



Trauma Managers  
Association of California

**Trauma Managers Association**

**BYLAWS**

**of California**

**12/3/2010**

## **ARTICLE I                    NAME**

The name of this organization shall be %Trauma Managers Association of California+(TMAC).

## **ARTICLE II                    MISSION**

The mission of TMAC is to:

- A     Provide and participate in trauma educational opportunities.
- B     Enhance the visibility, reputation, and credibility of the Association.
- C     Promote existing injury prevention programs.
- D     Serve as a liaison in the development of a State Trauma System and State Trauma Registry, otherwise known as the California Emergency Medical Services Information System (CEMSIS) - Trauma, with the Emergency Medical Services Authority (EMSA).
- E     Provide a networking structure to address trauma care issues.
- F     Work collaboratively with other health related organizations toward the improvement of trauma care.

## **ARTICLE III                    MEMBERSHIP**

### **Section 3.01                    Eligibility for Membership**

Decisions to grant membership are made without regard to race, color, creed, national origin, sex, or physical or mental disability, or age.

### **Section 3.02                    Association Members**

- A     Association members shall consist of:
  - 1)     Trauma Program Managers/Directors/Coordinators from California Trauma Centers.
  - 2)     Trauma System Managers/Directors/Coordinators from Local Emergency Medical Services Agencies in California (LEMSA).
  - 3)     Assistant Trauma Program Managers/Directors/Coordinators from California Trauma Centers.
  - 4)     Trauma Clinical Nurse Specialist, Trauma Nurse Practitioners, Trauma Injury Prevention Coordinators, and other interested participants from California Trauma Centers and LEMSAs.

- B Association members may serve on committees, hold office, serve on the Board of Directors, and attend all functions of the Association.
- C Association members, including all Elected Officers, shall be entitled to vote on matters pertaining to the business of the Association.

**Section 3.03 Associate Members**

- A Associate members shall include persons or organizations in a field related to trauma, including affiliated trauma program leaders from non-trauma center facilities and Trauma Registrars.
- B Associate members shall not be entitled to vote on matters pertaining to the business of the Association.

**Section 3.04 Honorary Members**

- A Honorary members may be appointed by the Executive Committee, independently and without formal approval of the general membership. The Association shall appoint all individuals who participate as principal speakers honorary members of the Association.
- B Honorary members shall not be entitled to vote on matters pertaining to the business of the Association.

**Section 3.05 Emeritus Members**

A member in good standing may achieve Emeritus status at age 65 years or upon his/her permanent retirement from active practice at the discretion of the Board of Directors.

**ARTICLE IV OFFICERS**

**Section 4.01 Executive Committee**

The Executive Committee, also known as the Board of Directors, will consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

**Section 4.02 Elected Officers**

Elected Officers, also known as Officers, shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, Director-at-Large LEMSA, and Director-at-Large Hospital. All Elected Officers will provide a signed conflict of interest statement annually.

**Section 4.03            Terms of Office**

The term of office for all Elected Officers, including the President, President-Elect, Immediate Past President, Secretary, Treasurer, Director-at-Large LEMSA and Director-at-Large Hospital, shall be two (2) years.

**Section 4.04            Term Limits**

Board of Directors, including the President, President-Elect, Immediate Past President, Secretary, and Treasurer may not serve more than three (3) consecutive terms in the same office.

**ARTICLE V                    ELECTION OF OFFICERS**

**Section 5.01            Call for Nominations**

Nominations Committee shall send out by mail or e-mail a call to the Association's current membership for nominations at least 90 days prior to scheduled election-ballot distribution for all open Board of Directors positions. The Nominations Committee will present a slate of, at least one, candidate(s) for each open office via mail or e-mail. Nominations from any association member may be submitted to the Nominations Committee not less than thirty (30) days prior to the annual election-ballot distribution.

**Section 5.02            Elections**

Annual elections shall occur during the fourth quarter of each year. Elections will occur by mailed or e-mailed ballot which will be distributed to all of the Association's current members. The electoral process shall be conducted in accord with procedures developed by the Board of Directors. Candidates receiving the highest number of votes for each position shall be declared elected. In the event of a tie vote for the position of President-Elect, there shall be a second mail balloting of the Association's current members. In the event of a tie vote for the position of Secretary, Treasurer, and/or for the Director-at-Large positions, lots shall be drawn by the President.

**ARTICLE VI                    DUTIES OF ELECTED OFFICERS**

**Section 6.01            President**

- A     The President shall be the chief elected officer.
- B     The President shall preside at all general and special meetings.
- C     The President shall have the right to call special meetings of the Association's current membership.
- D     The President shall be an ex-officio member of all committees.

- E The President shall appoint a committee chair, with approval from the Board of Directors, in cases where a chairperson has not been elected.
- F The President shall provide all standing and ad hoc committees with written charges.
- G The President shall mentor the President-Elect.
- H The President shall appoint, subject to approval of the Officers, an officer Pro Tempore for the remainder of the term if any Officer or Board of Directors position should become vacant for any reason.

