



TRAUMA MANAGERS OF CALIFORNIA

BYLAWS

ARTICLE I NAME

- A. The name of this non-profit organization, which serves as a 501-(C)3, shall be “Trauma Managers Association of California” (TMAC).

ARTICLE II MISSION / VISION

- A. The mission statement of the Trauma Managers Association of California (TMAC):

The Trauma Managers Association of California is a non-profit organization whose mission is to ensure optimal care of the injured patient in an organized system from prehospital through rehabilitation. We accomplish this through leadership, education, advocacy, interdisciplinary collaboration, evidenced based practice, data, performance improvement and injury prevention.

- B. The vision statement of the Trauma Managers Association of California (TMAC):

To be the leading organization of nurses in the State of California for trauma care across the continuum.

ARTICLE III MEMBERSHIP

Section 3.01 Eligibility for Membership

- A. 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 nurses in the following roles:
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 Nurse Specialists, Clinical Nurse Specialists, Trauma Nurse Practitioners, Trauma Injury Prevention Coordinators, Trauma Educators, and Performance Improvement Coordinators, and Registrars 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.
- B. Associate members shall not serve on committees, hold office, vote or serve on the Board of Directors.

Section 3.04 Honorary Members

- A. Honorary members may be appointed by the Board of Directors, independently and without formal approval of the membership.
- B. Honorary members may serve as an advisory body to the Board of Directors.
- C. Honorary members shall not serve on committees, hold office, vote or serve on the Board of Directors.
- D. Honorary members may consist of representatives from the State EMS Authority, State COT chair, California Hospital Association, and other state trauma committees.

Section 3.05 Emeritus Members

- A. A member in good standing may achieve Emeritus status at age 65 years and/or upon his/her permanent retirement from active practice at the discretion of the Board of Directors.
- B. Emeritus members may vote and serve on committees, but not run for new officer positions.
- C. If an elected officer retires while on the Board of Directors, they shall be allowed to complete the term of their commitment.

Section 3.06 Membership Benefits

- A. Membership benefits shall include but are not limited to the following:
 - 1. Access to the members only section on the TMAC website.

2. Access to the list serv.
3. Access to membership meetings.
4. Priority registration for TMAC sponsored educational events.

ARTICLE IV OFFICERS

Section 4.01 Board of Directors

- A. Elected officers also known as the Board of Directors will consist of:
 1. President,
 2. President-Elect,
 3. Immediate Past President,
 4. Secretary,
 5. Treasurer,
 6. Director-at-Large LEMSA, and
 7. Director-at-Large Hospital.

Section 4.02 Terms of Office

- A. The term of office for President, President-Elect, and Immediate Past President will be one (1) year each.
- B. The term of office for Secretary, Treasurer, Director-at-Large LEMSA and Director-at-Large Hospital, shall be two (2) years.
- C. To provide continuity to the organization, the secretary and treasurer will be elected in alternate years.

Section 4.03 Term Limits

- A. Elected officers may not serve more than two (2) consecutive terms in the same office following established election procedures.

ARTICLE V ELECTION OF OFFICERS

Section 5.01 Call for Nominations

- A. The Nominating Committee shall send a request to the Membership for nominations, during the month of November.
- B. The Nominating Committee will present a slate of, at least one, candidate(s) for each open office.
- C. Nominations from any member may be submitted to the Nominating Committee by November 30th of each year.
- D. The Nominating Committee will oversee the process of vetting the slate of candidates and will facilitate the election process.

Section 5.02 Elections

- A. Annual elections shall occur during the month of December each year.
- B. Elections will occur in an electronic method as directed by the Nominating Committee.
- C. Candidates receiving the highest number of votes for each position shall be declared elected.
- D. In the event of a tie vote for any position, the successful candidate will be determined by a vote amongst the current Board of Directors.

Section 5.03 Transition

- A. The incoming officers will assume office January 1st. The outgoing officers will be available for a minimum of 30 days to facilitate a smooth transition for the incoming officers.

