

# **SOUTHERN COLORADO RETAC, INC.**

## **BY-LAWS**

### **Article I. MISSION STATEMENT**

THE SOUTHERN COLORADO RETAC, INC. herein after referred to as SCRETAC, is hereby declared to be a representative body of the region comprised of Custer, Fremont, Huerfano, Las Animas and Pueblo Counties, organized and authorized by the Statewide Trauma Care System Act codified as Part VII, Title 25, of the Colorado Revised Statutes, as amended.

The Mission of the SCRETAC is to develop and support a regional emergency medical and trauma care system to improve the health and safety of residents and visitors to the region.

The official mailing address and phone contact number for the SCRETAC is hereby determined by the Advisory Council, and shall be:

Southern Colorado RETAC, Inc.  
PO Box 9271  
Pueblo, CO 81008  
(719) 248-3978

### **Section 1.01 VISION STATEMENT**

The SCRETAC hereby adopts as its Vision Statement motto, *Keeping Southern Colorado on the leading edge of emergency medical and trauma care- Setting the Pace.*

### **Section 1.02 DUTIES**

The SCRETAC establishes as its duties, the following:

- a) to carry out the functions assigned by the Colorado Trauma Legislation;
- b) to represent the SCRETAC within the State Trauma System;
- c) to provide assistance, guidance and direction to facilities, agencies and communities in complying with legislation, rules and regulations of CRS 25-3.5-704, as amended;
- d) to provide community education and public information.

- e) ~~Quarterly~~ Periodic reports of SCRETAC activities and member attendance will be provided to the County Commissioners by the Coordinator, as directed by the Council.

## **Article II. MEMBERSHIP, REPRESENTATION & COMMITTEES**

### **Section 2.01 Membership**

In accordance with CRS 25-3.5-701, et seq., and reflecting the desires of the participating counties, the SCRETAC membership shall be composed of three (3) representatives and three (3) alternate representatives from each member county, appointed by the governing body of each member county. The SCRETAC Regional Medical Director shall also serve as a voting member.

The members shall:

- a) collectively represent local government, pre-hospital services, medical facilities, urban and rural interests, as equally as possible.
- b) serve for terms of two (2) years, from the initial dates of their respective appointments, however, any member may be reappointed at the pleasure of the governing body of the member county he/she represents;
- c) Ex-officio members may also be appointed, which members shall act as a resource to the SCRETAC, without voting privileges, and may include but are not limited to: trauma surgeon, injury prevention, key resource officer, etc.

### **Section 2.02 Attendance Requirements: Primary Members:**

All members are expected to attend each meeting of the SCRETAC. If unable to attend a meeting it is that members responsibility to contact a designated alternate representative to attend in his/her place. Written or electronic notification of such absence as well as who the designated alternate representative is shall be sent to the SCRETAC office prior to the regular monthly meeting.

Any member who misses three (3) regular meetings in a calendar year without a designated representative attending in his/her place, shall be deemed to have resigned his/her membership.

Adopted 17<sup>th</sup> day of July 2018, revised and approved

Should any member be absent from the regularly scheduled meetings twice within any twelve (12) month period, without a designated representative attending in his/her place, written notice shall be sent to the appointing county and representative, with a recommendation of replacement of such member. For members missing 3 meetings with an alternate present, written notice shall be sent as specified above and a 4<sup>th</sup> absence shall be deemed a resignation. In addition, if absences from regularly scheduled meetings cause the Council's inability to conduct business related to quorum issues, the County Commissioners of those counties without regular attendance by members shall be notified.

### **Section 2.02 (a) Attendance Requirements: Alternates**

Alternates are encouraged to attend all meetings, alternate may only vote if a primary representative has designated them as delineated (in section 2.02) to do so for that particular meeting.

### **Section 2.03 Member Replacement**

When a vacancy in representation of any member county occurs in any council seat, it shall be the responsibility of such county's governing body to appoint a member to fill such vacancy as soon as practical and shall serve the duration of the unexpired term.

