



# I. CMS Function and Requirements

## 1. The Relationship Between County Medical Societies and TMA

This section explains how chapters and TMA are organized and the function and requirements of a county medical society. There is also an overview of the services and programs TMA offers for county medical societies.

County medical societies and TMA work together in meeting the needs of physicians. TMA strives to provide chapters information and support to be effective. The association regularly seeks county medical society feedback on member needs and local issues — through councilor representation, surveys, visits, and other contact. County medical society involvement is essential in the creation and successful implementation of effective programs and services.

The Texas Medical Association is composed of 120 county medical societies that are component organizations chartered by the association.

**Therefore, membership in TMA requires membership in the county medical society.** A physician may choose to join the county society in which he or she lives or works. Every county medical society is required to (1) meet at least once a year; (2) have a president, secretary-treasurer, and three-member board of censors; and (3) have a public grievance committee. This information can be found in the model bylaws to which all county medical societies must adhere. To read the CMS model bylaws or TMA Constitution and Bylaws in their entirety, visit [www.texmed.org/campaignresources](http://www.texmed.org/campaignresources). For a hard copy of TMA's Constitution and Bylaws, call TMA Knowledge Center at (800) 880-7955 or e-mail [knowledge@texmed.org](mailto:knowledge@texmed.org).

### Chapter 1 TMA Bylaws

1.19 Requisite memberships. No physician or medical student may become a member of a county medical society without also maintaining membership in the Texas Medical Association, as the county medical society is a component organization chartered by the association.

Chapter 13 of the TMA Bylaws, shown below, describes the functions and requirements of a county medical society.

To read the CMS model bylaws or TMA Constitution and Bylaws in their entirety, visit [www.texmed.org/campaignresources](http://www.texmed.org/campaignresources).

For a hard copy of TMA's Constitution and Bylaws, call **TMA Knowledge Center at (800) 880-7955** or e-mail [knowledge@texmed.org](mailto:knowledge@texmed.org).

## 2. Chapter 13 of the TMA Bylaws

### 13.10 Organization

13.101 Definition. County medical societies shall be the component organizations of the association as provided in Article III and shall encompass each of the counties of the State of Texas. A county society may be composed of one or more counties, but only one county society shall be formed within any county; however, branch societies may be formed as provided in 13.108.

13.102 Charters. County societies shall be chartered as components of the association by the Board of Councilors as provided in 6.103. Charters previously granted may be revoked by the Board of Councilors as provided in 6.104. All charters shall be signed by the TMA president and executive vice president and shall bear the seal of the association.

13.103 Names of county societies. The charter issued to a county society shall include the names of counties embraced by that society, but a shorter name of geographical or historical association may be adopted by the county society if approved by the Board of Councilors.

13.104 Membership. Ten members are required to form or maintain a county society. County societies with less than 10 members may be maintained at the discretion of the Board of Councilors.

13.105 Division of multi-county societies. Members of a chartered multi-county society may apply to the Board of Councilors for division into two or more component county societies as provided in 6.105.

13.106 Realignment of multi-county societies. Members of one or more of the counties composing a chartered multi-county society may apply to the Board of Councilors for separation from the multi-county society to which they are joined and for inclusion within an adjacent county society as provided in 6.106.

13.107 Consolidation of county societies. The Board of Councilors may consolidate two or more county societies as provided in 6.107.

13.108 Branch societies. Component county societies may be permitted to establish branch societies as provided in 6.108, subject to the following provisions.

- (1) The county society shall have a minimum of 100 members;
- (2) The county society shall establish to the satisfaction of the Board of Councilors that geographical, communication, or transportation barriers, or inadequate access to common professional relationships, exist within a portion of the county society to the degree that the creation of a branch society will benefit the members of the society, the profession, and the association;

- (3) Eighty percent of the members practicing in that portion of the area of jurisdiction of the county society isolated by the provisions of (2) above must petition the parent society for establishment of a branch society;
- (4) A minimum of 25 members practicing or residing in the area of jurisdiction of the proposed branch society shall be required in order to form or maintain a branch society;
- (5) Approval by the parent county society of the petition to establish a branch society shall be by a two-thirds majority;
- (6) The parent society, through its district councilor, must apply to the Board of Councilors for permission to establish a branch society; the application shall be accompanied by a detailed plan of operation and the necessary changes in the constitution and bylaws of the parent society; and approval shall be by a two-thirds majority vote of the Board of Councilors meeting in regular session;
- (7) Only a member of the parent society may be a member of a branch society, and disciplinary jurisdiction shall remain with the parent society; and
- (8) The parent county society retains the right, with the approval of the Board of Councilors, to abolish a branch of its society as provided in 6.108.

### **13.20 Constitution and Bylaws**

Each component county society shall adopt a constitution or, if incorporated, articles of incorporation, and bylaws in keeping with those of the association. These documents thus adopted and all subsequent amendments thereto shall be approved by the Board of Councilors as provided in 6.110 before they shall be effective. No part of a county society constitution, articles of incorporation, bylaws, or amendments thereto shall contravene any portion of the Constitution and Bylaws of the association.

Documents that are not approved by the Board of Councilors shall be returned for reconsideration and amendment.

Failure of a county society to rectify the objections of the Board of Councilors may result in revocation of its charter as provided in 6.104(5).

### **13.30 Incorporation**

13.31 Authority. Component county societies shall have the authority to incorporate under the laws of the State of Texas, and to conduct their affairs in accordance with those laws and the Constitution and Bylaws of the association.

13.32 Boards of directors. An incorporated county society is required by the laws of the State of Texas to transact its business through a board of directors. Such boards of directors shall be coincident with the executive board of the society as provided in 13.41.

## 13.40 Structure

13.41 Executive board. Component county societies with 50 or more members may, and incorporated societies shall, form an executive board.

13.411 Duties. The executive board shall:

- (1) Transact the routine business of the society;
- (2) Receive and act upon applications for membership;
- (3) Conduct disciplinary hearings as prescribed by the Hearings Procedures Manual of the Board of Councilors and render a decision;
- (4) Refer to the county society questions of policy;
- (5) Perform such other duties as may be required by the county society constitution and bylaws; and
- (6) Conduct all meetings, in the absence of provisions to the contrary, under the procedures of Sturgis' *The Standard Code of Parliamentary Procedure*.

13.412 Composition. The executive board shall include the president, the secretary/treasurer, and such other members as the county society so determines, or as are required of incorporated county societies by the laws of the State of Texas.

13.413 Elections. Officer members of the executive board shall be elected as provided in 13.45. Other members may be appointed or elected in the manner and for such terms and tenure as required by the county society constitution and bylaws, the laws of the State of Texas, or as provided in 13.42.

13.414 Appeal. Appeal from any decision of the executive board may be made through the councilor of the district to the Board of Councilors of the association as provided in 6.114. Decisions of the Board of Councilors shall be final.

## 13.42 Officers.

13.421 Definition. Officers shall be a president, a secretary/treasurer, and the members of the board of censors as set forth in 13.431 and 13.432. No member shall hold more than one office at the same time. Other officers may be elected as required including the members of the executive board in incorporated county societies. Officers shall be elected by the county society membership.

13.422 Term of office. The term of office for all officers, except the members of the board of censors, shall be one year. The term of the office of secretary/treasurer may be extended to two or three years.

13.423 Duties of the president. The president shall preside at meetings of the county society and shall serve as chair of the executive board. The president may perform such other duties as required by the county society constitution and bylaws.

13.424 Duties of the secretary/treasurer. The secretary/treasurer of a component county society shall:

- (1) Maintain custody of the books, papers, and records of the society including its charter and articles of incorporation.
- (2) Maintain membership records.
- (3) Receive, give receipt for, and make record of all monies and property coming into the possession of the county society and supervise the expenditure of funds as authorized by the society or its executive board.
- (4) Forward to the executive vice president of the association the names and annual dues of society members as provided in 13.55.
- (5) Promptly provide written notice to the association's executive vice president of the relief of any disqualification of membership suffered by any society member. The executive vice president shall acknowledge receipt of such notice and inform the secretary/treasurer of the steps to correct the member's record.
- (6) File an annual report, on forms the executive vice president provides, showing the officers, delegates, and members of the society as of Dec. 31 of the previous year. The report shall be transmitted to the executive vice president no later than Feb. 1 of each year.
- (7) Serve as the authorized representative for the purposes of the National Practitioner Data Bank.
- (8) Upon notification of a vacant vice councilor position, shall give written notice to the membership of the vacancy; describe the duties, term, and tenure of the vice councilor position; and ask for nominees to be submitted within two weeks. He or she shall then submit the name(s) to the district councilor. (The district councilor shall then conduct the election process by the delegates from the respective district.)
- (9) Perform such other duties as the society may require.

### **13.43 Board of censors.**

13.431 Composition and election. Each component county society shall form a board of censors of those members elected as provided in 13.42.

### **13.432 Term of office.**

13.4321 Societies with fewer than 200 members. In those county societies with fewer than 200 members, the board of censors shall be composed of three members. The term of office of the censors shall be three years, and they shall be so elected that only one vacancy normally occurs each year.