ARTICLE VI DUTIES OF ELECTED OFFICERS

Section 6.01 President

- A. The President shall be the chair of the Board of Directors.
- B. The President shall preside over membership and special meetings.
- C. The President shall coordinate the Board of Directors meetings.
- 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 the chair has not been recommended.
- F. The President shall mentor the President-Elect.
- G. The President and President-Elect will lead the Board of Directors in development and oversight of the annual budget.

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.
- D. The President-Elect shall be responsible for coordination of the General Membership meetings.
- E. The President and President-Elect will lead the Board of Directors in development and oversight of the annual budget.

Section 6.03 Immediate Past President

- A. The Immediate Past President shall act as a resource to the President and the Board of Directors.
- B. The Immediate Past President shall maintain a list of past presidents and communication with the past presidents.

Section 6.04 Treasurer

- A. The Treasurer shall be custodian of the Association's funds, prepare the annual budget in collaboration with the Board of Directors.
- B. The Treasurer facilitates and oversees income and expenses, renders a monthly statement to the Board of Directors, and renders an annual statement to the membership.
- C. The Treasurer prepares and submits all reports required by regulatory agencies for taxes and maintaining 501-(C) 3 status.

- D. The Treasurer will send out annual dues notification to all members.
- E. The Treasurer shall notify all delinquent members and will remove all delinquent members from the membership roster on April 1 of the same year.
- F. These processes shall collaborate with the Association's Executive Assistant.
- G. The Treasurer shall report at the first membership meeting of each fiscal year the approved budget and financial statement.

Section 6.05 Secretary

- A. The Secretary shall ensure that all meeting minutes are maintained, recorded accurately and distributed electronically within 60 days of the membership meetings.
- B. The Secretary shall have charge of and oversight of all documents, archives, records and property.
- C. These processes shall collaborate with the Association's Executive Assistant.
- D. The secretary shall ensure that the Membership Meeting minutes reflect that the Board of Directors has no conflict of interest regarding the information presented at the meeting.

Section 6.06 Directors at Large

- A. The Directors at Large, LEMSA and Hospital shall exercise the responsibilities consistent with their respective position and the goals of the Association.
- B. The Directors at Large shall coordinate membership recruitment.
- C. The Directors at Large shall coordinate educational activities.

ARTICLE VII VACANCIES OR RESIGNATIONS

- A. In the event of the death, resignation, incapacity or removal of the, 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

- A. Funds may be derived from dues collected from each Association member and associate member, income from educational programs, grants from sponsors and donations.

Section 8.02 Fiscal Year

- A. 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.
- B. Dues shall be payable on January 1st of each year and become delinquent on the last day of March of the same year.
- C. The Treasurer shall notify all delinquent members and will remove all delinquent members from the membership roster on April 1 of the same year.
- D. Annual dues will be attributed to the Fiscal year they are received.
- E. Honorary members and Emeritus members shall be absolved from all dues in the Association.

Section 8.04 Loans

- A. 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 membership.

Section 8.05 Authority

- A. The Treasurer shall approve expenditures for the association within the approved budget.
- B. Expenditures greater than \$100.00 outside of the budget requires approval of the board majority.

Section 8.06 Budget

- A. The President and President-Elect will lead the Board of Directors in development and oversight of the annual budget.

- B. The Treasurer shall report at the first membership meeting of each fiscal year the approved budget and financial statement.

Section 8.07 Audit

- A. 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, at the discretion of the Board of Directors , a financial audit by an external financial professional will be conducted.

ARTICLE IX MEETINGS

Section 9.01 Board of Director's Meetings

- A. The Board of Directors shall hold meetings monthly or more frequently as circumstances warrant.
- B. A majority of the Board of Directors shall constitute a quorum.

Section 9.02 Membership Meetings

- A. At least one membership meeting will be held annually.
- B. Notice of the membership meeting will be provided to the membership at least sixty (60) days prior to the meeting.

Section 9.03 Special Meetings

- A. Special meetings of the membership may be called:
 - 1. By the President upon a majority vote of the Board of Directors.
 - 2. Upon written request to the President from thirty percent (30%) of the current voting members.
- B. At least fourteen (14) day notification of a special meeting shall occur by means appropriate to the circumstances.

ARTICLE X COMMITTEES

Section 10.01 Committee Chairs

- A. Committee Chairs shall be recommended by the committee membership and forwarded to the Board of Directors for approval.

- B. In the absence of a recommendation from a committee, the President will appoint a committee chair.
- C. Committee chairpersons shall report on their activities to their responsible board member quarterly.
- D. A formal handoff shall occur between incoming and outgoing chairpersons.

Section 10.02 Purpose and Scope

- A. Committees shall function in an advisory capacity to the Board of Directors.
- B. Committees may develop and implement programs and projects approved by the Board of Directors.
- C. Committees shall not independently contact other organizations nor secure or attempt to secure funds from outside sources without the prior approval of the Board of Directors.

Section 10.03 Composition

- A. Each committee is responsible for electing a committee chairperson.
- B. Efforts should be made to elect a chairperson that does not hold a position as an Elected Officer.
- C. In cases where the committee does not recommend a chairperson, the President shall then appoint a chairperson.
- D. Each committee chair shall provide an update to their responsible Board Member quarterly and to the General Membership.

Section 10.04 Standing Committees

- A. Nominations Committee
 - 1. The Nominations Committee shall be composed of the Treasurer and three Association members.
 - 2. The Nominations Committee is responsible for maintaining an annual elections process according to the Association's nominations and elections policy and procedure as stated in Article V, Section 5.02 of the Bylaws.

B. Ad-Hoc Committees

1. Ad-Hoc Committees may be appointed at the discretion of the President or President-Elect.
2. Such committees shall remain active until they have accomplished the purposes for which they were appointed.

ARTICLE XI APPOINTED POSITIONS

Section 11.01 Appointed Positions

- A. All appointed positions will have a job description and application process as determined by the Board of Directors.
- B. Selection of the appointed position will be by the Board of Directors.
- C. The term for each appointed position will be 2 years with the option to reapply.
- D. Appointed positions will include but not limited to:
 1. State Trauma Advisory Committee (STAC)
 2. Legislative Representative
 3. SHSP Challenge Area 15
 4. Other positions as needed

ARTICLE XII PARLIAMENTARY PROCEDURE

- A. Basic parliamentary procedures shall prevail at all meetings.
- B. As a rule, the Association should govern itself by consensus.

ARTICLE XIII DISSOLUTION

Section 12.01 Dissolution

- A. Following consensus of the board, the President must present a resolution recommending that the Association be dissolved to the current membership.
- B. A proposal for dissolution may be considered at a membership 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.

- C. The resolution to dissolve shall be adopted upon receiving at least 81% of the votes entitled to be cast by the Association's current members present at such membership or special meeting.
- D. The Association shall not be dissolved while 20% of the members present at such membership or special meeting in good standing dissent.

Section 12.02 Resolution

- A. All money will be maintained in a financial institution by a member of the dissolving board and will be held for a period of not less than (2) years in the event the association is re-formed.
- B. At the completion of the two (2) year time frame, the money will be dispersed as a donation to a trauma related charity determined by the dissolving board members.

ARTICLE XIV INDEMNITY

- A. 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 XV 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.
- B. 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.
- C. Proposal for amendment to the existing Bylaws will be reviewed by the Board of Directors with recommendations for action. Changes for clarification or errors of omission may be approved by a quorum of the Board of Directors.

- D. Proposal for amendment(s) to the existing Bylaws will be available to the Association's current membership for 30-days.

Section 14.02 Approval

- A. Amendments to the Bylaws shall be approved by a majority vote of the current membership present at the next upcoming meeting or at the availability of an online poll at the discretion of the Board of Directors.
- B. The Association's current Bylaws will be available to the membership posted on the website.