Any member may be removed from the Council by an affirmative vote of 2/3 of the members present at an official meeting of the Council for conflict of interest or conduct detrimental to SCRETAC. Failure of Council members to meet their obligations may result in removal. The Council shall provide at least ten days' written notice of the proposed removal to the involved member, who will be given the opportunity to be present and to be heard at the meeting at which the removal is considered. Absence from the hearing shall be deemed consent to the Council decision.

### **Section 2.04 Compensation**

Each appointed member shall serve without compensation. Upon pre-approval with a majority vote of the council, any member may be reimbursed for actual and necessary travel and subsistence expenses, incurred in performance of his/her duties, as a member of the SCRETAC board, subject to the availability of funds budgeted for such purposes.

### **Section 2.05 Conflicts of Interest**

Adopted 17<sup>th</sup> day of July 2018, revised and approved

Every member of the SCRETAC who has a personal interest in any matter that may come before the board at any meeting, shall disclose such interest to the board, Such member's interest shall be recorded and reflected in the minutes of the proceedings of such meeting and such member shall be barred from participating in the discussion and voting on such matter.

Exception: This Section shall not preclude any member's right to vote on the question of reimbursement of expenses, as set out in Section 2.04, above.

### **Section 2.06 Employment**

The SCRETAC shall have the authority to hire and terminate at will employment as deemed necessary to carry out its Mission.

### **Section 2.07 Adding Additional Counties to the SCRETAC**

In accordance with CRS 25-3.5-704 ( c ), the SCRETAC shall be open to additional county(ies) however, subject to the written consent of all member county governing boards.

## **ARTICLE III ADMINISTRATION & ORGANIZATION**

The following rules shall govern the administration and organization of the SCRETAC. Any matter that may arise and be considered by the board, that may not be specifically addressed within these By-laws, shall be decided by the board. Establishment of any policy by the board shall be set forth in written form and shall require an affirmative vote of no less than two-thirds of the voting members, present at any meeting of the board, in order for such policy to become effective.

### **Section 3.01 Board Officers**

The SCRETAC Board shall elect from its membership the following Officers, elected from its membership, a Chairperson, a Vice-Chairperson and a Treasurer. Such Officers shall be elected by the membership at a regular meeting held in July of each calendar year.

A nominating committee shall be established in the month of ~~November~~ May, preceding such election, to identify and put forth candidates for Board Officers.

Officers elected shall serve in their respective capacities during the ensuing fiscal year and until successor(s) are subsequently elected.

Adopted 17<sup>th</sup> day of July 2018, revised and approved

The board, may at any regular or special meeting called for such purpose, take action to remove from office any officer, by a properly introduced motion, second and affirmative vote of the majority of the board.

### **Section 3.02 Responsibilities of Board Officers**

The Board Officers shall have the following duties and authorities:

**Chairperson** – shall preside at all meeting of the SCRETAC Board and perform such duties and functions as may be assigned by Board action; execute documents approved by Board action; and represent the Board in official functions. See attachment (A) for further description.

**Vice-Chairperson** – shall assume the duties and authorities of the Chairperson in the absence of the Chairperson. See attachment (A) for further description.

**Treasurer** – shall oversee the management of and account for all funds of SCRETAC; make financial status report(s) to the Board at regular meetings; and be one of the members with signature authority to counter-sign all payments approved by the board. See attachment (A) for further description.

**Executive Committee** – The officers of the Council shall constitute an Executive Committee, as defined by attachment A. This committee will serve as the central planning group of SCRETAC and have the full authority to act, in time sensitive issues, for the Council in managing the affairs of the Council during intervals between meetings of the members. One or all of the Executive Committee shall be limited in their ability to approve only up to \$500 in expenditures.

### **Section 3.03 Subcommittees**

The work of the Council shall in large measure be conducted in the subcommittees. Those subcommittees initially established shall be charged with tasks as assigned by the Council and shall be Council appointed representation. The Council may authorize the establishment and abolishment of committees, advisory boards or task forces from time to time and assign duties to them. All meetings of the subcommittees shall be noticed in the manner prescribed for the Council and shall be open to the public. The subcommittee shall accept reasonable testimony and comment from any member of the public. These subcommittees are to study, evaluate,

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and make recommendations to the Council on matters pertaining to the focus of said subcommittee. The subcommittee chair has the responsibility to report back to the SCRETAC board on activities and progress. All appointed subcommittee members shall have voting privileges for designated subcommittee. Volunteers may be appointed to serve on any committee, to act as resource specialists to such committee.