13.4322 Societies with more than 200 members. In those county societies with more than 200 members, the board of censors shall be composed of at least three but not more than seven members, with no more than three members elected in any one year. However, in the first year that a society elects to increase

the size of the board, the terms of the additional members shall be so modified that they do not conflict with the terms of future members elected in the manner described in 13.4321.

#### **13.433 Duties. The board of censors shall:**

- (1) Supervise the ethical deportment of society members and counsel individual members when circumstances warrant;
- (2) Examine applicants for membership as provided in 1.14;
- (3) Receive and investigate charges of unethical conduct made against members of the society by another member;
- (4) Review the findings of the county society public grievance committee and make proper disposition of each case;
- (5) Investigate, on its own initiative, suspected violations of conduct and refer charges when indicated after thorough investigation.

#### **13.44 Delegates to the association.**

13.441 Authority and election. Each county society shall have the authority to elect delegates to serve in the House of Delegates as provided in 3.21. An alternate delegate may be elected for each delegate and may serve as provided in 3.32. Small county medical societies may be entitled to several alternate delegates for each delegate elected, but only one alternate may be seated for each delegate at sessions of the house as provided in 3.32.

13.442 Term of office. The term of office of delegates and alternate delegates shall be two years. Elections shall be so arranged that no more than half the vacancies occur in any one year.

13.443 Credentials. Credentials certifying their right to membership in the House of Delegates shall be issued to all delegates. An alternate delegate may serve in the place of a delegate by presenting verification to the Credentials Committee as provided in 3.32.

13.45 Election and vacancies. All officers and delegates to the association shall be elected annually by the county society membership. Vacancies in the offices referred to in this chapter shall be filled by the county society president until the next annual election, unless otherwise specified by the county society bylaws.

#### **13.46 Committees.**

13.461 Public grievance. Each component county society shall form a standing public grievance committee that shall receive complaints from the public against members of the society as provided in the Board of Councilors' Hearings Procedures Manual. The committee shall consist of three or more members appointed by the president of the county society for three-year

terms with, when possible, one-third of the members being named each year. The committee shall elect a chair and a secretary.

13.462 Medical legislation and public relations. Each component county society may form a standing committee on medical legislation and public relations that shall cooperate with the association on legal issues and matters of public health, legislation, and public relations. The committee shall perform such other duties required of it by the county society. County societies may divide these duties between a committee on medical legislation and a committee on public relations, or otherwise provide for these functions.

### **13.50 Finance**

13.51 Official dues year. The official dues year for county societies shall be Jan. 1 to Dec. 31, both dates inclusive.

13.52 Authority to levy dues.

13.521 Authority to levy dues. County societies shall have the authority to levy dues against their members sufficient to cover the dues established for membership classifications of the association and to defray the expenses of their own organizations.

13.522 Collection of dues on an installment basis. Dues may be collected from physicians on a prorated installment basis and collected no less than monthly.

13.53 Deadline for dues payment. Annual dues shall be due and payable on Jan. 1, and for those members paying dues on an installment basis, dues shall be due and payable no later than the first business day of the month payment is due.

### **13.54 Delinquent dues.**

13.541 Date of delinquency. Members who pay on an annual basis and have not paid dues by Feb. 1 shall automatically be considered delinquent. Members who pay dues on an installment basis and have not paid an installment payment by the last business day of the month the payment is payable shall automatically be considered delinquent.

13.542 Loss of privileges. A delinquent member shall not have the privileges of voting, holding office, or attending the annual session.

13.543 Reinstatement. A delinquent member who pays dues on an annual basis may be reinstated as a member in good standing upon payment of dues, provided payment is made before March 1 of the same calendar year in which the delinquency occurred. A delinquent member who pays dues on an installment basis may be reinstated as a member in good standing upon the payment of all installment payments in arrears, provided payment is made within 60 days of the member becoming delinquent.

13.544 Automatic dropping from membership. A delinquent member who pays on an annual basis and who has not been reinstated by March 1 shall automatically be dropped from membership. A delinquent member who pays on an installment basis and who has not been reinstated as provided in 13.543 shall automatically be dropped from membership. A former member who thus forfeits membership may be reinstated as a member in good standing at any time during the same calendar year upon full payment of current year dues.

### **13.55 Transmittal of association dues.**

County society secretary/treasurers shall forward to the executive vice president of the association the names and remittances of members as soon as practicable following their receipt. Remittances shall be made monthly. The completed roster is due March 1.

