

SOUTHEAST TEXAS REGIONAL ADVISORY COUNCIL

Proposed Bylaws Changes: July 20, 2015

A proposal from the Bylaws Committee was reviewed by the Executive Committee and is submitted for vote by the board of directors. Proposed changes to the Bylaws are summarized and illustrated below in **bold** (complete photocopies of the sections proposed for change are attached):

- A. Section 3.2.3: The Board shall consist of the following individuals... One representative from each acute healthcare system designated in these Bylaws or by the Board as a major hospital system operating in TSA-Q counties. The hospital systems so designated are as follows:
- Memorial Hermann Healthcare System
 - HCA, Inc.
 - Harris County Hospital District [ADD: **dba Harris Health System**]
 - CHRISTUS Health [CHANGE: **(delete entirely)**]
 - St. Luke's Episcopal Health System [CHANGE: **CHI-St. Luke's Health**]
 - The Methodist Hospital System [CHANGE: **Houston Methodist**]
 - Tenet Healthcare Corporation
 - Texas Children's Hospital
- B. Section 4.8 Treasurer – [CHANGE: update the job description by replacing current language to instead read as follows] The treasurer shall:
- 4.8.1 Review and act upon the recommendations of the Investment Officer of all funds and securities of the organization.**
 - 4.8.2 Review accounts receivable for monies due and payable to the organization from all sources.**
 - 4.8.3 Review all bank financial documents in the name of the organization.**
 - 4.8.4 Ensure compliance with SETRAC financial policies and procedures to write checks and disburse funds to discharge organizational obligations by reviewing the log of checks issued.**
 - 4.8.5 Review the financial statements and records of the organization monthly.**
 - 4.8.6 Review and support presentation of the financial reports quarterly at the SETRAC Board meeting.**
 - 4.8.7 Review and support presentation of the results of the independent annual audit.**
 - 4.8.8 Review proposed budgets prior to presentation to the Board of Directors for approval.**
 - 4.8.9 Perform duties as assigned by the Chairman of the board, or the board.**
- C. Section 5.1.3: The title of the Budget Committee shall change to instead say **Finance/Budget Committee**.
- D. Section 5.2 Service Line Committees: change to add **PreHospital** as a service line committee, and change to add **Injury Prevention** as a service line committee.

(Changes Proposed)

ARTICLE 3
BOARD OF DIRECTORS

- 3.1 **Management of the Organization.** The affairs of the Organization shall be governed by the Board of Directors (“Board”) and managed by staff members and volunteers authorized by the Board.
- 3.2 **Number and Qualifications of Directors.** The Board shall consist of the following individuals:
- 3.2.1 One representative from each county in TSA-Q, each of whom will represent an out of hospital EMS provider.
- 3.2.2 One representative from the City of Houston EMS.
- 3.2.3 One representative from each acute healthcare system designated in these Bylaws or by the Board as major hospital systems operating in TSA-Q counties. The hospital systems so designated are as follows:
- Memorial Hermann Healthcare System
 - HCA, Inc.
 - • Harris County Hospital District
 - • CHRISTUS Health
 - • St. Luke’s Episcopal Health System
 - • The Methodist Hospital System
 - Tenet Healthcare Corporation
 - Texas Children’s Hospital
- 3.2.4 Two representatives selected by the other hospital systems, general acute care hospitals (“Independent Hospitals”) (*i.e.*, independent hospitals), long term acute care facilities, rehab facilities or other inpatient facilities (collectively, “Facilities”) located in the TSA-Q counties.
- 3.2.5 Two at-large representatives from the public or other stakeholder group
- 3.2.6 One at-large representative from each of the service line committees set forth in Section 5.2.
- 3.2.7 In the event of a merger, acquisition, dissolution or other action of one or more healthcare systems, the Board may change the allocation of hospital representation as necessary through the normal bylaws process.
- 3.3 **Term.**

(Changes Proposed)

4.6.2 **Vice Chairman of Prehospital Services.** The Vice Chairman of Prehospital Services shall be appointed from the general membership. When both the Chairman and the Vice Chairman of Hospital Services are absent or unable to act, the Vice Chairman of Prehospital Services shall perform the duties of the Chairman. In such circumstance, the Vice Chairman of Prehospital Services shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman of Prehospital Services shall also perform other duties as assigned by the Chairman, the Executive Committee or the Board.

