



Article I. Name: The name of this organization shall be the Colorado Trauma Network, Inc. (CTN, Inc.)

Article II. Objectives: The objectives of CTN, Inc. are as follows:

1. Promote trauma education and injury prevention throughout the state.
2. Represent the Trauma Coordinators, Registrars, Regional Emergency Medical and Trauma Advisory Council (RETAC) Coordinators and other interested persons within the statewide trauma system.
3. Provide assistance and direction to facilities, agencies, and communities in compliance with the guidelines, rules and regulations of CRS 25-3.5-704; the statewide trauma system.
4. Act as advocates and liaisons for public policy and information related to trauma care.

Article III. Offices:

Section 3.01 The mailing address shall be that of the current treasurer. The designation of the county or state of the corporation's principle office may be changed by amendment of these Bylaws. The Council may change the principle office from one location to another within the state by noting the changed address and effective date and such changes shall not be deemed nor require an amendment of these Bylaws.

Article IV. Membership

Section 4.01 Membership shall be comprised of all interested Trauma Coordinators, Registrars, RETAC Coordinators, and/or any person(s) with an interest and an active involvement in trauma care and/or injury prevention. Any person(s) shall be a member upon completion of the CTN, Inc. invoice and payment of annual dues. Facility membership may be transferrable within the facility, as persons in positions change.

- (a) Paid membership offers discount pricing and/or free continuing education certificates at CTN, Inc. sponsored educational offerings or events.

Article V. Dues

Section 5.01 Individual and facility dues will be determined on an annual basis and shall be determined by a simple majority vote of the CTN Board, based on the proposed yearly budget.

Section 5.02 System discounts will be offered when paying dues for more than one facility on the same invoice.

Section 5.03 Dues are payable January 1. Dues will be prorated for new members after April 1

Section 5.04 Any member of this corporation is not, such as personally liable for the debts, liabilities or obligations of the corporation.

Article VI. Financial Considerations:

Section 6.01 The CTN, Inc. shall seek grants and outside funding for activities including, but not limited to, education and injury prevention.

Section 6.02 The fiscal year shall be January 1 to December 31

Section 6.03 An annual budget shall be prepared, presented and approved by the CTN, Inc. Council at the January meeting. The budget shall be dispersed to all general members.

Section 6.04 An annual audit may be conducted at the discretion of the Council.

Section 6.05 This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) 3 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) 3 of the Internal Revenue Code

Section 6.06 Any member of this corporation is not, as such personally liable for the debts, liabilities, or obligations of the corporation.

Article VII. CTN, Inc. Council

Section 7.01 The Executive Board shall be made up of the elected officers. See Article VIII.

- (a) The Board will meet as needed between council meetings to provide for the ongoing function of the organization.
- (b) The Board shall make all contracts and purchases as determined by these bylaws or by decision of the council; may assign duties to standing or special committees; may decide all questions regarding interpretation of these Bylaws; and shall carry out the purpose and objectives of the CTN, Inc. as provided by the Bylaws.
- (c) Attendance for elected officers shall be at seventy-five percent (75%) with a limit of twenty-five percent (25%) attendance by proxy. Telephone conference will constitute attendance meeting requirements.

Section 7.02 The CTN, Inc. Council shall have the general charge, management and control of affairs, funds, and property of the CTN, Inc.; shall authorize and control expenditures by discussion, consensus decision or vote if indicated; and shall carry out the purpose and objectives of the CTN, Inc. as provided by the Bylaws.

Article VIII. Officers

Section 8.01 The council members of CTN, Inc. shall elect the officers of President, Vice-President, Secretary and Treasurer. Elections shall occur prior to the January meeting. Officers shall be elected from the council membership and shall serve for a term of 4 years. Terms shall be limited to 2 consecutive terms in a specified officer role. Officers may serve additional terms in a different elected role. Officers shall serve without compensation.

Section 8.02 Elections for the President and Secretary shall occur on opposite schedules as elections for the Vice-President and Treasurer.

Section 8.03 The CTN, Inc. Council may establish assistant officers, designate their titles, and define their duties as deemed necessary.

Section 8.04 The President shall preside at all CTN, Inc. council and general meetings and perform such duties as may be assigned by the council membership.

- (a) The CTN, Inc. President has the discretion to authorize individual CTN, Inc. activity- related expenditures, not identified in the approved yearly budget, up to and including the sum \$250.00. Expenditures in excess of \$250.00 may only be authorized by a simple majority vote of the CTN, Inc. board present at a meeting or by written approval. Written approval may be obtained via email with documentation maintained by the treasurer.

