

TEXAS MEDICAL ASSOCIATION

BYLAWS

CHAPTER 1. MEMBERSHIP

1.10 Admission

1.11 General qualifications. The qualifications and requirements for membership shall be as stated in Article III, Sections 1 and 2, of the Constitution, and in this chapter.

Except as provided in 1.202, 1.210, and 1.211, the association's membership shall comprise only members of county medical societies who have been reported to the office of the executive vice president and for whom the executive vice president has received the annual dues payment.

Each component county medical society shall judge the qualifications of its own members, but it shall have all due regard for the fact that, with the exceptions of at-large, associate, and affiliate members (see Sections 1.202, 1.210, and 1.211) only through a component county society may a physician, medical student, health science center president, or medical school dean become a member of the Texas Medical Association. An otherwise qualified physician may be denied membership or continued membership in a county medical society only for a violation of the TMA or county medical society constitution and bylaws; a violation of the AMA Principles of Medical Ethics; criminal conduct; or unprofessional conduct likely to deceive, defraud, or injure the public.

Except as provided in Article III, Section 4, to apply for membership or to maintain membership in a county society or the Texas Medical Association, a physician must possess a license to practice medicine in the State of Texas. A license that has been permanently revoked, canceled, or permanently suspended shall not be deemed adequate.

A physician may apply and be eligible for membership in a component county society in the area in which the physician's professional practice or residence is located or in a component county society contiguous to the area which the physician's professional practice or residence is located.

Should a request for permission to apply for membership in a contiguous component county medical society be denied, the physician shall have the right of appeal to the Board of Councilors, which, on a majority vote, may permit the physician to apply for membership in a contiguous component county society.

A physician may not be a member of more than one component county medical society of the association simultaneously.

1.12 Application. Application for membership in a component county society shall contain the following information: Full name and address, place and date of birth, medical education and degree received, locations and dates of residencies, and such other information as the association or the component county society may require. The county society shall retain any original applications it receives and forward copies to the executive vice president of the association. Copies of any original applications the association receives shall be forwarded to the county society.

1.13 Ethics. A physician or medical student applying for membership in a county medical society shall subscribe to the AMA Principles of Medical Ethics and the ethics opinions of the Board of

Councilors.

1.14 Board of Censors examination and report. The boards of censors of component county societies shall examine and report on the qualifications of applicants for membership in their respective organizations.

Within 60 days of the date an application is completed, the Board of Censors shall complete its examination of the applicant's qualifications; approve or disapprove the application; and provide to the executive board (or to the other officers if there is no executive board) its report on the applicant's qualifications and on the Board of Censors' decision to approve or disapprove membership.

1.15 Approval of membership. Within 10 business days following receipt of the report of the Board of Censors' decision to approve membership, or at the next regularly scheduled meeting, whichever comes first, the executive board (or other officers if there is no executive board) shall declare the applicant a member.

1.16 Disapproval of membership. The Board of Censors shall make the initial decision to disapprove an application for membership. Within 10 business days of its denial of membership, the Board of Censors shall notify the applicant of its decision as well as the applicant's right to appeal the Board of Censors' denial to the executive board. A copy of the notice to the applicant shall be sent to the executive board.

The applicant then must give written notice of appeal to the executive board within 30 days of the Board of Censors' notice of denial. If the applicant does not request a hearing, or after the hearing is complete, the executive board shall vote to deny or accept the applicant for membership. The executive board shall notify the applicant promptly of its decision to approve or deny membership.

If the Board of Censors denies the application for membership, the secretary of the component county medical society shall report promptly to the Board of Councilors the name of the physician thus denied membership.

1.17 Appeal and reapplication. If the Board of Censors takes no action on a completed application within these specified periods of time, the applicant may appeal to the Board of Councilors.

If a county medical society rejects an application for membership, the physician may not apply to that society for a period of one year from the date of rejection.

1.18 County medical society applications and status changes without action. When a county medical society has not acted on an application or a status change, or requested a 30-day extension, the association's president may approve the application or change, with approval from the Board of Councilors chair.

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.

1.20 Classifications

Statements in this chapter regarding a member's right to vote reflect the right to vote at the county medical society level. References to officer or elective positions apply at both the county medical

society and association levels. Elective positions at the association level are defined as those positions elected by the House of Delegates (see Section 7.20).

Dues provisions for all membership classifications shall be as provided in Chapter 13.

1.201 Active. Active members shall have all rights and privileges of membership, including the right to vote and hold elective position.

1.202 At-large. Physicians against whom no charges of unethical or unprofessional conduct that could lead to denial of membership as provided in 1.11 are pending shall be eligible for at-large membership provided that they reside or work in a county where no county society charter exists (see Section 5.203). At-large members shall have all rights and privileges of membership.

1.203 Emeritus. Upon nomination by the county medical society to which the member belongs and approval by the Board of Councilors, the House of Delegates may elect to the status of emeritus membership any association member who has rendered exceptional and distinguished service to scientific or organized medicine. A two-thirds majority vote of the house shall be required for election. The distinction thus conferred may not be removed except by action of the House of Delegates upon recommendation by the Board of Councilors.

Members emeritus shall have all rights and privileges of membership.

Dues obligations for the year in which the nomination is presented to the House of Delegates shall be as provided in 1.30. Out-of-state status shall be granted according to the provisions of 1.70.

1.204 Honorary. Upon nomination by component county societies, after review and approval by the Board of Councilors, the House of Delegates may elect to honorary membership those physician members who have rendered outstanding service to organized medicine or made noteworthy contributions to scientific medicine, and who have reached a point of comparative inactivity in the practice of medicine as determined by the county society.

Honorary members shall have all rights and privileges of membership, except the right to vote and hold elective position, and shall not be required to pay dues. However, upon election to honorary membership, the physician so elected may retain the right to vote and hold elective position by immediately paying current dues in the same amount as required of active members. The decision to continue dues payment on a year-to-year basis shall be the option of the newly elected honorary member. However, once dues payment is discontinued, it may not be reinstated at a later date, and loss of the rights described in this section will occur.

Dues obligations for the year in which the nomination is presented to the House of Delegates shall be as provided in 1.30. Out-of-state status shall be granted according to the provisions of 1.70.

1.205 Life. Life membership may be granted to those physician members who (1) have been dues-paying members of organized medicine for 35 years, of which 25 years must have been dues-paying years in the Texas Medical Association and its component county medical societies; and (2) have reached a point of comparative inactivity in the practice of medicine as determined by the county society.

Life members shall have all rights and privileges of membership except the right to vote and hold elective position.

Out-of-state status shall be granted according to the provisions of 1.70.

1.206 Retired. Retired membership may be granted to those physicians who have retired from the active practice of medicine.

Retired members shall have all rights and privileges of membership except the right to vote and hold elective position.

Out-of-state status shall be granted according to the provisions of 1.70.

1.207 Military. Physicians serving in the armed forces of the United States of America within the geographical jurisdiction of a component county medical society, except as provided in 1.50, shall be eligible for military membership in that county society. Such membership shall terminate when the military member is transferred from the jurisdiction of the county medical society or when the member's tour of duty terminates.

Military members shall not vote and shall not hold elective position.

1.208 Resident. Physicians serving internships, residencies, and fellowships in hospitals located within the geographical boundaries of a county society, who are not in private practice, shall be eligible for resident membership in that county society. Resident membership shall cease with the completion of the internship, residency, or fellowship.

Resident members shall have all rights and privileges of membership except the right to vote and hold elective or appointive positions. However, resident members may serve as voting delegates or alternate delegates to the TMA House of Delegates, may be elected to the designated position on the association's AMA delegation, may be appointed to the designated member position on the Board of Trustees and the Committee on Membership, and may serve as special appointees to councils and committees (see Sections 9.38 and 10.30). Resident members also may be granted voting privileges on committees of a county medical society, at the discretion of the county society.

1.209 Student. Full-time students pursuing a course of study in a Texas medical school recognized by the Texas Medical Board that leads to the degree of Doctor of Medicine or Doctor of Osteopathy shall be eligible for student membership in the county society in which the medical school or satellite campus where they are enrolled is located. Student membership shall cease upon termination or change of enrollment status.

