

Bylaws

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

2023-2024



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	7
<ul style="list-style-type: none"> • Quorum • Meetings • Attendance • Duties 	
VII. Article VII – Standing Committees, Subcommittee 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"> ○ Professional Education Subcommittee 	
VIII. Article VIII – Voting	14
<ul style="list-style-type: none"> • Principles • General Membership Voting • Board of Directors Voting 	
IX. Article IX – Fiscal Responsibility Standards	15
X. Article X – Amendments	17
XI. Article XI – Alternate Dispute Resolution Process	17

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 advance the Far West Texas/Southern New Mexico trauma and emergency healthcare system through prevention, education, preparedness and response.

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 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, 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. Enhance the provision of trauma and emergency healthcare within our Trauma Service Area (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. Function as liaison to the Office of Emergency Management during emergency operations.
- H. Collaborate with the Medical Operations Cell to coordinate disaster activities between area hospitals and pre-hospital providers (see Annex H of the 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 Healthcare Organization or disaster service, an organization that provides emergency medical service or emergency medical call, or 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 submit a Member Information Sheet annually, which will be distributed for completion with the dues invoices each year. The Member Information Sheet must be approved by the CEO or Senior Administrative Officer. The Member Information Sheet will identify primary and secondary contacts to complete annual voting. If no Member Information Sheet is on file, no vote will be counted for that organization. A current membership list will be maintained by the BorderRAC Office.
- B. To be a voting member, members must complete and execute all required documentation, such as but not limited to: Member Information Sheet

(MIS), Business Associate Agreement, Letter of Agreement regarding Hospital Preparedness Funds, and Mutual Aid Agreement.

- C. 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.
- D. Member entities must maintain eligibility as identified in section 5 to vote.

Section 3.

All members are required to maintain current dues. Dues are determined based on the number of licensed beds for each hospital and the number of licensed units for each EMS Agency. A flat fee will be required by Education Services, Physician Groups, Professional Organizations, Clinics, and Free-Standing Emergency Departments not affiliated with any local hospital.

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.

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 5 of 7 of the EMS and Emergency & Preparedness Response committees, and are encouraged to attend related subcommittee meetings meetings for which the EMS Agency provides services.
 - 3. Shall have representation at 5 of 7 System Performance Improvement Committee (SPI) meetings.
 - 4. Shall annually demonstrate participation in at least one BorderRAC-sanctioned health education/prevention activity

5. Shall submit monthly data as requested by the System Performance Improvement (SPI) Committee, including committee data requests, and attend any SPI and/or Physician Advisory Group (PAG) meeting when the agency has a referral on the agenda.
6. Shall comply with the components of the System Performance Improvement Plan.
7. Shall participate in one disaster preparedness drill per year.
8. Must abide by BorderRAC operation policies/guidelines.

B. EMS Education Entity

1. Shall have representation at 75% of General Membership Meetings.
2. Shall have representation at 5 of 7 of the Pre-hospital and Disaster Committee meetings
3. Shall annually demonstrate participation in at least one BorderRAC-sanctioned health education/prevention activity.
4. Shall participate in one disaster preparedness drill per year.
5. Must abide by BorderRAC operation policies/guidelines.

C. Healthcare Organizations, Hospitals, and Others

1. Shall have representation at 75% of General Membership Meetings.
2. Shall have representation at 5 of 7 committee/subcommittee meetings for which the hospital provides services. A single individual may not represent more than 2 facilities/entities simultaneously.
3. Shall have representation at 5 of 7 System Performance Improvement Committee (SPI) meetings.
4. Shall annually demonstrate participation in at least one BorderRAC-sanctioned health education/prevention activity.
5. Shall submit monthly data as requested by the System Performance Improvement (SPI) Committee, including committee data requests, and attend any SPI and/or PAG meeting when the agency has a referral on the agenda.
6. Physician representation for committees/subcommittees for which the Healthcare organizations, Hospitals, and others provide services, shall attend a

minimum of three meetings per fiscal year. These may be any combination of the subcommittee of their specialty or the System Performance Improvement Committee.

7. Shall comply with the components of the System Performance Improvement Plan.
8. Shall participate in 75% of scheduled preparedness activities.
9. In the event of emergency healthcare activations, will participate as required by the current Hospital Appendix of the Emergency Operations Plan.
10. Must abide by BorderRAC operation policies/guidelines.
11. Members shall provide:
 - i. BorderRAC written notification of pursuit, award, or change of service line designation.

D. When available, a member may request telephone or video conferencing. Requests must be made at least 48 hours in advance, giving BorderRAC the opportunity to access conferencing capability at the meeting location. This option can be utilized a maximum of 2 times per year. However, due to the sensitive nature of the PAG meetings, the above options for telephone or video conferencing is not available.

E. Last-minute meeting date changes (defined as changes made later than 7 calendar days prior to the meeting) will allow for an excused absence if the written notification is received prior to the meeting.

Additionally, excused absences will be accepted during community emergency situations.

F. 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.

- G. Participation is reported to the Department of State Health Services as required in consideration for future funding eligibility.

Section 6.

Rosters are the mechanism used to determine participation at meetings. It is the representative's responsibility to ensure their attendance is recorded.

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 – Perinatal Committee (Neonatal Co Chair – even years, Maternal Co-Chair Odd Years
9. Chair - Prevention Committee
10. Chair - System Performance Improvement Committees
11. Immediate Past Chair *
12. Texas Rural Member-at-Large
13. New Mexico Member-at-Large
14. Physician Member-at-Large
15. Community Member-at-Large
16. Community Member-at-Large
17. Community Member -at-Large
18. Community Member-at-Large
19. Community Member-at-Large
20. Community Member-at-Large
21. 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 solicited from the General Membership and appointed by the board.

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

and 75% attendance demonstrated by routine participation at monthly committee/subcommittee meetings.

The position of chair for the Acute Care Committee will be held by the Hospital Trauma Subcommittee 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 7 days prior to the meeting. Items are accepted from 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 as required based on identified fiscal needs.

Section 4.

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 5.

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 two-thirds majority vote of those present.

A. Board of Directors

1. Officers:
To remain an officer in good standing, Officers must attend 75% of the Board meetings per year.
2. Chairs:
To remain a Board Member in good standing, Board Members must attend 75% of the committee meetings per year.

- B. Committee Meetings
 - 1. Committee/Subcommittee chairs. In order to remain a committee/Subcommittee Chair in good standing, chairs must attend a minimum of 75% of their committee meetings per year.
- C. Community/Physician Member-at-Large:
 - 1. At-large members must attend a minimum of one meeting quarterly and as requested by the Chair.

Section 6.

All Board Members must view and sign the DSHS *What Every Non-Profit Board Member Needs to Know*, review and sign the *BorderRAC Code of Ethics* agreement, *Whistleblower Policy*, the *Board of Directors Confidentiality Statement*, and maintain a current *Disclosure of Potential Conflicts* on file. A current Bio/Resume shall remain on file in the BorderRAC offices. All Board Members will act as a public relations liaison for the BorderRAC in providing information, guidance, and education to the community.

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. To qualify for the position of Officer, a member must have actively participated at least two years in the BorderRAC General Membership. In determining a member's eligibility for a position as Officer, state-level meeting attendance may be used to support a member's participation requirements when no nominee meets the attendance requirement.
- C. Election shall be by electronic ballot. By way of a current bio, nominees shall be disclosed to general membership 30 days prior to voting. The new Board will be effective September 1st.
- D. The Chair Elect is elected every 2 years and serves a 2-year term.
- E. 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.

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 in even years, and the Treasurer will be elected in odd years.

- G. 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.

If an elected officer is unable to fulfill their position, the nominee with the next highest vote will be appointed.