Section 8.05 The Vice-President, in the absence of the President, shall preside at the CTN, Inc. council and general meetings and perform such duties and exercise the power of the President.

Section 8.06 The treasurer shall have custody and shall keep account of all moneys, funds, and properties of the CTN, Inc. and shall attend to the deposit of all funds in such banks or depositories as the CTN, Inc. shall designate. The CTN, Inc. Council will approve the expenditures as outlined in the yearly budget. The treasurer may send payments for expenditures approved for in the yearly budget. Other checks, drafts, and orders for the payment of money shall be signed by the treasurer with approval of expenditure by the CTN, Inc board.

- (a) The treasurer shall keep accurate books of account and make them subject to inspection by the President or the membership at reasonable time requests. The treasurer shall prepare and present an annual budget to the council and general membership at the January meeting.

Section 8.07 The secretary shall keep the minutes of all meetings of the CTN, Inc. and shall make minutes subject to inspection by the President and the membership at reasonable times, upon request. The secretary shall attend to the giving and receiving of notices required by these Bylaws and as the membership shall direct.

Section 8.08 The council shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 8.09 The council and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the law of this state.

Article IX. Standing and Special Committees:

Section 9.01 The following standing committees shall assist in the objectives of CTN, Inc. as outlined in Article I of this document.

1. Education Committee
2. Injury Prevention Committee
3. Process Improvement (PI) Committee
4. Registry Committee
5. Legislative Committee
6. Awards Committee

Section 9.02 All standing committees shall be led by a chairperson or persons, as appointed by members of the council that are participatory in that committee.

Section 9.03 The CTN, Inc. council may create new standing and other special committees, as the membership shall deem necessary.

Article X. Meetings

Section 10.01 The CTN, Inc. council and general members shall meet a minimum of once quarterly, or more frequently as needed at a time and place designated by the council. An annual meeting calendar shall be prepared and distributed at the January meeting.

Section 10.02 Generally, the principles of Robert's "Rule of Order" shall govern membership meetings when not in conflict with these Bylaws, except they shall remain as informal as circumstances permit.

Section 10.03 A quorum will consist of 1/3 of council members present to conduct business, or 75 % of Executive Board if a board issue.

Section 10.04 A special meeting shall be called at any time by the President or by any three (3) members of the CTN, Inc., provided fourteen (14) days' notice of such meeting has been given to each member of the CTN, Inc.

Article XI. Voting

Section 11.01 A simple majority of those present will be required for any issue that requires a vote by the council /general membership who are in good standing, including proxy votes and members voting via teleconference.

Section 11.02 A council member who will be absent from a regular meeting of the CTN, Inc. shall arrange for a person to represent them on the council for that meeting and vote in his/her/their place. The proxy voter must identify himself/herself/themself to the council and for whom they are representing. The proxy voter must be in good standing of the CTN, Inc.

Section 11.03 Voting may take place via email within one (1) week of the meeting under the following conditions:

1. The issue has been discussed at a meeting where a quorum was not present.
2. The issue requires voting immediately for an action to occur.
3. Responses must be received from council members or general membership as appropriate before an action can occur.
4. A quorum of the council members must have responded to be considered a valid vote.
5. The results of the vote will be sent via email to all council members and general membership and will be reviewed at the next council meeting.

Article XII. Amending Bylaws

Section 12.01 Bylaws may be amended and approved at any regular or special meetings of the CTN, Inc. by a two-thirds (2/3) vote of general members attending the meetings at which a quorum of the council is present. Any proposed amendment to these Bylaws must be distributed to the general membership, read at least once at a regular meeting and voted upon at the next meeting.

Article XIII. Execution of Instruments, Deposits and Funds

Section 13.01 The council, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose of in any amount.

Section 13.02 Except as otherwise specifically determined by resolution of the council or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the corporation shall be signed by the treasurer.

Section 13.03 All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the council may select.

Section 13.04 The Executive Board may accept on behalf of the corporation, any contribution, gift, bequest, or device for the nonprofit purpose of this corporation.

Article XIV. Corporate Seal

Section 14.01 The council may adopt, use and at will alter a corporate seal. Failure to affix the seal to corporate instruments shall not affect the validity of any such instrument. The corporate seal shall be kept with current treasurer.

Article XV. Dissolution

Section 15.01 Should the CTN, Inc. ever dissolve, the assets of the corporation, if any, shall be given to a similar/in kind organization. There is not equity interest for any individual, agency, or county with regard to CTN, Inc. assets.

Original Bylaws Adoption: 02/27/2003

Update presentation: 11/09/2023

Update Adoption:

President:

Vice President:

Secretary:

Treasurer:

