

HOSPITAL PREPAREDNESS COUNCIL OF NORTH TEXAS TSA-C

BYLAWS

ARTICLE ONE

ORGANIZATION

The Hospital Preparedness Council of North Texas (HPCNTX) is responsible for development of the Regional Hospital Preparedness Plan for all of the hospitals located within Trauma Service Area C as defined by the Texas Department of State Health Services. All actions and activities shall be in accordance to the Texas Department of State Health Services Hospital Bioterrorism Preparedness Program (HRSA-HBPP) contract.

The HPCNTX shall be structured in the following manner:

- A. The governing body of the HPCNTX shall be known as the Hospital Preparedness Council (HPC) and will consist of the administrators of all of the eligible hospitals located within Trauma Service Area C as defined by the Texas DSHS. Other organizations and/or individuals may be invited to participate in the process of developing the regional hospital preparedness plan, however they shall not have any voting privileges. The principal meeting place of the HPC shall be Wichita Falls, Wichita County, Texas. The HPC shall have the power and authority to have meetings at any other location.
- B. The HPC will select a BHPP Program Specialist to interface with the HPC on a daily basis and to assist the HRSA related activities. The program specialist shall not be a designated representative of a member hospital and shall have no voting privileges.

ARTICLE TWO

HOSPITAL PREPAREDNESS COUNCIL (HPC)

Each member hospital is entitled to one vote. Hospital administrators may designate a representative to attend meetings of the HPC and to exercise the hospital's voting privilege by giving written notice to the Secretary of the HPC. The HPC shall meet during the first two months of the fiscal year for the purpose of electing HPC officers and for the transaction of such other business as may come before the meeting. The HPC shall meet to approve the Regional Hospital Preparedness Plan prior to submission. Other meetings of HPC will be called as needed.

Section 1. *Special Meetings.* Special meetings of the HPC, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the chair or by hospital members, and shall be called at the request of not less than five (5) hospital members entitled to vote at the meeting.

Section 2. *Place of Meeting.* The HPC may designate any place within Trauma Service Area C as the place for any meeting.

Section 3. *Notice of Meeting.* Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days before the date of the meeting, either personally, emailed or by mail, by or at the direction of the chair, or the secretary, or the elected officers or persons calling the meeting, to each hospital entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the hospital administrator, postage prepaid, but lack of such notice shall not affect the legality of any meeting otherwise properly called and noticed.

Section 4. *Quorum.* A majority of the HPC members entitled to vote, represented in person shall constitute a quorum at a meeting. The HPC members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough HPC members to leave less than a quorum.

Section 5. *Voting.* The Secretary shall call the roll of the HPC members on each matter submitted to a vote and either the administrator or their designated representative shall exercise the hospital's vote on the matter. Each HPC member hospital shall be entitled to one vote on each matter submitted to a vote and the vote will carry with a majority vote of those present, except as provided for in Article Seven.

ARTICLE THREE

ELECTED OFFICERS

Section 1. *General Powers.* The business and affairs of the HPC shall be managed by its duly elected officers.

Section 2. *Number, Tenure, and Qualifications.* The number of elected officers of the HPC shall be four (4) and will consist of a chair, a vice-chair, a secretary and a treasurer. The officers shall be nominated from the floor and elected by receiving the most votes of the members present at the annual meeting of HPC. The term of office of each officer shall be for the period of the grant block not to exceed five (5) years. Officers may only be Administrators of member hospitals.

Section 3. *Regular Meetings.* A regular meeting of the elected officers shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of HPC. The elected officers may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution..

Section 4. *Special Meetings.* Special meetings of the elected officers may be called by or at the request of any two elected officers, and shall be held at any place the members may determine.

Section 5. *Notice.* Notice of any special meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, by email or written notice delivered personally or mailed to each director at his or her business address.

Section 6. *Quorum.* A majority of the number of elected officers fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the elected officers.

Section 7. *Vacancies.* Any vacancy occurring in the elected officers may be filled by the affirmative vote of a majority of the HPC members. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 8. *Compensation.* No compensation shall be allowed without prior approval of the HPC.

Section 9. *Presumption of Assent.* The chair of the HPC who is present at any meeting at which action on any HPC regional matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a chair who voted in favor of such action.

Section 10. *Removal.* Any officer or agent elected or appointed by the HPC may be removed by a quorum vote of the HPC. The HPC whenever in its judgment the best interests of the HPC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 11. *Powers and duties.* The respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of similar organizations.

ARTICLE FOUR

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. *Contracts.* The HPC may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HPC, and such authority may be general or confined to specific instances.

Section 2. *Loans.* No loans shall be contracted on behalf of the HPC and no evidences of indebtedness shall be issued in its name unless authorized by the HPC members.

Section 3. *Checks, Drafts, or Orders.* All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the HPC shall be signed by two officers; in such manner as shall from time to time be determined by resolution of the HPC elected officers.

Section 4. *Deposits.* All funds of the HPG shall be deposited in such banks, trust companies, or other depositaries as the HPC may select.

ARTICLE FIVE

FISCAL YEAR

The fiscal year of the HPC shall begin on the first day of September of each year and end on the last day of August of the following year. This is subject to change without notice at the discretion of the Texas Department of State Health Services.

ARTICLE SIX.

WAIVER OF NOTICE

Whenever any notice is required to be given to any member or HPC chair under the provisions of these bylaws or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE SEVEN

AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a three-fourths vote of the entire HPC membership at any regular or special meeting of the HPC or by use of a ballot designed specifically for a vote on these bylaws by regular mail or email.