4.7 **Secretary.** The Secretary shall:

- 4.7.1 Give all notices as provided in these Bylaws or as required by law.
- 4.7.2 Oversee the process of taking minutes of the meetings of the Full Members, Board, and the Executive Committee and keep the minutes as part of the corporate records.
- 4.7.3 Assure the appropriate retention of corporate records and of the seal, if any, of the Organization.
- 4.7.4 Affix the seal of the Organization, if any, to all documents as authorized.
- 4.7.5 Keep a register of the mailing address of each Director, Officer, and employee of the Organization.
- 4.7.6 Perform all the duties incident to the office of Secretary, including collection of required Board member credentialing documents.
- 4.7.7 Perform duties as assigned by the Chairman, the Executive Committee, or the Board.

4.8 **Treasurer.** The Treasurer shall:

- 4.8.1 Have charge and custody of and be responsible for all funds and securities of the Organization.
- 4.8.2 Oversee the process of receiving and giving receipts for monies due and payable to the Organization from any source.
- 4.8.3 Oversee all deposits of all monies in the name of the Organization in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board.
- 4.8.4 Oversee compliance with the Board's adopted policies and procedures to write checks and disburse funds to discharge obligations of the Organization
- 4.8.5 Oversee the maintenance of financial books and records of the Organization.
- 4.8.6 Oversee the preparation of financial reports quarterly.
- 4.8.7 Arrange for an independent annual audit.
- 4.8.8 Perform all the duties incident to the office of Treasurer.
- 4.8.9 Perform duties as assigned by the Chairman, the Executive Committee, or the Board.

(Changes Proposed)

The initial service line committees shall be:

- Trauma
- Stroke
- Cardiac
- Preparedness
- Pediatrics

- Prehospital ←
- Injury Prevention ←

- 5.3 **Task Forces and Working Groups.** The Executive Committee or the Chairman may appoint task forces and other working groups as deemed necessary to further the purposes of the Organization. Such task forces and other working groups may be created independent of or under a committee or subcommittee.
- 5.4 **Subcommittees.** Subcommittees may be established from time to time by the Executive Committee, Chairman, or the applicable committee. With respect to subcommittees of service line committees, each agency, facility, institution, entity or organization represented in a service line subcommittee shall have one (1) vote even if more than one person on a subcommittee is employed, directly or indirectly, by or otherwise represents a given agency, facility, institution, entity or organization.
- 5.5 **Quorum.** Except as otherwise set forth in these Bylaws, a quorum for conducting the business of each committee at any meeting shall not be less than the greater of two or one-third of the members of the committee.
- 5.6 **Voting.** Except as set forth in Section 5.4, each member of a committee established under these Bylaws shall have one (1) vote.
- 5.7 **Meetings and Reports.** Except as otherwise set forth in these Bylaws or determined by the Board, each committee shall meet at least once every quarter and shall make or submit a report, in writing, at least every regular meeting of the Board, or as determined by the Chairman. Notwithstanding the foregoing, each committee shall make or submit a report, in writing, to the Board at the annual meeting of the Board. Subcommittees shall report to the applicable committee as determined by the chairperson of the committee. Meetings of all committees and subcommittees shall be open to all Members; provided, however, that the Nominations Committee and Executive Committee may hold meetings in executive session for matters requiring confidentiality.
- 5.8 **Meetings by Telephone.** Committees and subcommittees may hold a regular or special meeting (a) in person; or (b) by means of a conference telephone or any similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other; or (c) by means of another suitable electronic communications system, including without limitation videoconference or the internet only if (i) each member of the committee entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each member of the committee participating in the meeting can communicate concurrently with each other participant.