Student members shall have all the privileges of membership except the right to vote and hold elective or appointive positions. However, student members may serve as voting Medical Student Section delegates or alternate delegates, may be elected to the designated position on the association's AMA delegation, may be appointed to the designated member position on the Board of Trustees and the Committee on Membership, and may serve as special appointees to councils and committees (see Sections 9.38 and 10.30). Student members also may be granted voting privileges on committees of a county medical society, at the discretion of the county society.

1.210 Associate. Physicians licensed to practice medicine in Texas, who are currently active (or equivalent) members in good standing of a state medical association within the United States of America, shall be eligible for associate membership in TMA.

Associate members hold direct membership in the association and are not required to be members of a Texas county medical society.

Associate members shall have all rights and privileges of membership except the right to vote and hold elective position.

1.211 Affiliate. Active, military, and resident members who leave the state permanently, and against whom no charges of unethical or unprofessional conduct that could lead to denial of membership, as provided in 1.11, are pending, may become affiliate members of the association on application to the executive vice president, provided they maintain a current Texas medical license, except as provided in Article III.

Affiliate members hold direct memberships in the association and are not members of a Texas county medical society.

Affiliate members shall have all rights and privileges of membership except the right to vote and hold elective position.

1.212 Special. Current deans of Texas medical schools recognized by the Texas Medical Board, and presidents of health science centers of which these medical schools are component schools may be special members of the association provided they hold doctoral degrees. Special members shall have all rights and privileges of membership except the right to vote and hold elective or appointive positions.

1.30 Dues obligations

When a physician, who in the preceding year was in good fiscal standing, is nominated for emeritus membership, payment of dues is not required for the year in which the physician's name is presented to the House of Delegates. When a physician, who in the preceding year was in good fiscal standing, is nominated for honorary membership, payment of dues is not required for the year in which the physician's name is presented to the House of Delegates, provided the association receives the nomination before April 1.

When a physician is nominated for honorary membership and the association receives the nomination after April 1, the physician must pay the current year's dues.

If the physician fails to be elected to emeritus or honorary status when so nominated, the physician will be allowed until April 1 of the current year or 30 days after the vote, whichever is later, before being considered delinquent in dues.

If a physician is accepted as an active member of a component county medical society in Texas upon relocation from another state where the physician has paid current year dues at the county and state levels, the county society and the association shall waive current year dues.

1.40 Membership in contiguous society

A component county medical society may grant permission for a physician under its jurisdiction to apply for membership in another contiguous component county medical society.

Permission for a physician to apply for membership in a contiguous component county

medical society, and consideration of that application by the contiguous society, shall be denied only for (1) a violation of the constitution and bylaws of TMA or the component county medical society, (2) a violation of the AMA Principles of Medical Ethics, (3) criminal conduct, or (4) unprofessional conduct likely to deceive, defraud, or injure the public.

1.50 Leave of absence

1.51 Physician members. County medical societies may grant a leave of absence for a period of one year or more to physician members who leave an active practice of medicine for:

- (1) Further training in an approved graduate training program;
- (2) Service as a missionary outside the geographical limits of the United States of America;
- (3) Temporary service in the armed forces of the United States of America;
- (4) Temporary civilian service outside the geographical limits of the United States of America;
- (5) Illness;
- (6) Family leave, including but not limited to, maternity leave, paternity leave, care of an elderly parent, or care of a child.

1.52 Sabbatical leave. County societies may grant a leave of absence of one year, with an option of one additional year, to physicians temporarily out of state on sabbatical leave or who accept nonclinical or administrative positions that do not require a transfer of licensure to practice.

1.53 Resident or student members. Resident members or graduating medical student members who are accepted to an out-of-state graduate training program approved by the Accreditation Council for Graduate Medical Education, or its equivalent, may be granted a leave of absence by the county medical society for the period of the training program.

While on leave, these members may hold direct membership in the association; county medical society membership may be continued at the discretion of the member. The privilege of direct membership in the association shall terminate six months after the date of termination of the training unless sooner terminated by county society membership acceptance. As provided in 13.411, these members shall pay no dues while on leave of absence.

1.60 Transfer of members

1.61 Transfer procedure. A physician, regardless of membership classification, who relocates from the jurisdiction of one county society to another shall notify the association's executive vice president. At that time, the member's status will be changed to reciprocal until the following procedure is completed:

- (1) The association informs the original society and the society to which the member is transferring;
- (2) A copy of the member's current application is forwarded to the society to which the member is transferring; that society will collect any additional information needed from the member; and
- (3) Association membership benefits continue, those from the original society cease, and those of the society to which the member is transferring begin.

If after 90 days the society has neither disapproved the member nor asked for an extension, the

member shall automatically become a member of that society and reciprocal status shall terminate.

1.62 Dues obligations. If a physician is accepted as a member of a county society where the physician has paid current year dues at the county and state levels, the county society and the association shall waive current year dues. However, if such dues have not been paid, the member shall pay dues as provided in Sections 12.52 and 13.40.

In the event the county society to which the member is transferring disapproves the membership, only after any appeals procedure will association membership be terminated according to provisions of 1.11 and 1.19, the payment of current association dues notwithstanding.

1.63 Charges against a relocating physician. In the event that charges of unethical or unprofessional conduct that could lead to denial of membership, as provided in 1.11, are brought against a relocating physician arising from events occurring during membership in the original society, transfer procedures shall cease and the original society shall process the complaint according to these Bylaws. If such charges are brought after the transfer is complete, the society receiving the transferred member shall process the complaint and notify the secretary of the original society of all the circumstances of the charges. Each secretary shall make due record thereof and shall promptly notify the association's executive vice president of the transaction.

1.64 Retired members. Retired members who relocate from the jurisdiction of one county society to another shall be granted the right to transfer to the new society or retain membership in the original society. Emeritus, honorary, life, or retired members who retain membership in their original societies may return to the status of active membership only by returning to the jurisdiction of the nominating county society, or by applying for active membership in the new society and complying with all requirements for membership in that society.

1.70 Out-of-state members

Emeritus, honorary, life, and retired members, against whom no charges of unethical or unprofessional conduct that could lead to denial of membership, as provided in 1.11, are pending, shall be granted out-of-state membership upon request. When so designated, these physicians shall retain all rights and privileges of membership except the right to vote and hold elective position. These physicians shall remain members of their county medical societies.

CHAPTER 2. OFFICERS

2.10 Designations

The officers of the association shall be as stated in Article IV.

2.20 Qualifications

No person shall be elected to any officer position who has not been an active member of the association for the preceding two years.

2.30 Duties and terms

2.31 President. The president shall be the principal officer of the association. The president shall visit the various sections of the state in the interest of the association and its component societies. In

general, the president shall perform other duties as custom requires. The president shall preside at all association meetings except the House of Delegates, and deliver an address to the association during its annual session. The president shall cooperate with the association's officers, boards, councils, and committees in the performance of their duties and shall endeavor to coordinate the activities of the association. The president shall be ex officio a member of the House of Delegates and the Board of Trustees.

The president shall appoint all committee members and fill all vacancies in office not otherwise provided for in these Bylaws. With the advice and consent of the Board of Councilors, the president may rescind an appointment to a committee. The president shall have the authority to approve membership applications and status changes as provided in 1.18. The term of office shall be for one year.

2.32 President-Elect. The president-elect shall assist the president in the performance of the president's duties. The president-elect shall be ex officio a member of the House of Delegates and the Board of Trustees. The president-elect automatically shall assume the office of president at the expiration of his or her term as president-elect. Before elevation to the presidency, at the association's annual session, the president-elect shall nominate members of councils to the House of Delegates. The term of office shall be for one year.

2.33 Immediate Past President. The immediate past president shall be ex officio a member of the House of Delegates and of the Board of Trustees and shall perform such duties as the president may request.

2.34 Secretary/Treasurer. The secretary/treasurer shall cause a record to be made of the proceedings of the House of Delegates, and shall cause transactions to be published and distributed to House of Delegates members and association and county society officials. The secretary/treasurer shall sign, attest, and place the seal on any and all necessary papers required by law for the association. The secretary/treasurer shall be ex officio a member of the House of Delegates and Board of Trustees.

The secretary/treasurer shall be the custodian of all monies, securities, deeds, and properties belonging to the association. The secretary/treasurer shall be bonded.

The term of office for secretary/treasurer shall be three years. Tenure of office as secretary/treasurer shall not exceed three terms, provided, however, that serving as much as one year of the three-year term shall be considered as serving a full term.

2.35 Speaker of House of Delegates. The speaker of the House of Delegates may or may not be a delegate. The speaker shall preside at all meetings of the House of Delegates. Duties shall be those of a presiding officer in accordance with parliamentary rules and customs. The speaker shall be ex officio a member of the House of Delegates and the Board of Trustees. The speaker may appoint such committees as are necessary to assist in the performance of assigned duties. In the event of the speaker's request or absence from the house, the vice speaker shall preside. The term of office for speaker of the House of Delegates shall be for one year.

2.36 Vice Speaker of House of Delegates. The vice speaker of the House of Delegates may or may not be a delegate. The vice speaker shall preside over the House of Delegates at the request of or in the absence of the speaker and shall assist the speaker in the performance of assigned duties. The vice speaker shall be ex officio a member of the House of Delegates and the Board of Trustees. The term of office shall be for one year.

2.40 Vacancies

2.41 General. If for any reason a member of the association holding any office does not perform the duties of that office, the Board of Trustees shall declare the office vacant.

2.42 President and President-Elect. In the event of the president's death or removal, the president-elect shall assume the office of the president. In the event the president is disabled, as determined by the Board of Trustees, the president-elect shall perform the duties of the president.

In the event the president-elect assumes the office of president prior to Aug. 1 due to the president's death or removal, a new president-elect shall be elected at a special session of the House of Delegates called in the fall. In the event the president-elect assumes the office of president on or after Aug. 1 due to the president's death or removal, a new president-elect shall be elected at the next annual session, and the president shall continue to serve as president until the annual session of the following year.

Within 10 days of the death, disability, or removal of both the president and president-elect, the Board of Trustees shall assemble for the purpose of electing a president for the unexpired term.

In the event the Board of Trustees elects a president prior to Aug. 1 due to the death or removal of both the president and president-elect, a new president and president-elect shall be elected at a special session of the House of Delegates called in the fall. In the event the Board of Trustees elects a president on or after Aug. 1 due to the death or removal of both the president and president-elect, a new president and president-elect shall be elected at the next annual session.

In the event of the death, disability, or removal of the president-elect prior to Aug. 1, a new president-elect shall be elected at a special session of the House of Delegates called in the fall. In the event of the death, disability, or removal of the president-elect on or after Aug. 1, the office shall remain vacant and a president and new president-elect shall be elected at the next annual session.

2.43 Secretary/Treasurer. Vacancy in the office of secretary/treasurer shall be filled in accordance with provisions of 4.205.

2.44 Speaker of House of Delegates. In the event of death or removal of the speaker of the House of Delegates, the vice speaker shall assume the office of the speaker and a new vice speaker shall be elected at the next annual session of the House of Delegates.

2.45 Vice Speaker of House of Delegates. In the event of death or removal of the vice speaker of the House of Delegates, the office shall remain vacant and a new vice speaker shall be elected at the next annual session of the House of Delegates.

CHAPTER 3. HOUSE OF DELEGATES

3.10 Duties and voting rights

3.11 Duties. The duties of the House of Delegates shall be as described in Article V and in this chapter.

3.12 Voting rights. Voting privileges are reserved exclusively to (1) delegates, elected in

accordance with this Constitution and Bylaws; (2) the president, president-elect, immediate past president, secretary/treasurer; (3) councilors; (4) nine members elected at large to the Board of Trustees plus the young physician, resident, and student members of the board; (5) speaker of the House of Delegates; (6) vice speaker of the House of Delegates; (7) Texas delegates and alternate delegates to the American Medical Association; (8) chairs of standing councils and members of the Council on Legislation; (9) delegates from the International Medical Graduate Section, Resident and Fellow Section, and Young Physician Section; (10) delegates representing the Medical Student Section from each approved and active Medical Student Section Chapter; (11) delegates of medical specialty societies selected in accordance with the provisions of the Bylaws; and (12) past presidents of the association who are active or emeritus members. An individual is entitled to only one vote, regardless of the number of positions held.

3.20 Composition

Composition of the House of Delegates shall be in accordance with Article V and with this chapter.

3.21 County societies. Component county societies (see Section 12.101) shall be entitled to delegate representation in the House of Delegates. Each county society shall be entitled to one delegate for the first 100 members or less, and one additional delegate for each additional 100 members or fraction thereof. For purposes of the Texas Non-Profit Corporation Act, delegate seats shall be allocated for each county society according to the number of members on record with the association 60 days prior to a session of the House of Delegates. Delegates shall be elected by their respective component county societies. Only active, emeritus, honorary, life, and resident members shall be counted in determining the number of delegates of a county society to the House of Delegates.

3.22 Medical specialty societies. Each medical specialty society approved by the House of Delegates shall have the authority to select one voting delegate to serve in the House of Delegates. An alternate delegate shall be selected and may serve as provided in 3.32.

3.221 Selection of specialty societies for representation. To qualify for delegate representation in the House of Delegates, a specialty or subspecialty society must:

- (1) Represent only a medical specialty or subspecialty for which there is a national examining board listed in *Directory of Graduate Medical Education Programs Accredited by the Accreditation Council for Graduate Medical Education*.
- (2) Be a Texas specialty society of at least 100 physician members, with at least 60 percent of its physician membership TMA members. A society that meets all other criteria but has less than 100 members may be considered for delegate representation if it can demonstrate that it is not otherwise represented and is recommended by the Board of Trustees.
- (3) Be an active organization as manifested by an established constitution and bylaws, a slate of periodically elected officers, and yearly meetings.

3.222 Board of Trustees certification. The Board of Trustees shall receive the applications of all specialty societies seeking representation, certify that all criteria have been met, and make appropriate recommendation to the House of Delegates. With the advice and consent of the Council on Medical Education, the board may certify specialty societies who meet all but the first (1) criteria listed in Section 3.221.

3.223 Qualification of delegates. All specialty society delegates and alternate delegates to the House of Delegates shall be members in good standing of their respective societies and shall be active

members of the Texas Medical Association.

3.224 Qualification of specialty societies. When an eligible specialty is represented within the state by more than one specialty society, the Board of Trustees shall determine which society shall be represented in the House of Delegates. However, the board shall have the prerogative to accept consolidation of two or more societies for the purpose of selecting one delegate and may so recommend to the House of Delegates.

3.225 House of Delegates approval. The House of Delegates, acting on the recommendation of the Board of Trustees, shall approve the acceptance of any specialty society for representation in the House of Delegates.

3.226 Term of office. The term of office of delegates and alternate delegates shall be two years and shall correspond with the association year.

3.227 Specialty societies qualifying for delegate representation. The following Texas specialty societies are approved for delegate representation:

- (1) American College of Surgeons, North and South Texas Chapters (American Board of Surgery);
- (2) Texas Academy of Family Physicians (American Board of Family Medicine);
- (3) Texas Allergy, Asthma and Immunology Society (American Board of Allergy and Immunology);
- (4) Texas Association of Neurological Surgeons (American Board of Neurological Surgery);
- (5) Texas Association of Obstetricians and Gynecologists (American Board of Obstetrics and Gynecology);
- (6) Texas Association of Otolaryngology-Head and Neck Surgery (American Board of Otolaryngology);
- (7) Texas Association of Physicians in Nuclear Medicine (American Board of Nuclear Medicine);
- (8) Texas Chapter of the American College of Cardiology (American Board of Internal Medicine);
- (9) Texas Chapter of the American College of Physicians-American Society of Internal Medicine (American Board of Internal Medicine);
- (10) Texas College of Emergency Physicians (American Board of Emergency Medicine);
- (11) Texas Dermatological Society (American Board of Dermatology);
- (12) Texas Geriatrics Society (American Board of Family Medicine and American Board of Internal Medicine);
- (13) Texas Neurological Society (American Board of Psychiatry and Neurology);
- (14) Texas Ophthalmological Association (American Board of Ophthalmology);
- (15) Texas Orthopaedic Association (American Board of Orthopaedic Surgery);
- (16) Texas Pain Society (American Board of Anesthesiology);
- (17) Texas Pediatric Society (American Board of Pediatrics);
- (18) Texas Physical Medicine and Rehabilitation Society (American Board of Physical Medicine and Rehabilitation);
- (19) Texas Radiological Society (American Board of Radiology);
- (20) Texas Society for Gastroenterology and Endoscopy (American Board of Internal Medicine);

- (21) Texas Society of Anesthesiologists (American Board of Anesthesiology);
- (22) Texas Society of Medical Oncology (American Board of Internal Medicine);
- (23) Texas Society of Pathologists (American Board of Pathology);
- (24) Texas Society of Plastic Surgeons (American Board of Plastic Surgery);
- (25) Texas Society of Psychiatric Physicians (American Board of Psychiatry and
Neurology);
- (26) Texas Thoracic Society (American Board of Thoracic Surgery);
- (27) Texas Urological Society (American Board of Urology).

3.23 At-large members. At-large members shall be entitled to delegate representation in the House of Delegates and shall have the authority to elect one delegate for the first 100 at-large members or less and elect one additional delegate for each additional 100 at-large members or fraction thereof.

3.24 Nonvoting members. Delegates emeritus of the AMA delegation and the chair of TEXPAC shall be members of the House of Delegates. They may participate in debate, but may not make motions or vote.

3.25 Sections

3.251 International Medical Graduate Section. The House of Delegates shall have a section named the International Medical Graduate (IMG) Section. Any TMA physician member may become a member of the section, and IMG physicians who are TMA members are members of the section automatically. IMG physicians not wishing to participate in the section may have their names removed from the section's membership listing. The section shall have the authority to elect one voting delegate to serve in the House of Delegates. The section shall elect an alternate delegate who may serve as provided in 3.32. The section shall meet twice a year, directed by an elected governing council and governed by operating procedures approved by the House of Delegates. The operating procedures shall provide the purposes, organization, and procedures of the IMG Section.

3.252 Medical Student Section. The House of Delegates shall have a section named the Medical Student Section (MSS). The section shall comprise medical students who are members of the association. MSS chapters may be established at each Texas medical school. Each approved and active MSS chapter shall be represented in the House of Delegates by a voting delegate. The MSS shall elect an alternate delegate for each delegate, who may serve as provided in 3.32. The section and its chapters shall be governed by operating procedures approved by the House of Delegates. The operating procedures shall provide the purposes, organization, and procedures of the MSS and its chapters.

3.253 Resident and Fellow Section. The House of Delegates shall have a section named the Resident and Fellow Section (RFS). The section's membership shall comprise intern, fellow, and resident members of the association. The section shall have the authority to elect one voting delegate for every 1,000 section members, or fraction thereof, to serve in the House of Delegates. The RFS shall elect an alternate delegate for each delegate, who may serve as provided in 3.32. The section shall be governed by operating procedures approved by the House of Delegates. The operating procedures shall provide the purposes, organization, and procedures of the section.

3.254 Young Physician Section. The House of Delegates shall have a section named the Young Physician Section (YPS), which shall be composed of physician members of the Texas Medical Association who are younger than 40 or within the first eight years of professional practice, excluding residency and fellowships. The YPS shall have the authority to elect one voting delegate for every

1,000 section members, or fraction thereof, to serve in the house. The section shall elect alternate delegates who may serve as provided in 3.32. The section shall meet at least twice a year, directed by an elected governing council and governed by operating procedures approved by the House of Delegates. The operating procedures shall provide the purposes, organization, and procedures of the YPS.

3.30 Seating

3.31 Delegates. The Credentials Committee shall seat delegates and other members of the House of Delegates upon presenting their credentials certifying their right to membership in the house.

3.32 Alternates. If a delegate or councilor is unable to attend a session of the House of Delegates, or once seated, is unable to continue in attendance, he or she may be replaced by an alternate or vice councilor. Under such circumstances, the alternate (or other alternate elected or appointed by the society or section) may be seated in the delegate's stead by presenting acceptable verification to the Credentials Committee.

3.33 Appeals. The House of Delegates shall have full authority to decide the right of any claimant to membership therein, provided no provisions of this Constitution and Bylaws are violated in the decision. Any member of the association claiming a seat in the House of Delegates may appeal to the house from the adverse decision of the Credentials Committee.

3.40 Sessions

3.41 Regular. The House of Delegates shall meet in regular session at TMA's annual session. Elections shall be conducted only at the annual session, except as provided in 2.40.

3.42 Special. Special sessions may be held at any time or place upon call of the president at his or her discretion, or upon petition of at least 30 delegates. Special sessions shall be held in accordance with the provisions of the calls responsible for their convening.

3.43 Eligibility to attend. All meetings of the House of Delegates shall be open to members of the association, and for purposes of the Texas Non-Profit Corporation Act, these meetings shall be considered meetings of the membership. Executive sessions, when ordered, shall be open only to members of the House of Delegates and necessary staff.

3.44 Date for determination of members entitled to notice. For purposes of the Texas Non-Profit Corporation Act, the determination of whom shall receive notice of a House of Delegates meeting shall be made 60 days before that meeting.

3.45 Quorum. A majority of voting members shall be required to officially transact business. Past presidents who are active or emeritus members shall not be included in the quorum calculation.

3.50 Reference committees

Reference committees shall consist of at least five members. The speaker of the House of Delegates shall appoint the reference committee members and designate the chairs. They shall consider and report finally on all matters referred to them.

3.60 Other committees and officials

The House of Delegates shall have authority to appoint committees not mentioned in this Constitution and Bylaws and such officials as may be necessary for the conduct of its own affairs and not prohibited by this Constitution and Bylaws.

3.70 Business and protocol

3.71 Order of business. The speaker may call meetings to order whenever the Credentials Committee chair certifies to the speaker that a quorum is present.

The speaker shall arrange the order of House of Delegates business in advance of its meetings, and distribute the order to members before it convenes. The house shall organize and function in accordance with Article V.

3.72 Reports and resolutions

3.721 General. Officers, boards, councils, standing committees, House of Delegates sections, the TMA Alliance, TEXPAC, and other groups approved by the speakers submit reports to the House of Delegates. Only county societies, House of Delegates sections, and voting members of the House of Delegates may submit resolutions.

Reports and resolutions shall be prepared in advance of the session as provided in this section and shall be referred to the appropriate reference committee of the house without debate, except as provided in 3.722.

All questions pertaining to medical ethics shall be referred to the Board of Councilors without debate. All matters pertaining to appropriation of funds shall be referred to the Board of Trustees, with or without recommendation, directly or following submission to a reference committee.

The executive vice president shall receive all reports and resolutions, regardless of the source, before deadlines established by the speaker of the House of Delegates. Reports and resolutions received after the announced deadlines shall be considered late.

3.722 Late reports and resolutions. The House of Delegates cannot consider late reports and resolutions unless the authors plead urgency and the house provides a two-thirds affirmative vote for them to be accepted as business to be acted upon by the house.

3.723 New business. The introduction of new business on the last scheduled day of a session shall require unanimous consent by the house, except when presented by the Board of Trustees or the Board of Councilors. All new business so presented shall require three-fourths affirmative vote for adoption.

3.724 Distribution of business items. The speaker shall distribute all items of business to be acted upon by the House of Delegates, except items introduced and accepted during the session, as provided in 3.723, to house members and county medical societies in advance of each session.