- H. Community Members-at-Large will be asked to serve a minimum of a two-year term. 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 the 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 is employed in New Mexico, a Texas chair will be appointed by the Board in order to meet the 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 the Board of Directors. Presents recommendations to the Board of Directors and General Membership. Act as the representative to clarify all questions regarding the 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. Chair 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 the Board agenda.
 5. Assist in preparing any necessary reports or documentation required.
 6. The Committee Chair of System Performance Improvement appoints the Professional Education Chair.
- G. The Subcommittee Chairs shall:
1. Organize and conduct meetings as defined in the Bylaws.
 2. Facilitate the development and achievement of goals for their subcommittee.
 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 to and pursue community participation for all BorderRAC fundraising events.
 5. Shall review recommendations from committees for changes within the region.

Section 9

Duties of the Executive Director:

The Executive Director shall:

Written agendas and minutes will be provided to committee members. Attendance records will be provided to committee members in accordance with Article 5, Section 6 of the bylaws.

Article VII-Standing Committee, Subcommittee 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 facility preparedness and responses to acute medical mass casualty and disaster situations. Development throughout the region of activities and exercises related to healthcare in mass casualty and disaster situations, to include hospitals, LTACS, Home Health, and similar entities.

- C. Acute Care Committee
To serve for the betterment of trauma and emergency healthcare throughout the 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 Subcommittee to assist in the integration between healthcare facilities and EMS agencies regarding cardiac care, monitoring of system development and performance improvement, coordination of activities, and public and professional education for the betterment of cardiac care within the region.
 - 2. Pediatric Subcommittee to assist in the integration between healthcare facilities and EMS agencies regarding pediatric care, monitoring of system development and performance improvement, coordination of activities, and public and professional education.
 - 3. Regional Registry Subcommittee 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 Subcommittee to assist in the integration between healthcare facilities and EMS agencies regarding stroke care, monitoring of system development and performance improvement, coordination of activities, and public and professional education.
 - 5. Hospital Trauma Subcommittee to assist in the integration between healthcare facilities and EMS services regarding trauma care, monitoring of t h e system

development, performance improvement, coordination of activities, and public and professional education.

- D. Perinatal Committee
To assist in the integration between healthcare facilities and EMS Services regarding perinatal care, monitoring system development, performance improvement, and coordination of activities for the improvement of neonatal and maternal outcomes.
- E. Prevention Committee
To facilitate and promote prevention and safety programs throughout the BorderRAC region.
- F. System Performance Improvement (SPI) Committee
The SPI Committee, chaired by a physician, has the authority and responsibility to monitor 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 a comprehensive review of issues with greater local participation.

Information/inquiries may originate from either the System Performance Improvement Committee or the liaison committee. Global review of data and committee initiatives will be reflected in the minutes of the System Performance Improvement Committee.

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.

1. Physician Advisory Group provides a venue for closed review of referred events or cases to identify opportunities for system process improvement from past performance, deviation from standards of care, and successes.

Any matters regarding at-risk issues will be referred to the PAG. Written notification will be provided to those who are requested to attend those sessions. Nothing in this session shall require or authorize the giving of names or other information that would constitute an invasion of privacy or otherwise unnecessarily divulge the particular facts concerning the closed session.

2. Professional Education Subcommittee 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. The System PI Chair will appoint a physician as chair of this subcommittee.

Section 2.

Each standing committee and subcommittee shall have an identified chair which will be selected annually by the membership of that committee. Committee and subcommittee chair elections shall be conducted as outlined in Article VIII Voting.

Section 3.

Each standing committee and subcommittee shall have at least 4 meetings per year and keep minutes of each meeting. A majority of members present at any properly announced meeting shall constitute a quorum.

Section 4.

Subcommittees may be established and/or dissolved at the discretion of the Board. A report of subcommittee actions must be provided to the originating standing committee chair.

Section 5.

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

Article VIII – Voting

Section 1.

Principles. Transparency of actions and decisions is a vital component for maintaining public confidence in the equity and integrity of voting operations. In general, it requires that voting operations-related documents are publicly accessible and that all political or administrative decisions relating to voting operations are publicly available and subject to challenge and independent review.

Upholding all transparency, security of voting operations needs to guarantee that all designated voters can participate in voting, and vote according to the unified decision of their entity, without fear of intimidation, retaliation, or retribution.

