

**BYLAWS OF THE PENNSYLVANIA
TRAUMA SYSTEMS FOUNDATION**

ARTICLE I - NAME

The name of the corporation is the Pennsylvania Trauma Systems Foundation, hereinafter designated the "Foundation."

ARTICLE II - PURPOSE

The purposes for which the Foundation is formed, and for which it will be exclusively operated are:

- (a) To establish standards for the operation of trauma centers in Pennsylvania;
- (b) To conduct a survey and accreditation program that will encourage members of the health professions and hospitals to voluntarily promote and maintain facilities and staffing thereof necessary to provide patients the optimum benefits of an organized trauma care delivery system;
- (c) To recognize compliance with the trauma standards established by the Foundation through issuance of certificates of accreditation;
- (d) To conduct programs of education and research, and publish the results thereof, thereby furthering the purposes of the Foundation;
- (e) To accept funds from persons, trusts, associations, corporations, government agencies and other entities, for use in carrying out the purposes of the Foundation; and
- (f) To do all other lawful acts necessary or proper to accomplish any of the foregoing purposes.

ARTICLE III - PERPETUAL EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE IV - MEMBERSHIP

The members of the Foundation shall be the Board of Trustees of The Hospital and Healthsystem Association of Pennsylvania ("HAP") and the Board of Trustees of Pennsylvania Medical Society ("PAMED"). Any person who ceases to hold such position shall cease to be a member of the Foundation.

ARTICLE V - MEMBERSHIP MEETINGS

- (a) There being no regularly scheduled meetings of the membership, such meetings as may be deemed necessary to conduct business properly transacted by the membership may be called by the Chairman, or in his absence, by the Vice Chairman upon resolution of the Board of Directors or upon the written petition of not fewer than two (2) Foundation members, which resolution or petition shall state the purpose for which the meeting is called. The Chairman, or the Secretary/Treasurer, shall give notice in writing to the members of the Foundation not less than ten (10) days before the date fixed for the meeting, which notice shall recite the object of the meeting.
- (b) **QUORUM:** At any meeting of the membership, a majority of the members shall constitute a quorum.

ARTICLE VI - BOARD OF DIRECTORS

- (a) **COMPOSITION:** The Board of Directors of the Foundation shall be comprised of the following 20 individuals:
 - (i) One (1) member of the Pennsylvania Committee on Trauma, American College of Surgeons; and four (4) at-large members of the PAMED. Each of the foregoing individuals shall be nominated by PAMED with two (2) at-large members being nominated by PAMED with input of the PA Neurosurgical Society and PA Orthopedic Society.
 - (ii) Five (5) individuals nominated by HAP;
 - (iii) Two (2) nurses nominated by the Pennsylvania Nurses Association, both of whom are members of specialty professional nursing organizations that provide nursing care to trauma patients;

One nurse nominated by the Pennsylvania Trauma Nurse Advisory Council (PATNAC)
 - (iv) Two (2) physician representatives nominated by other statewide emergency medical service organizations with expertise in the delivery of trauma services, one of which will be a physician member of the Pennsylvania College of Emergency Physicians;
 - (v) Individuals nominated in the above areas shall serve three-year terms.
 - (vi) The Chairman and Minority Chairman of the House Health Committee or their designees from the committee membership;
 - (vii) The Chairman and Minority Chairman of the Senate Public Health and Welfare Committee or their designees from the committee; and

- (viii) The Secretary of Health or designee.
- (b) QUORUM: At any meeting of the Board of Directors, a quorum shall consist of not less than eight (8) members.
- (c) TERM LIMITS: Board members shall serve for a term of three years; and may serve no more than three consecutive terms. Term limits may be waived at the discretion of the Board as needed to further the best interests of the Foundation.

ARTICLE VII - LIMITING THE LIABILITY OF DIRECTORS

- (a) A director of this Foundation shall stand in a fiduciary relation to this Foundation and shall perform duties as a director, including duties as a member of any committee of the Board of Directors upon which he/she may serve in good faith, in a manner reasonably believed to be in the best interests of this Foundation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A director shall adhere to the Conflict of Interest Policy established and approved by the Board of Directors. In performing duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - (i) One or more officers or employees of this Foundation whom the director reasonably believes to be reliable and competent in the matters presented.
 - (ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons.
 - (iii) A committee of the Board of Directors upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

- (b) In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interests of this Foundation, consider the effects of any action upon employees, upon applicant institutions to and accredited institutions of this Foundation and upon persons in communities in which those institutions are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section (a) hereof.
- (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of this Foundation.

- (d) A director of this Foundation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
 - (i) the director has breached or failed to perform the duties of his office under Sections (a) through (c) hereof; and
 - (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- (e) The provisions of Section (d) hereof shall not apply to:
 - (i) the responsibility of liability of a director pursuant to any criminal statute; or
 - (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law.

ARTICLE VIII - OFFICERS

- (a) COMPOSITION: The officers of the Foundation shall be elected by the Board of Directors and there shall be the following officers of the Foundation:
 - Chairman
 - Vice Chairman
 - Secretary/Treasurer
- (b) TERM:
 - (i) The office of the Chairman shall be elected by the Board of Directors and shall serve for a term of one year; and may serve no more than two consecutive terms. This position must serve on the Board for one year after the completion of the Chairmanship.
 - (ii) The office of Vice Chairman shall be elected by the Board of Directors and shall serve for a term of one year;
 - (iii) The Secretary/Treasurer shall be elected by the Board of Directors and shall serve for a term of one year;
 - (iv) The Board of Directors may appoint such assistant officers as it concurs appropriate.
- (c) DUTIES: The duties of the officers shall be as follows:

Chairman - The Chairman shall be a Director and the Chairman of the Board. He/she shall preside at all meetings of the membership of the Foundation, the Board of Directors and the Executive Committee. He/she shall be a member ex-officio of all committees with vote and

shall have such powers as are usually exercised by the president of similar organizations.

Vice Chairman - The Vice Chairman shall, in the absence or incapacity of the Chairman, perform the duties of the Chairman. He/she shall be a Director and the Vice Chairman of the Board.

Secretary/Treasurer – The Secretary/Treasurer shall oversee the record keeping process of any meetings of the Board of Directors and any meeting of the members of the Foundation. He/she shall perform any and all other duties incident to the office or that may be required by these Bylaws. The Secretary/Treasurer shall serve as a member of the Finance Committee.

(d) **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS:**

- (i) This Foundation shall indemnify any director or officer, and may indemnify any other employee or agent who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of this Foundation, by reason of the fact that he/she is or was a director, officer, employee or agent of this Foundation, or is or was serving at the request of this Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- (ii) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section (d) shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of members or disinterested directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. It is the policy of this Foundation that indemnification of, and advancement of expenses to, directors and officers of this Foundation shall be made to the fullest extent permitted from time to time by law.
- (iii) This Foundation shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by this Foundation.

- (iv) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section (d) shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- (v) This Foundation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to (1) deposit funds in trust or in escrow, (2) establish any form of self-insurance, (3) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of this Foundation or (4) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Section (d). The provisions of this Section (d) shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section (d)(i) but whom this Foundation has the power or obligation to indemnify, or to advance expenses for, under the applicable laws of this Commonwealth. The authority granted by this Section (v) shall be exercised by the Board of Directors of this Foundation. The Board of Directors shall establish procedural provisions for the enforcement of this Section (d).

ARTICLE IX - COMMITTEES

- (a) There shall be the following standing Committees of such size as determined by the Board of Directors. The Chairman of each Committee shall be a Board member.

Committees comprised solely of Board members are as follows:

- Policy and Procedure
- Nominating
- Conflict of Interest
- Executive
- Finance

Committees comprised of non-Board members are as follows:

- Standards
- Trauma Research
- Trauma Registry
- Outcomes Committee
- Performance Improvement and Patient Safety Committee
- Trauma Injury Prevention

Members of committees comprised of Board members shall be appointed by the Chairman of the Board with the advice and consent of the Board. Members of committees comprised

of non-Board members shall include representatives of hospitals, physicians, registered nurses and other emergency health services organizations in Pennsylvania and other individuals as determined by the Chairman of each such committee and approved by the Chairman of the Board of Directors. Each committee will determine the appropriate number of members and the composition of the committee, on an annual basis.