3.73 Standing Rules. The House of Delegates shall have the authority to establish standing rules. The house shall be guided in its actions by its standing rules and this Constitution and Bylaws. In all instances not covered by this Constitution and Bylaws or its own standing rules, the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern.

3.74 Financial matters. The Board of Trustees shall approve all resolutions and recommendations of the House of Delegates that pertain to the expenditure of money before the same shall become effective. If the Board of Trustees fails to approve a request or recommendation of the house, the board shall make a full report at the next annual session of the House of Delegates setting forth the reasons for the board's action or lack thereof. Should the House of Delegates by vote again request action by the Board of Trustees concerning the association's business affairs, the Board of Trustees shall consider this request mandatory, and the board shall comply with the will of the House of Delegates before the next annual session.

CHAPTER 4. BOARD OF TRUSTEES

4.10 Qualifications

No person shall be elected as trustee who has not been an active member of the association for the preceding two years.

4.20 Duties

4.201 General. The duties of the Board of Trustees shall be as described in Article VI and in this chapter.

The Board of Trustees shall have the following responsibilities: (1) administer the affairs assigned to it by the House of Delegates; (2) advise association officers in the management of their activities; (3) between House of Delegates sessions, establish TMA policy subject to house approval at its next meeting, provided that Board of Trustees approval of a resolution or motion that contravenes TMA policy requires a three-fourths vote of the board; (4) implement the policies of the House of Delegates; and (5) monitor program activities of association councils and committees, submit an annual report to the House of Delegates recommending programs and priorities, ensure the timely implementation of association priorities and programs, and evaluate the effectiveness of these programs.

The board shall be responsible for financial matters, member services, supervision of staff organization and performance, long-range fiscal planning, strategic and program planning, and membership recruitment and retention.

The board shall be responsible for negotiations made on the association's behalf and, when necessary, provide emergency policy guidance if needed by negotiators.

4.202 Function as disaster board. In the event a catastrophe of national proportions such as war prevents the House of Delegates from acting, the Board of Trustees shall have the authority to receive and act on the reports of officers, boards, councils, and committees; to legislate; to elect and install officers; and to approve the president-elect's nominees for council positions in accordance with regulations applying to the House of Delegates. In case of national catastrophe, the Board of Trustees shall be considered a disaster board and shall be called into session.

4.203 Financial. The Board of Trustees shall have charge of all association properties and monies and shall manage its financial affairs after the manner and with the usual authority of boards of directors of corporations under the laws of the State of Texas. The Board of Trustees shall establish the

fiscal year.

The board shall be responsible for investing association monies in such a manner as may seem wise, and shall distribute the earnings accruing therefrom to the appropriate association funds. The trustees shall have the authority to receive contributions, for specific or general purposes, and shall dispose of said contributions in accordance with the terms of the donors, or its own judgment if there are no such terms.

The board shall have association accounts audited annually, or more often if deemed necessary, and shall make an annual report on the audit to the House of Delegates. The board shall publish a budget annually describing the association's various activities and enterprises.

The trustees may divide the General Fund into such funds as may be in the best interest of the association and may make appropriations to meet the association's requirements. The trustees shall maintain a reserve to provide financial resources for emergency use.

4.204 Appointment of Executive Vice President. An executive vice president shall be employed by and shall be under the direction of the board.

The executive vice president serves as the association's chief executive officer, and in that capacity, has the responsibility to: (1) implement actions of the House of Delegates, Board of Trustees, and other boards, councils, and committees; (2) assist officers in the formulation of policies; (3) appoint, organize, direct, and coordinate TMA staff; (4) provide staff support for boards, councils, and committees, and serve as advisor to them; and (5) maintain and enhance internal and external relationships. The executive vice president may be assigned other duties and responsibilities as directed by the House of Delegates or the Board of Trustees.

The executive vice president shall receive, give receipt for, and make record of all monies and property coming into the possession of the association and shall supervise the expenditure of funds as authorized by the board. The executive vice president shall be bonded to the extent and in the manner required by the Board of Trustees.

The executive vice president shall maintain records and data pertaining to the medical profession of Texas, with particular reference to membership in the association. These records shall not be made public except by and with the consent of the individuals concerned or upon direct orders from the Board of Councilors.

The executive vice president shall report to the House of Delegates the transactions of the executive vice president's office.

4.205 Fill vacant Secretary/Treasurer position. The Board of Trustees shall fill any vacancy, for any reason, in the office of secretary/treasurer until the next annual session of the House of Delegates. If, however, a vacancy occurs during the course of any House of Delegates meeting, it may be filled at that meeting by house election.

4.206 Superintend *Texas Medicine*. The Board of Trustees shall provide for and superintend the publication of *Texas Medicine* and all proceedings, transactions, and memoirs of the association. It shall have full discretionary powers to publish in whole or in abstract any submitted scientific paper, article, editorial, advertising, or any other material.

4.207 Superintend TEXPAC. The Board of Trustees shall provide general policy and operational supervision of the Texas Medical Association Political Action Committee (TEXPAC). The TEXPAC Board of Directors shall report to the Board of Trustees and function under operating rules approved by the Board of Trustees. Members of the TEXPAC Board of Directors shall be appointed by the Board of Trustees.

4.208 Liaison with Texas Medical Association Alliance. The Texas Medical Association Alliance (TMAA) is composed of county organizations of Texas physician spouses and is governed by its own bylaws. One of TMAA's objectives is to assist the association with its programs on advancing medicine and public health. To provide a connection between the alliance and the association, alliance reports may be presented and transmitted to the House of Delegates and to the Board of Trustees. Alliance representatives also serve as special appointees to councils and committees as provided in 10.30.

4.209 Appoint Texas Medical Association Foundation Board of Trustees. The Texas Medical Association Foundation (TMAF) is the philanthropic arm of TMA and is governed by its own bylaws and a board of trustees whose members are appointed by the TMA Board of Trustees. The foundation provides funding for public health programs recommended by the association, and those generated by the foundation and approved by TMA. Projects funded by the foundation focus on TMA's public health and science priorities selected on their ability to target Texas' urgent health needs.

4.30 Composition

The board shall be composed of nine at-large members and one young physician elected by the House of Delegates, one resident member, one student member, and, as ex officio members: the president, president-elect, immediate past president, secretary/treasurer, speaker of the House of Delegates, and vice speaker of the House of Delegates. The resident member and student member shall be appointed annually by a process developed by the Board of Trustees and the Resident and Fellow Section and Medical Student Section, respectively, to serve a one-year term.

At-large members and the young physician member shall not serve as members of other association boards, councils, or standing committees. Trustees and the young physician member may, however, serve as delegates or alternate delegates to the American Medical Association. All members of the Board of Trustees shall be ex officio members of the House of Delegates.

4.40 Term, tenure, and vacancies of at-large members

The term of service of at-large members of the Board of Trustees shall be three years. Tenure of service as an at-large member of the board, by election and by appointment, shall not exceed three terms, provided that serving as much as one year of the three-year term shall be considered serving a full term. The term of service of the young physician member on the Board of Trustees shall be two years and shall not be eligible for reelection. The two-year young physician term shall not count toward the lifetime service limit of 10 years on the Board of Trustees. Tenure of service as the young physician member on the board, by election, shall not exceed one term, provided that serving as much as half of the two-year term shall be considered serving a full term.

Total lifetime service on the Board of Trustees whether as an at-large or ex officio member shall not exceed 10 years excluding terms served as the young physician, resident, or student member.

The president shall fill vacancies in the offices of at-large members of the Board of Trustees until the

next annual session of the House of Delegates, at which time election for the unexpired term shall be held. If, however, a vacancy occurs during the course of any House of Delegates meeting, it may be filled at that meeting by house election.

4.50 Officers and committees

At the first meeting of the Board of Trustees following adjournment of the annual session, the board shall elect a chair, vice chair, and a secretary, and the chair shall appoint such committees as may seem necessary or desirable.

4.60 Meetings

The board shall hold regular meetings. Special meetings of the board may be called at any time by the chair, the TMA president, or by four members of the board upon written or personal notice at least five days before such meeting is to be held.