An advisory committee shall serve in an advisory capacity and may recommend a course of action for consideration by the SCRETAC Board but shall have no decision-making authority within its self. Final action on all matters recommended by any advisory committee shall remain with the SCRETAC Board.

## **ARTICLE IV. RULES of ORDER GOVERNING BOARD MEETINGS & BOARD MEMBER CONDUCT**

### **Section 4.01 Conduct of Meetings**

Meetings shall be conducted by keeping with Robert's Rules of Order, except they shall remain as informal as circumstances permit and the chairperson may vote, in the event of a tie, and participate in discussions.

- a) all meetings shall be convened by the Chairperson;
- b) all meetings shall be open to the public and shall conform with notice requirements, in accordance with the Colorado Open Meetings Act; shall accept reasonable testimony and comment from any member of the public;
- c) a special meeting may be called by the Chairperson upon the consent of four (4) or more voting members, with such special meeting notice allowing a minimum of three (3) calendar days of advanced notice to all board members. Distribution of such notice by an electronic means shall satisfy the notice requirements.
- d) A minimum of two voting members from a majority of member counties shall be present at any regular or special meeting in order for formal action to be taken on any matter. An alternate member

may complete the three voting members from a member county. Each county shall have only three votes. An alternate may vote in a primary's absence. (See section 2.02 (a))

- e) in the alternative to the physical presence of any Board member at any regular or special meeting, any Board member may participate by telephonic communication and such participation shall be recorded as having attended such meeting telephonically; Requests to attend such meetings telephonically must be made 48 hours in advance to assure proper equipment is available and set up.
- f) Only appointed Board members or their appointed and properly designated representative participating in any regular or special meeting shall be allowed to make motions, second motions, and to cast a vote on each matter put to a vote of the membership;
- g) the SCRETAC Board shall meet in regular session no less than six (6) times during any calendar year;
- h) no proxy votes may be cast by any voting member and each voting member shall only be allowed a single vote on any matter;
- i) a written agenda shall be prepared for every SCRETAC Board meeting identifying all such matters that may be taken up by the Board at such meeting. Additions to the agenda can be presented by voting members to the acting chair prior to the start of the meeting.
- j) minutes of every SCRETAC Board meeting shall be prepared in a timely manner and shall be acted upon by the Board for acceptance. Such minutes shall reflect all matters taken up or acted upon by the Board, the essence of such matters and any vote or other formal action taken by the Board in deciding such issue;
- k) an official written copy of the minutes of each regular or special meeting shall be prepared and, following approval of such minutes

by the Board, the Chairperson shall affix his/her signature to such official minutes copy, attesting as to their authenticity;

- l) for every issue or matter voted upon at any regular or special meeting, the minutes shall reflect the full statement of each motion made, identify maker of such motion, the member seconding such motion, and the outcome of the call for a vote. Should a motion not have 100% for or against any motion, the Chairperson shall request a roll call vote of all voting members (see section 2.02) to be placed in the minute of that meeting. In every case the Chairperson shall declare the conclusion of such vote, i.e. “motion passed” or “motion failed”.

The following rules shall govern the conduct of all SCRETAC Board members:

- a) no individual SCRETAC Board member may act or present himself/herself as an official representative of the SCRETAC without the expressed authorization of the Board;
- b) no individual SCRETAC Board member shall represent himself/herself in the making or stating an official position on behalf of the SCRETAC Board, without expressed authorization;
- c) no individual SCRETAC Board member shall be prohibited from expressing his/her own personal opinion on any matter, provided that such Board member clearly identifies that such opinion or statement is solely his/her own opinion or position.