- (i) The Nominating Committee shall request from each voting member of the Board the names of individuals to be considered for nomination by the Nominating Committee for such officerships and directorships as are to be elected and/or appointed pursuant to these Bylaws. If a voting member desires to have a certain individual or individuals considered for nomination for such officerships and directorships, the voting member must submit, in writing, to the Nominating Committee within ten (10) days of receipt by such voting member of the Nominating Committee's request for names of consideration, the name or names of the individual or individuals to be so considered. The Nominating Committee shall submit a list of recommended Board members and officers to the Board of the Foundation for its consideration and approval. In considering individuals to be recommended for nomination to the Board, the Nominating Committee shall foster the goals, objectives and purposes of the Foundation and shall strive to achieve professional and geographic balance on the Board.
- (ii) The Policy and Procedures Committee shall develop policies, procedures and documents necessary for the operation of the trauma accreditation program, including the design of the accreditation application forms, survey assessments, and appeals mechanisms.
- (iii) The Standards Committee shall develop the trauma accreditation standards.
- (iv) The Trauma Registry Committee shall develop, implement, and continuously monitor the trauma registry database.
- (v) The Research Committee shall identify, conduct and assist outside organizations with the development of prospective and retrospective trauma research studies.
- (vi) The Outcomes Committee shall develop a standardized review process of outcome data for Pennsylvania which will allow for a more outcomes oriented approach to trauma center accreditation.
- (vii) The Performance Improvement and Patient Safety (PIPS) Committee shall develop a standardized approach to the development of comprehensive, multidisciplinary and inclusive aspects of trauma performance improvement and patient safety.
- (viii) The Finance Committee shall be responsible for the oversight of all financial affairs of the Foundation. The Foundation shall furnish a surety bond in such amount as may be required by the appropriate insurance carrier representing the Foundation. The Finance Committee chairperson shall annually render to the

Board of Directors and to the members of the Foundation an account of the financial condition of the Foundation. A Financial Audit or Financial Review will be conducted by a certified public account annually. Financial reporting will be made available to the Board of Directors annually. The Chairperson of the Finance Committee shall perform any and all other duties incident to the office or that may be required by these Bylaws.

- (ix) The Executive Committee will be comprised of the officers of the Board of Directors, the immediate past Chairman of the Board, together with the Chairman of the Policy and Procedures Committee, Standards Committee, Finance Committee and Trauma Registry Committee. This committee will have the authority to act for the Board of Directors between regularly scheduled meetings and shall report to the Board such action and recommendations pertaining to the operations of the Foundation. This committee will be responsible for reviewing and recommending proposed changes to the Bylaws of the Foundation on an as needed basis. The Board Chairman may appoint additional board members to the Executive Committee if the composition of the committee is lacking expertise in a given area.
- (x) The Trauma Injury Prevention Committee shall support the identification, implementation and standardization of injury prevention processes regionally and statewide building upon the efforts of both state and national injury prevention agencies.
- (b) There may be such other Committees as are deemed necessary and are so designated by the Board of Directors. Such Committees shall be of such size as determined by the Board of Directors and members thereof shall be appointed by the Chairman of the Board with the advice and consent of the Board of Directors and the chairman of such Committees.
- (c) The Board, through the Foundation's Committees and staff, shall encourage and foster the continuous evaluation and development of the trauma system.

ARTICLE X - FISCAL YEAR

The Fiscal Year of the Foundation shall be the calendar year.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules and Order Revised" shall govern the Foundation in all cases to which they are applicable, and in those cases where they are not inconsistent with these Bylaws.

ARTICLE XII - AMENDMENTS

To the extent permitted by law, the authority to adopt, amend and repeal these Bylaws shall be vested in the Board of Directors, subject to the power of the voting members to change such action by written petition of not less than ten (10) percent of the voting members filed with the Secretary, who, upon receipt of such petition shall convene, within sixty (60) days of receipt of such petition, a

special meeting of the membership to consider the matters contained therein. The Secretary shall refer such petition to the Board of Directors, and such petition together with the recommendation of the Board of Directors thereon shall be submitted to the membership at the special meeting for approval and disapproval. Any action taken by the membership to amend or repeal a bylaw shall be by the affirmative vote of two-thirds (2/3) of the voting members present at any regular or special meetings of the Foundation.

The Bylaws Committee shall submit a proposed amendment(s) to these bylaws to the Board of Directors and the text of the proposed amendment shall be submitted to the directors not less than ten (10) days prior to the regular or special meeting of the Board of Directors at which the amendment shall be considered.

ARTICLE XIII - EFFECTIVE DATE

Provisions of the Bylaws of the Foundation or amendments thereto, when adopted at any meeting, shall become effective upon adoption unless otherwise stated in the Bylaws or the amendments.

William Hoff, MD
PTSF Board Chairman

Revised and Approved, April 1998
Revised and Approved, December 2003
Revised and Approved, March 2007
Revised and Approved, March 2008
Revised and Approved, March 2009
Revised and Approved, March 2011
Revised and Approved, March 2013
Revised and Approved, October 2015
Revised and Approved, March 2016