A majority of voting members shall be required to transact business.

A trustee vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by a combination of those methods. Action may be taken without a meeting if a signed written consent stating the action to be taken is received from a majority of voting members.

4.70 Attendance

If any member of the Board of Trustees, except the president and president-elect, fails to attend two consecutive, regularly scheduled meetings of the board, the member shall be dropped from board membership but may be reinstated by the board upon petition by the member. Petitions for reinstatement must be received by the board within 30 days of the time the vacancy is declared. Any vacancies thus created shall be filled according to the provisions of 4.40.

CHAPTER 5. BOARD OF COUNCILORS

5.10 Qualifications

No person shall be elected as councilor who has not been an active member of the association for the preceding two years.

5.20 Duties

5.201 General. The duties of the Board of Councilors shall be as specified in Article VII and in this chapter.

5.202 Interpret bylaws. The board shall be the final judge of the construction and interpretation of any provision of the constitution and bylaws of a county medical society and/or the association, and of any rule, regulation, or code covered thereby.

5.203 Issue charters. The board shall authorize the issue of charters to county societies and shall direct the executive vice president of the association to issue such charters, as provided for in 12.102.

5.204 Revoke charters. The board shall have the authority to revoke the charter of a county society for (1) failure or refusal to comply with the provisions of this Constitution and Bylaws; (2) failure to remit the dues of at least five members; (3) failure or refusal to exact of its members conformity with the Principles of Medical Ethics of the American Medical Association; or (4) failure to enforce the rule against fee splitting, as set out in 15.30. The board shall have further authority to revoke the charter of any component county society that, in the estimation of the board, is antagonistic to and in conflict with the letter and spirit of this Constitution and Bylaws.

5.205 Divide multi-county societies. The board may, in its discretion, after proper application has been received therefor, divide a multi-county society into two or more societies when a majority of the members from one or more of the involved counties makes proper application therefor, or when in the judgment of the Board of Councilors such action would benefit the profession of medicine. Nothing in this section shall be construed to allow a county medical society incorporating only one county to be divided into more than one county medical society.

5.206 Realign county societies. The Board of Councilors may, upon application, permit the members practicing in one or more counties of a multi-county society to separate from that society and unite with an adjacent county society. A majority of the members practicing in the county or counties desiring realignment, a majority of the members from the county with which union is desired, and a majority of the county societies from which separation is requested must approve the realignment.

5.207 Consolidate county societies. The board may consolidate two or more county societies when a majority of all members from each of the county societies makes application therefor, or when, in the judgment of the board, such action would benefit the profession and the association.

5.208 Create and dissolve branch societies. The board shall approve the creation and dissolution of branch societies as provided in 12.108.

5.209 Approve county constitution, articles of incorporation, and bylaws. The board shall approve the constitution or, if incorporated, articles of incorporation, and bylaws of county societies and any amendments thereto as provided in 12.20.

5.210 Evaluate Distinguished Service Award. The board shall evaluate and approve nominations for the TMA Distinguished Service Award.

5.211 Publish hearings and disciplinary procedures manual. The board shall publish a manual describing procedures that county medical societies and the board shall use in conducting disciplinary investigations, hearings, and appeals.

The manual shall represent official association policy on all aspects of member discipline, shall be approved by the House of Delegates, and may be amended only by formal action of the House of Delegates.

The manual shall be distributed periodically to each county medical society and its executive officers, including chairs of boards of censors and public grievance committees. The association shall provide copies to any member upon request.

5.212 Serve as Board of Censors. The board shall constitute the association's Board of Censors. The board shall receive and hear appeals of individual members from the disciplinary action taken by component county medical societies pursuant to the provisions of the disciplinary procedures manual.

5.213 Act on appeals and complaints from county societies and members. The board may receive and hear appeals of component county societies from decisions of individual councilors. The board may receive and hear complaints and consider questions involving members or component county medical societies of the association upon complaints and questions of an ethical nature for which there exists no defined appellate procedure in this Constitution and Bylaws or the disciplinary procedures manual. The board also shall receive and hear those appeals provided for in 1.40. The board, in those instances in which local action has not or cannot be taken or in questions involving two or more component county medical societies, may, after due notice and investigation, take original jurisdiction in any matter involving any TMA member for violating this Constitution and Bylaws, for violating the AMA Principles of Medical Ethics, or for violating the ethical policies of the Texas Medical Association.

With the exception of the rules of procedure set forth in the disciplinary procedures manual governing the appeal of a member from the disciplinary action of a component county medical society, all other appeals or hearings before the board shall be governed by such rules of procedure as may be adopted or provided for in 5.212.

The decision of the board in all such cases shall be final, except that a member or a component county society may appeal to the Council on Ethical and Judicial Affairs of the American Medical Association in accordance with the bylaws of that organization.

Complaints of members against each other or component county societies coming before the House of Delegates shall be referred to the Board of Councilors without debate. The board shall report to the House of Delegates on all such matters so referred as promptly as circumstances permit.

5.214 Discipline. The board may censure, place on probation, or expel any member of the association found guilty of violations described in 5.213.

5.215 Reports to House of Delegates. When indicated, the board shall present to the House of Delegates a comprehensive report on the state of the profession throughout Texas, and the condition of component county societies, councilor districts, and the association.

5.216 Rules of procedure. The board shall provide its own rules of procedure, provided the said rules of procedure do not conflict with this Constitution and Bylaws, the Constitution and Bylaws of the American Medical Association, or the Principles of Medical Ethics of the American Medical Association.

5.217 Issue opinions. The board may issue opinions on matters of medical ethics. Opinions the board adopts shall be reported to the House of Delegates.

5.30 Composition

5.31 Members. The board shall consist of the councilors for the several councilor districts. Councilors shall not serve as members of other association boards, councils, or standing committees, but may serve as delegates or alternate delegates to the American Medical Association. Councilors shall be ex officio members of the House of Delegates.

5.32 Officers. The board shall elect its own administrative officers, including a chair, a vice chair, and a secretary.

5.33 Vacancies. Vacancy of a councilor position shall be filled by elevation of the vice councilor to the councilor position. In the event of simultaneous vacancies of a councilor and vice councilor, the councilor position shall be filled promptly by presidential appointment. The vice councilor position shall be filled by the election process as set forth in 7.24 as soon as feasible.

5.40 Councilors

5.41 Duties.

(1) It shall be the duty of each councilor to organize county societies in the district whenever opportunity may offer and the best interests of the profession may require, and in a general way, advise and supervise county societies in the conduct of the affairs of medicine in their respective jurisdictions.

(2) Councilors shall receive and, if possible, decide matters that the component county societies have brought on appeal to the councilor. Appeals that the councilor cannot decide shall promptly be passed on to the Board of Councilors. Councilors shall resolve, if possible, complaints made by members of component county societies or by physicians in the district who are not members and who feel that they have grievances against a component county society.

(3) As provided in 7.24, the councilors of each district shall supervise the election process of new vice councilors.

(4) Councilors shall cooperate with TMA officers, councils, and committees in performing their respective duties when called upon, and particularly insofar as they pertain to the district.

5.42 Term and tenure. The term of office of councilors shall be three years, and their election shall be arranged in such manner that one-third, as nearly as possible, shall be elected each year. Tenure of office as councilor shall not exceed three terms, provided that serving as much as two years of the three-year term shall be considered serving a full term.

5.43 Attendance. Any councilor who fails to attend two consecutive regularly scheduled meetings of the board shall be dropped from such membership but may be reinstated by the board upon petition by the member. Petitions for reinstatement must be received by the board within 30 days of the time the vacancy is declared. Any vacancies thus created shall be filled according to the provisions of 7.23.

5.50 Vice Councilors

5.51 Duties. Vice councilors shall assist councilors in the performance of their duties and shall have the authority of councilors only when acting in the place of the councilor.

5.52 Term and tenure. The term of office of the vice councilor shall correspond with the current term of office of the councilor of the district.