#### **Section 4.02 Administrative Policies**

The following administrative policies shall govern the conduct of business conducted in the name of the SCRETAC:

- a) the Chairperson shall cause a written agenda to be prepared and disseminated to each and every Board member, accompanied by such other pertinent information necessary for the Board to make reasonable and informed decisions on

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each matter that may come before the Board;

- b) the official mailing address of the SCRETAC shall be used for all official business;
- c) the Chairperson shall review all concerns or questions pertaining to activities of the SCRETAC, pending legislation, programs, committee activities, and communicate any desired changes;
- d) the Chairperson shall ensure that every Board member is provided with a complete copy of these By-laws upon the appointment of each new member to the SCRETAC Board;
- e) all monies received from State grants or any other sources, including donations, shall be appropriated into the SCRETAC financial account and all monies authorized by the Board for disbursement shall be properly distributed;
- f) these By-laws may be amended or repealed from time to time or new By-laws enacted by the SCRETAC Board, in accordance with enabling authority as set out in State Statute concerning medical and trauma services, by an affirmative vote of no less than two thirds of the voting membership (see section 2.02) of the SCRETAC Board;
- g) the Treasurer shall be responsible for the fiscal tracking of all funds of the SCRETAC and the allocation of all monies received or used by the SCRETAC Subject to the review of the SCRETAC Board at a subsequent meeting;
- h) In the event that the SCRETAC should be dissolved or otherwise cease to be legally functional, all assets of the SCRETAC shall become the property of the State of Colorado EMS program.

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### **Section 4.03 Polling of Board Membership for Decision-Making Approval & Electronic Record of Authorized Action**

When deemed necessary by the Chairperson, that a matter must be acted upon by the Board and due to constraints, the setting of a special meeting cannot be accomplished in a timely manner, the Chairperson may poll the full membership to solicit first, a motion for an action or position on a particular matter, a second to such motion, allowance for discussion, and the solicitation of an electronic vote cast by the membership on the matter. A written documentation of such matter, motion, second and vote outcome shall be made and at the next regular meeting of the SCRETAC Board, where such written record shall be before the Board for ratification and recording of such ratification and shall be recorded in the minutes of such regular meeting.

#### **Adoption**

Upon a motion made and seconded, and an affirmative vote of no less than two thirds of the membership of the SCRETAC Board, these revised Bylaws were adopted this 17th day of July 2018.

Tom Anderson  
Chairperson

Vic Janoski  
Vice Chairperson

# **ATTACHMENT A**

## **Executive Committee**

### **Council Chairperson**

Preside at all council and executive committee meetings.  
Execute any and all instruments on behalf of SCRETAC.  
Serve as ex-officio and non-voting member of committees.  
Work in partnership with the coordinator to assure that council resolutions are carried out.  
Call special meetings if necessary.  
Appoint committee chairs and recommend who will serve on committee.  
Assist coordinator in preparing agenda for council meetings.  
Assist coordinator in conducting new council member orientation.  
Oversee searches for new council coordinator.  
Coordinate annual performance evaluation for coordinator.  
Work with selection committee to recruit new council members.  
Coordinate periodic council assessment with coordinator.  
Act as alternate spokesperson for the organization.  
Periodically consult with council members and help them assess their performance.  
Oversees work of the coordinator.  
Other tasks as may be determined.

### **Vice-Chairperson**

Attend all council meetings.  
Serve on executive committee.  
Carry out special assignments as requested by the council chairperson.  
Understand the responsibilities of the council chairperson and be able to perform these duties and exercise the powers in the absence of the chairperson.  
Participate as a vital part of the council leadership.  
Perform additional duties as prescribed by the council.

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Other tasks may be assigned.

### **Treasurer of the Board**

Knowledge of the organization and personal commitment to its goal and objectives.

Understanding of financial accounting for nonprofit organizations.

Serves as financial officer of the organization and as a member of the finance committee.

Manages, with the finance committee, the board's review of and action related to the board's financial responsibilities.

Works with the council coordinator to ensure that appropriate financial reports are available to the board on a timely basis.

Assists the council coordinator in preparing the annual budget and presenting the budget to the board for approval.

Reviews the annual audit and answers board member's questions about the audit.

Other tasks may be assigned.