS goals define the direction of the organization's daily, weekly, monthly and yearly endeavors, and shall provide measurable points directed toward the RAC's overall mission

C. Definitions

:

1. Define the regional advisory council and entities it includes
2. Identify all counties within the TSA

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D. Membership: Membership shall be clearly defined within this article, to include a non-discriminatory clause. Membership participation requirements include:

1. Define membership and who is eligible
2. Define processes that guarantees equal opportunity and access with the TSA for fair representation and participation
3. Identify the amount of dues/fees or other financial incentives, to include a statement the dues, fees or other financial incentives do not determine the number of votes award to an organization/entity
4. Identify how to maintain active participation
5. Specify general membership approval of participation requirement and dues/fees amounts
6. Define proxies (if applicable) and transferring voting rights

E. RAC Officers: The requirements of RAC officers shall be clearly defined within this article to include the following issues. *The Executive Board/Committee (e.g. Chair, Vice Chair/Chair Elect, Secretary and Treasurer) are required to complete Board Training and complete affidavit. Upon completion, a copy of the affidavit shall be mailed to CSCU and a copy made available to DSHS if requested.*

1. Define terms of office
2. Specify how vacancies are filled
3. Identify the nomination and or election/appoint process
4. Identify how officers are replaced or removed
5. Specify how succession to a position
6. Identify election process

F. Executive Committee/Board of Directors*: The requirements for Executive Committee/Board of Director members shall be clearly defined within this article to include:

1. Define who is on the Executive Committee/Board of Directors
2. Define the authority of the Executive Committee/Board of Directors
3. Define what constitutes a quorum for Committee/Board of Directors
4. Identify election process
5. Define length of terms
6. Specify how vacancies are filled
7. Identify how members are replaced and removed

** Executive Committee/Board of Directors may be addressed under the same article or two separate articles if needed.*

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G. Meetings:

1. Define type of meetings (e.g. executive, general, special called)
2. Intervals of meetings
3. Who has authority to call meetings
4. Who can postpone or cancel meetings

H. Committee and Committee Structure: RAC committees shall be clearly defined in the RAC governance documents, and as such will determine the committee composition, process, and chain of command, and give direction and purpose to each committee. The bylaws should identify the following:

1. Identify standing committees
2. Define officers, composite of members, how they are selected, responsibilities, frequency of meetings, and reporting of activities
3. Define committee participation requirements

I. Fiscal Policies:

1. Define the RAC's fiscal year
2. Identify accounting practices used by the RAC, process to review financial records, and retention of financial records
3. If bookkeeping is conducted outside of RAC, this information should be defined in bylaws
4. Requirements of submission of an annual report, to include distribution to member organizations
5. Identify process for development of annual budget:
6. Identify process for donations & contributions
7. Define indemnification
8. Define audits: types, circumstances
9. Define procurement processes (purchases made by RAC)
10. Define process of signatures (e.g. expenditures, contracts, payment vouchers, etc.)

J. Parliamentary Authority

K. Amending and making changes to Bylaws

1. Amendments
2. Notification of change/approval
3. Quorums
4. Define process for review/revision of bylaws
5. Define process for membership approval

L. Transactions of the organization:

1. Define who may enter into contract, execute and deliver on behalf of RAC
2. Define banking process
3. Define prohibited acts

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By-Law Format (Sample)

This checklist specifies criteria for writing and formatting Regional Advisory Council bylaws. **Mandatory items are listed in bold-faced type.**

Title Page:

- *Include Title of bylaws to include version of amended bylaws (i.e. Seconded Amended, etc.)*
- *Name of RAC.*
- *Effective date (if section bylaws has exception to another date, place that date below earlier effective date).*

Heading:

- *Make sure the year in the document's title is the current year.*
- *Includes Trauma System Area, name, and date (year only).*
- *Date and number of each page.*

Article I-Name:

- *Give complete name and any abbreviations used (not to include nicknames).*

Article II- Definitions

- *Define the regional advisory council and what entities it includes (i.e. EMS, physicians, nurses, designated trauma facilities, etc.).*
- *Include counties included in RAC.*
- *Define participants of the RAC.*

Article III- Mission

- *Written mission statement shall address the common purpose of the RAC and consist of a broad statement that defines the purpose of the RAC as it relates to trauma and emergency healthcare system development.*
- *May include Philosophy, vision and mission.*

Article IV-Membership

- *Define membership and who is eligible.*
- *Include defined process that maintains equal opportunity and access within the RAC to all of its membership for fair representation and participation.*
- *Include the amount of dues, fees or other financial incentives do not determine the number of votes awarded to an organizational entity.*
- *Include requirement of members to maintain active and consistent participation within the organization and health care disciplines.*
- *Fees and/dues shall be agreed upon by the general membership.*

Article V-Officers

- *Listing of officers; duration of terms; vacancies, nominations; replacement process; may include succession order and elections.*
- *Include officer's job description to include but not limited to: calling meetings; setting agenda; serving as representative of RAC; taking minutes; keep RAC's records; notifying*

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membership about meeting times, locations, and agendas, handling RAC correspondence; maintaining RAC's financial records; check signing privileges; having books audited; requirements and dissemination of information among officers.

Article VI-Executive Committee

- *Define who is on the Executive Committee.*
- *Define the powers of the Executive Committee.*
- *Minimally the Executive Committee must consist of the RAC Chair, RAC vice-chair, RAC secretary and RAC treasurer.*

Article VII-Board of Directors

- *Define purpose of Board of Directors.*
- *Define number and qualifications of Board of Directors.*
- *Define the quorum; the nomination and election process (**including confirmation of general assembly**); term alternate directors; vacancies; replacement process; taking minutes; meeting times, locations and agendas; compensation; duties; action of board; removal of directors; calling special meetings; voting; of the Board of Directors.*

Article VIII-Meetings

- *Define meetings and purpose (general meeting, executive, board of directors, ad Hoc, special meetings).*
- *Include quorum; intervals between meetings; date, time and location of meetings; who can call meetings; process in postponing meetings;*

Article IX-Committees

- *List all standing committees.*
- *Define officers; members of committee; how chosen; purpose and responsibilities; powers; chain of command; frequency of meetings; special or called meetings; and reports.*

Article X-Fiscal Policies

- *Fiscal year, accounting practices and annual report, No one may profit, prepare and present a budget, donations, dissolution, and indemnification. All seven sections **MUST** be included; others may be added at the discretion of the RAC.*
- *Define when an audit is done.*

Article XI-Parliamentary authority

- *Define the rules of order for conducting meetings (i.e. Robert's Rule of Order)*

Article XII-Amendment of bylaws

- *Define the procedures for amending the RAC bylaws. Who may propose an amendment? What kind of notice is required before bylaws amendment can be voted on? Is a special quorum needed? What size of the majority is needed?*
- *Proposed amendments **MUST** receive approval from the RAC bylaws committee and general membership before final approval.*

Article XIII-Signatures

- *Sign and date the final bylaws as of the date of membership approval.*

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- *If have bylaws committee, you may add another line for the chairman's signature.*

Article XIV-Proxies

- *Define proxies and if used by RAC.*
- *Define process voting by proxy and process of transferring voting rights.*

Article XV-Financial books and records

- *Define*

Article XVI-Transactions of the organization

- *Define who may enter in to contracts or execute and deliver any instrument in the name of and on behalf of the RAC.*
- *Define banking process to include who does deposits.*
- *Define who can sign checks to pay for indebtedness.*
- *Define process of accepting gifts to RAC and gifts the RAC may offer.*
- *Define potential conflict of interest with any officer, executive committee member, board of director or member.*
- *Define prohibited acts of participants of the RAC.*
- *Define expenditure parameters (how much, approval group, general assembly approval).*

Article XVII-Signatory