**Section 6.02 President-Elect**

- A The President-Elect shall work with the President in all aspects of his/her position.
- B The President-Elect shall assume the duties of the President Pro Tempore, during the temporary absence of the President.
- C The President-Elect shall immediately assume the office of President if the office of President becomes vacant for any reason. He/she shall succeed to fill his/her own elected term as President at the end of the substitution.

**Section 6.03 Immediate Past President**

The Immediate Past President shall act as a resource to the President and the Board of Directors.

**Section 6.04 Treasurer**

The Treasurer shall be custodian of the Association's funds, prepare the annual budget in collaboration with the Board of Directors and the Association's Executive Assistant, supervise receipts and expenditures, render an annual statement to the membership on the financial condition of the Association, prepare and submit any reports required by law, and oversee the membership application process. These processes shall occur in collaboration with the Association's Executive Assistant.

**Section 6.05 Secretary**

The Secretary shall ensure that all meeting minutes are recorded accurately and maintained, and have charge of and oversight of all papers, archives, records and property. These processes shall occur in collaboration with the Association's Executive Assistant.

**Section 6.06 Directors at Large**

The Directors at Large, LEMSA and Hospital, shall exercise the responsibilities consistent with their respective position and the goals of the Association.

**ARTICLE VII VACANCIES OR RESIGNATIONS**

In the event of the death, resignation, incapacity or removal of the President, President-Elect, Secretary, Treasurer, Director-at-Large LEMSA, or Director-at-Large Hospital, the Board of Directors shall elect a nominee to the vacant office, by majority vote, to serve the remainder of the term of the office which is vacant.

**ARTICLE VIII FINANCES**

**Section 8.01 Funds**

Funds may be derived from dues collected from each Association member and associate member, income from educational programs; as well as grants from sponsors.

**Section 8.02 Fiscal Year**

The fiscal year shall begin on the first day of January and end on the last day of December of each year.

**Section 8.03 Dues**

- A Dues, whose amount shall be set by the Board of Directors, will be required of all members annually to maintain membership. Dues shall be payable on January 1st of each year and become delinquent sixty (60) days thereafter. The Treasurer and Association's Executive Assistant shall notify all members in arrears of dues. Any member delinquent in his or her dues may be removed from the membership rolls.
- B Honorary members shall be absolved from all dues in the Association.
- C Emeritus members shall be absolved from all dues in the Association. However, senior status members shall pay a registration fee in an amount determined by the Board of Directors for meetings they attend.

**Section 8.04 Loans**

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a two-thirds majority vote of the Association's current membership.

**Section 8.05 Authority**

The Board of Directors shall approve expenditures for the Association.

**Section 8.06 Budget**

The Board of Directors will develop and approve an annual budget. The approved budget will be reported at the general membership meeting. The Board of Directors may not approve expenditures that exceed the Association's available funds.

**Section 8.07 Audit**

To certify the accuracy of the books and records and to assure the membership that the association's resources/funds are being managed in a business-like manner within the procedures established the Board of Directors will hire an outside accountant to periodically audit the account.

**ARTICLE IX MEETINGS**

**Section 9.01 Board of Director's Meetings**

The Board of Directors shall hold meetings monthly or more frequently as circumstances warrant by either face-to-face or by teleconference. Meetings may be held in conjunction with general membership meetings or educational events. A majority of the voting members of the Board of Directors shall constitute a quorum.

**Section 9.02 General Membership Meetings**

- A At least one general membership meeting of the Association will be held annually.
- B Notice of the general membership meeting of the Association will be provided to each member at least thirty (30) days prior to the meeting.

**Section 9.03 Special Meetings**

- A Special meetings of the Association may be called:
  - 1) By the President upon a majority vote of the Board of Directors.
  - 2) Upon written request to the President from twenty (20) of the Association's current members.
- B At least thirty (30) day notification of a special meeting shall occur by means appropriate to the circumstances.

**Section 9.04 Telephone Meetings**

Any one or more members of the Board of Directors or any committee member may participate in a meeting by means of a conference call or similar communication equipment which allows all persons participating in the meeting to hear/read discussion. Participation by such means shall be equivalent to face to face meetings.

**ARTICLE X COMMITTEES**

**Section 10.01 Committee Chairs**

Committee Chairs may be recommended by the committee membership and approved by the Board of Directors or appointed by the President at the recommendation of an Officer of the Association. Committee chairpersons shall report on their activities at least annually and at such other times as directed by the President. The members of all standing committees shall hold office until relieved by their successors. All committee chairpersons should prepare a written report summarizing their respective committees activities during their term of office.

**Section 10.02 Purpose and Scope**

Standing and ad-hoc committees shall function in an advisory capacity to the Board of Directors. Committees may develop and implement programs and policies approved by the Board of Directors. Committees shall not independently contact other organizations nor secure or attempt to secure funds from outside sources without the prior approval of the President and the Board of Directors.

**Section 10.03 Composition**

Each committee shall be comprised of a minimum of three persons. Each committee is responsible for electing a committee chairperson. Efforts should be made to elect a chairperson that does not hold a position as an Elected Officer. In cases where the committee does not appoint a chairperson, the President shall then appoint a chairperson. Each respective committee chair shall provide an update to the President as necessary.