To ensure each voter is an active participant in voting for their entity, an electronic ballot with a brief bio of each nominee will be distributed to the primary designated voter. The ballot will remain open for 48 hours. This ballot will be closed. A second ballot will be opened and sent to the alternate designated voter for those entities that have not yet participated in voting. The ballot will again remain open for 48 hours. Electronic voting engages the voters in a fair and non-influenced atmosphere.

- Each voter must be individually identified by the approved Member Information Sheet.
- All reasonable precautions shall be taken to ensure that electronic ballots cannot be duplicated or fraudulent ballots cast in an election.
- For verification, ballots (blank and completed) must be publicly available.
- All ballots for a given election must be accounted for from the time they are designed, generated, or printed until the statutory limit on storage has expired.
- All ballots will be tabulated electronically with a printout of the voter's address and attestation agreeing they are the primary or alternate designated voter. The e-mail will clearly state the e-mail shall not be forwarded to another person. No proxy voting will be accepted.
- Checks and balances shall be in place to ensure the number of ballots counted does not exceed the number of eligible votes, nor are duplicates present from one or more entities.
- All pertinent election documentation shall be maintained and stored with minutes in accordance with the record retention policy.

- In the event of a tie vote, there will be a run-off of those members receiving an equal number of votes. The run-off will be conducted electronically. In the event of a second tie, those members receiving equal votes will be submitted to the Board of Directors for their evaluation and identification of the elected chair.

Section 2.

General Membership Voting. General membership meetings are held quarterly during the months of January, April, July, and October. Electronic voting will take place prior to the July General Membership meeting, allowing the announcement of incoming officers to be completed at the General Membership meeting. All committee elections will follow electronic voting guidelines for notification to the individual committees in August.

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

Section 3.

Board of Directors Voting. The BorderRAC Board of Directors (BOD) is a body of elected and appointed members who jointly oversee the activities of our organization. The BOD has the responsibility to establish a system of governance for our organization. The BOD is responsible for the organization's accountability to its members, stakeholders, and the community.

- The BOD acts on behalf of, and is subordinate to, the organization's full membership.
- Participation from each BOD member is encouraged, affording one vote per issue.
- All views and opinions discussed by BOD members should be expressed without fear of intimidation, retaliation, or retribution.
- Items requiring a vote by the BOD may be conducted by voice, show of hands, electronically, or ballot voting at the discretion of the presiding chair.
- In tie votes, the presiding Chair holds the tie-breaking vote.
- Based on their immediate past Chair position, an ex-Officio member holds a position on the BOD which affords them one vote per issue.
- Members must disclose any conflict of interest and must refrain from voting on issues that present a conflict.
- A Closed Session will abide as outlined above.

Article IX- 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 X- 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 XI - 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; actions (s) or inaction (s), etc.) may formally voice its disapproval in writing. The written formal protest must be addressed to the chairperson 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 a timely manner, it will not be considered. If not considered, the parties will be notified in writing.

The request must be submitted to the 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 Chair

Date

BorderRAC Secretary

Date

Proposed:	August, 1992
Revised:	September, 1992
Revised:	October, 1994
Revised:	April, 1995
Revised:	July, 1996
Revised:	October, 1997
Revised:	January, 1998
Reviewed:	March, 1999
Reviewed:	July, 2000
Revised:	June, 2001
Revised:	October, 2004
Revised:	January, 2006
Revised:	October, 2006
Revised:	April, 2007
Revised:	January 2008
Revised:	January 2009
Revised:	July 2009
Revised:	October 2009
Revised:	November 2010
Approved:	April 13, 2011
Revised:	February 2012
Revised:	September 2012
Approved:	January 2013
Revised:	February 2014
Approved:	July 2014
Revised:	March 2015
Approved:	October 2015
Reviewed:	July 18, 2017
Reviewed:	August 2018
Revised:	March 2019
Reviewed:	February 2022
Reviewed:	November 2023
Reviewed:	January 2024