**Section 10.04 Standing Committees**

A Nominations Committee . The Nominations Committee shall be composed of the President and three Association members. The Nominations Committee is responsible for maintaining an annual elections process according to the Associations nominations and elections policy and procedure. The Nominations Committee is responsible for reviewing the credentials of interested members and presenting a final slate of candidates to the Board of Directors for consideration for the election process.

- B Membership Committee . The Membership Committee will maintain an inclusive list of members in collaboration with the Association's Executive Assistant and conduct an ongoing recruitment effort that actively identifies potential new members. This committee shall also develop a formal mechanism for encouraging professionals who are non members to join the Association. A summary of the effects of these efforts must be submitted with the annual report. The Membership Committee will also develop and maintain a membership database in collaboration with the Executive Assistant.
- C Education Committee . The Education Committee shall be responsible for working with the Board of Directors in identifying and targeting speakers for the General Membership Meetings and for managing Continuing Educational Units (CEU) applications. This committee shall also be responsible for determining educational meeting locations, dates, times and all other pertinent meeting arrangements.
- D Legislative Committee . The Legislative Committee shall monitor and report on trauma legislative issues, establish contacts and relationships between the Association's liaison and key participants in the trauma legislative process, establish a reporting mechanism to the Association, and develop position statements on trauma system funding and other trauma related legislative issues.
- E Data and Registry Committee . The Data and Registry Committee shall provide a forum for discussion of problems encountered by registrars/coordinators with various registry software programs in use throughout the state, act as liaison with the California Department of Health to identify problems and recommend solutions to problems encountered with the state trauma registries, identify benchmarks, and provide registry related educational opportunities for registrars/coordinators to improve their skills.
- F Injury Prevention Committee . The Injury Prevention Committee shall monitor trauma injury prevention programs and develop/maintain a list of such programs, resources, and contacts.
- G Trauma Systems Development . The Trauma Systems Development Committee shall ensure appropriate participation of the Association in the development of the State trauma system and provide liaison between the Association and other trauma system development groups.
- H Ad-Hoc Committees . Ad-Hoc Committees may be appointed at the discretion of the President or President-Elect. Such committees shall remain active until they have accomplished the purposes for which they were appointed or until inauguration of the succeeding President.

## **ARTICLE XI                      PARLIAMENTARY PROCEDURE**

The latest revised edition of *Robert's Rules of Order* shall prevail at all meetings, except when contrary to the Bylaws or any standing rule. As a rule, the Association should govern itself by consensus.

## **ARTICLE XII                      DISSOLUTION**

### **Section 12.01                      Dissolution**

In order to dissolve this Association, the President must present a resolution recommending that the Association be dissolved to the current membership. A proposal for dissolution may be considered at a general or special meeting of the Association's current membership only after thirty (30) days notice in writing is given to each member in good standing. The resolution to dissolve shall be adopted upon receiving at least 80% of the votes entitled to be cast by the Association's current members present at such general or special meeting. The Association shall not be dissolved while 20% of the members in good standing dissent.

### **Section 12.02                      Resolution**

Upon adoption of the resolution for dissolution, this Association shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them as provided in the Articles of Incorporation. All moneys will be transferred to the Association's Central Office and will be held for a period of not less than two (2) years to be used in case another chapter is formed.

## **ARTICLE XIII                      INDEMNITY**

The Association shall, and hereby does, indemnify all present and former Board of Directors members and employees of the Association for expenses and costs, including attorney's fees, necessarily incurred by each in connection with any claim against such person, by reason of his/her being or having been such members or employee, except in relation to matters such persons have been found guilty of negligence or misconduct in respect to the matter in which indemnity is claimed.

## **ARTICLE XIV                      BYLAWS AMENDMENT**

### **Section 14.01                      Proposal**

A        Proposal for amendment to the existing Bylaws may be initiated by signature of at least two (2) voting members, including any Officer, and shall be delivered to the Board of Directors. Proposals for amendments shall include the referenced

section of the Bylaws, the proposed *“Language of the Amendment”*, the rationale for the change, and any anticipated impact of the change on the Association’s membership, public review, financials, or other interests.

- B Proposal for amendment to the existing Bylaws will be reviewed by the Board of Directors with recommendations for action.
- C Proposal for amendment to the existing Bylaws will be sent to the Association’s current membership via e-mail for a 30-day comment period. All comments will be assembled by the Association’s Executive Assistant and be presented to the Board of Directors for consideration prior to Board of Directors’ vote on the proposed amendment.

**Section 14.02            Approval**

- A Amendments to the Bylaws shall be approved by a majority vote of a quorum of the Board of Directors.
- B Changes for clarification or errors of omission may be approved by a quorum of the Board of Directors.
- C Notice of changes in the Bylaws will be distributed by via the Association’s e-mail and/or at a general membership meeting. The Association’s current Bylaws will be available to the membership by e-mail request and/or posted on the website.