5.53 Attendance. Any vice councilor who fails to attend two consecutive, regularly scheduled meetings of the board shall be dropped from such membership but may be reinstated by the board upon petition by the member. Petitions for reinstatement must be received by the board within 30 days of the time the vacancy is declared. Any vacancies thus created shall be filled according to the provisions of 5.54.

5.54 Election. A vice councilor shall be elected to office during the 60 to 90 days prior to the annual session when a vacancy is to occur or at any time should the position become vacant as set forth in 7.23. Vice councilors shall not serve as members of other association boards, councils, or standing

committees, but may serve as delegates or alternate delegates to the American Medical Association. No person shall be elected as vice councilor who has not been an active member of the association for the preceding two years.

5.60 Meetings and quorums

The board shall hold such meetings as it may deem necessary, provided that at least one meeting is held during each annual session of the association, at which meeting any physician who has a proper grievance shall be allowed to appear and be heard by the board.

A majority of councilor districts being represented by either a councilor or a vice councilor voting as a meeting shall be required to officially transact business.

Voting members include councilors, vice councilors, and Resident and Fellow Section (RFS) and Medical Student Section (MSS) special appointees.

A councilor, vice councilor, or special appointee vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by a combination of those methods. Action may be taken without a meeting if a signed written consent stating the action to be taken is received from a majority of voting members.

CHAPTER 6. DELEGATION TO THE AMA

6.10 Duties

The Delegation to the AMA shall represent TMA policy at meetings of the American Medical Association House of Delegates, and at other times as appropriate. When specific TMA policy is not available for reference, the delegation shall represent the perceived best interests of TMA. The delegation shall support TMA resolutions approved by the TMA House of Delegates for presentation to the AMA House of Delegates and may initiate resolutions on its own providing the resolutions are consistent with TMA policy. The delegation shall be governed by operating procedures approved by the TMA House of Delegates. The operating procedures shall provide the purposes, organization, and procedures of the delegation.

6.20 Composition

Delegates and alternate delegates to the American Medical Association shall be elected in accordance with the bylaws of that organization (also see 7.25). Resident physician and medical student members of TMA may serve as delegates and alternate delegates to the AMA, provided they meet AMA service requirements. One alternate delegate position shall be designated for a resident physician, and one alternate delegate position shall be designated for a medical student. Term of service for the designated resident position and medical student position shall be until the next annual session, with assumption of office as stated in 7.50.

In the event that the number of seats for AMA delegates allotted to TMA decreases, a corresponding number of delegates with the shortest tenure shall become alternate delegates.

In the event that after such reapportionment there are more alternate delegates than seats for delegates, the corresponding number of alternate delegates with the shortest tenure on the AMA

delegation shall be dropped. However, two alternate delegate positions shall continue to be designated, one for a resident physician and one for a medical student; and neither the resident physician nor medical student currently serving in the designated positions shall be dropped.

Delegates emeritus may be appointed and reappointed by the president, upon recommendation of the delegation chair, from delegates who maintain active or emeritus membership and who have demonstrated continued competence and value to the delegation. The term of delegate emeritus shall be two years and shall be consistent with the term of AMA delegates.

6.30 Attendance

Any AMA delegate or AMA alternate delegate who fails to attend two consecutive regularly scheduled meetings of the AMA (annual and interim meetings) shall be dropped from such membership but may be reinstated by the AMA delegation upon petition by the member. Petitions for reinstatement must be received by the delegation within 30 days of the time the vacancy is declared. Any vacancies thus created shall be filled according to the provisions of 6.40.

6.40 Vacancies

Delegate vacancies may be filled by presidential appointment of an alternate delegate or by election at the next annual session of the TMA House of Delegates. Alternate delegate vacancies shall be filled by election at the next annual session of the TMA House of Delegates. If, however, a vacancy occurs during the course of any House of Delegates meeting, it may be filled at that meeting by house election.

6.50 Meetings

The delegation shall hold such meetings as it may deem necessary. A majority of voting members shall be required to transact business.

CHAPTER 7. ELECTIONS

7.10 Authority to elect

The House of Delegates shall elect all officers and fill by election other positions cited in this chapter.

7.20 Positions to be elected

7.21 Officers. The House of Delegates shall elect the president-elect, and the speaker and vice speaker of the House of Delegates annually.

The house shall elect the secretary/treasurer every third year.

7.22 Trustees. The House of Delegates shall elect all needed at-large trustees each year and one young physician member of the Board of Trustees every two years.

7.23 Councilors. The House of Delegates shall elect at least five councilors each year. When a councilor position becomes vacant, the district vice councilor shall be elevated to councilor and his or her name shall be submitted for confirmation by the house.

7.24 Vice councilors. At least five vice councilors, having been elected by their respective councilor districts, shall be confirmed by the House of Delegates each year. The councilor of each district shall supervise the election process of new vice councilors.

7.25 Delegates and alternate delegates to AMA. The House of Delegates shall elect all needed delegates and alternate delegates to the American Medical Association.

Delegates and alternate delegates to the American Medical Association shall be elected in accordance with the bylaws of that organization.

7.26 Council vacancies due to expiring terms. Council positions becoming vacant due to the expiring terms of members shall be filled by election of the House of Delegates upon nomination of the incoming president.

7.30 Time of elections

The House of Delegates shall hold elections at its annual session, except as provided in 2.40.

7.40 Method of election

7.41 Nominations. Nominations shall be by members of the House of Delegates and shall be made in accordance with the TMA Election Process as adopted by the House of Delegates. Nominating speeches shall conform to protocols established by the Speaker of the House of Delegates.

7.42 Balloting. All elections shall be by secret ballot, and a majority of the votes cast shall be necessary to elect. When there are three or more nominees for a single position, the one receiving the least number of votes on each ballot shall be dropped until one of the said nominees receives a majority vote. When there is only one nomination, vote may be by acclamation.

When (1) two or more vacancies exist, and (2) there are three or more nominees, election procedures are as follows:

7.421 First ballot. All nominees shall be listed in a randomly determined sequence on a single ballot, regardless of the length of term. Each elector shall have as many votes as there are positions to be filled, and each vote must be cast for a different nominee. No ballot shall be counted if it contains fewer or more than the number of votes to be cast, or if the ballot contains more than one vote for any nominee. Nominees who receive (1) a vote on a majority of the legal ballots cast and (2) the highest majorities shall be elected to the vacancies to be filled. When there are varying term lengths of positions to be filled, those receiving the highest majorities shall be elected to the longer terms.

7.422 Run-off ballot. The house shall hold a run-off election to fill any vacancy that cannot be filled because of a tie vote, or, when necessary, to resolve any ties to determine which candidate(s) shall be elected to which term.

7.423 Subsequent ballots. If all vacancies are not filled on the first ballot and three or more positions are still to be elected, the number of nominees on subsequent ballots shall be no more than twice the number of remaining vacancies less one. The nominees on subsequent ballots shall be determined by retaining those who received the greater number of votes on the preceding ballot and eliminating those nominees who received the fewest number of votes on the preceding ballot, except

when there is a tie. When two or fewer positions are still to be elected, the number of nominees on subsequent ballots shall be no more than twice the number remaining vacancies, with the nominees determined as indicated in the preceding sentence. On any subsequent ballot, the electors shall cast as many votes as there are positions yet to be elected, and must cast each vote for a different nominee. In any subsequent ballot, if no nominee receives a majority, the nominee receiving the least number of votes shall be dropped. This procedure shall be repeated until all vacancies have been filled.

7.50 Assumption of office

All officers, trustees, councilors, and vice councilors shall assume office at the adjournment of the House of Delegates meeting at the annual session. New members of councils and committees shall begin their terms at the conclusion of the annual session. Delegates and alternate delegates to the American Medical Association will assume office on Jan. 1 of the year following their election, except those who are appointed or elected to fill vacancies, in which case they will assume office immediately upon selection. The resident physician and medical student elected to fill the designated alternate delegate positions on the delegation to the AMA will assume office at the conclusion of the annual session at which they are elected.

CHAPTER 8. ANNUAL SESSION

8.10 Time and place

The association shall hold an annual session in the spring of each year at such time and place as may be established by the House of Delegates or the Board of Trustees. The Board of Trustees shall have the authority to change the annual meeting time and place to meet unforeseen emergencies.

8.20 Session content

The session may consist of meetings of the House of Delegates, scientific programs, and special programs.

8.30 Program

The order of exercises and meetings as published in the official program shall be followed from day to day until completed. The House of Delegates shall meet at such time and place as may be decided upon by its own act.

8.40 Duty of related organizations

Related organizations shall be encouraged to meet at times that do not conflict with the scheduled scientific programs of the association.

8.50 Duty of host societies

Host societies shall not plan or furnish any entertainment to association members and guests that could in any way interfere or conflict with the official program.

8.60 Member attendance

Members attending annual session shall verify their membership at the time of registration. If association records do not reflect current membership status, the individual may attend by paying the stated nonmember registration fee.

8.70 Nonmember attendance

8.71 Guests. Any physician or scientist ineligible for membership in the association may become a guest during any annual session on invitation of the president, and shall be accorded the privilege of participating in all the scientific work and social activities for that session.

For purposes of general education, persons who are not physicians may be invited as guests of the association to appear on the TMA program.

8.72 Visitors. Members of other state medical associations, physicians entitled to register in any capacity at the TMA Annual Session, or other individuals who are invited to attend any association meetings may be registered as visitors, and as such, shall be privileged to participate in the social and general activities of the session. Family members of these individuals also may participate.

8.73 Nonmember participants. Any person of scientific attainment may be invited to the meeting.

CHAPTER 9. COUNCILS

9.10 Authority to establish or discharge

Councils may be established or discharged only by a two-thirds vote of the House of Delegates.

Any association member or component may recommend in writing to establish or discharge a council to the Board of Trustees. The board will decide whether such recommendation will be forwarded to the House of Delegates for action.

9.20 Duties

Councils shall assist in carrying out the purposes and activities of the association.

9.30 Composition

9.31 Number of members. Councils may consist of nine to 15 members.

9.32 Term and tenure. The term of service shall be three years, and the terms shall be staggered. Tenure of service shall not exceed two terms; serving as much as two years, whether by election or appointment, shall constitute a full term. The term for a member of the Council on Legislation shall begin on June 1, or at the end of the regular session of the Texas Legislature, whichever occurs last.

9.33 Selection of members. Council members shall be elected or appointed in accordance with the provisions of 2.31, 2.32, and 9.34.

9.34 Dual service. No council member shall serve simultaneously as a member of another association board, council, or standing committee. Council members may serve as members of the Interspecialty Society Committee and may serve as delegates or alternate delegates to the American

Medical Association.

9.35 Chairs

9.351 Duties. Council chairs shall organize the work of the council, preside at meetings, prepare and present required reports to the House of Delegates and other association entities, as indicated; and cooperate with the officers in achieving the association's purposes and long- and short-term goals.

9.352 Appointment and term. The incoming president shall appoint chairs when such positions become vacant. The president shall fill interim vacancies. Chairs shall be appointed for one two-year term or to the end of their tenure, whichever is less, and shall not be eligible for continued reappointment. Only TMA members shall be eligible to serve as chair of the Council on Health Promotion.

9.353 Member of House of Delegates. The chair of a council shall be ex officio a member of the House of Delegates.

9.36 President as member. The president shall be an advisory member of all councils.

9.37 Consultants. Consultants may be designated to serve as resource individuals. These individuals may or may not be members of the association. Consultants may participate in discussion but shall not have the right to make motions or vote. The president shall make initial appointments, and service may continue at the president's discretion.

9.38 Special appointees. The president may designate special appointees as provided in this section and in 10.30. Members of the Council on Health Promotion who otherwise do not qualify for association membership (as stated in 1.11) shall have full rights of participation on the council, including the right to vote.

9.40 Meetings, attendance, and quorums

A council shall meet upon call of its chair, at least once a year.

If any member fails to attend two consecutive scheduled meetings, the position shall be declared vacant.

A majority of voting members to include medical student, Resident and Fellow Section (RFS), and Texas Medical Association Alliance (TMAA) special appointees, if present, (see Section 10.30), shall be required to officially transact business.

A council member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by a combination of those methods. Action may be taken without a meeting if a signed written consent stating the action to be taken is received from a majority of voting members.

9.50 Reports from; referrals to

Councils shall provide information and submit recommendations to the House of Delegates on matters relating to the areas of responsibility assigned to them under the provisions of these bylaws. The Board of Trustees may make recommendations regarding these reports. (Also see 4.101(5).)

The House of Delegates, Board of Trustees, and other association components may make referrals to councils.

9.60 Functional overlap

The Board of Trustees shall resolve any areas of functional overlap between councils.

9.70 Committees

Councils may have committees as provided in 10.10 and 10.50.

9.80 Councils of the association

9.801 Council on Constitution and Bylaws. The council shall be a fact-finding and advisory body on matters pertaining to the Constitution and Bylaws. The council shall be responsible for long-range organizational planning. Recommendations may be made at the council's initiative. Appropriate matters may be referred to the council by the House of Delegates, Board of Trustees, the president, other councils and committees, and individual county societies.

9.802 Council on Health Care Quality. The council shall (1) proactively provide a physician role in the establishment of policy surrounding the clinical and attributive aspects of quality improvement, patient safety, and performance measurement; (2) provide education and resources via establishment of localized Quality and Patient Safety Centers of Excellence, more CME offerings, and expanded TMA quality and patient safety websites; (3) prepare physicians for the upcoming quality/value-based reimbursement challenges by addressing physicians' clinical responsibility and how the new changes will affect their practice of medicine; (4) educate physicians regarding opportunities to use federal and state incentives to improve their patient outcomes; (5) advocate to the state and federal government regarding impediment(s) that small practices face in implementing quality improvement, patient safety, and performance measurement, and provide recommendations wherever possible; and (6) provide a forum for all the stakeholders in Texas that encourages quality improvement and improved patient safety via evidence-based, transparent, and standardized performance measurement and methodologies.

9.803 Council on Health Promotion. The council shall plan and oversee programs and activities that enable TMA, TMA Alliance, and TMA Foundation to improve the health of all Texans. The council shall be composed of nine TMA member physicians, three alliance members, and three members representing the TMA Foundation.

9.804 Council on Health Service Organizations. The council shall study, make recommendations, and initiate activities related to the organization and services of all facilities utilized in the continuum of health care services including emergency service units, ambulatory surgery centers, hospitals, and skilled nursing, long-term care and assisted living, hospice, home care, and other treatment facilities. The council shall recommend policy and conduct appropriate activities in the areas of medical staff governance and physician relations with the administration and governing boards of health care institutions, accreditation and licensure of facilities, and provision of care across the continuum. The council also shall represent the association in its relationships with organizations and agencies concerned with the problems of aging and shall promote education in geriatrics.

9.805 Council on Legislation. The council shall concern itself with legislative matters on both the

state and national level. The council shall report to the House of Delegates and/or the Board of Trustees, and shall act as the association's representative in carrying out legislative policy as established by those bodies. When legislative questions arise between sessions of the House of Delegates and/or the Board of Trustees, the Council on Legislation shall have the authority to establish interim legislative positions for the association. The council shall receive all reports and recommendations dealing with legislation from boards, councils, and committees and shall have the responsibility of implementing those recommendations subsequently adopted as association policy.

9.806 Council on Medical Education. The council shall (1) coordinate the association's medical education activities; (2) study and make recommendations on the content of and opportunities for physician education programs at the undergraduate and graduate levels; (3) evaluate and accredit continuing medical education programs; (4) develop programs that provide for adequate numbers of appropriately trained physicians and allied health personnel in the state; (5) encourage careers in medicine and allied health fields, and monitor trends in allied health professional categories and determine their appropriateness; (6) evaluate licensure provisions; (7) utilize appropriate association resources to enhance and promote quality medical education in the state; and (8) maintain liaison and promote understanding between the association and Texas medical students, interns, and residents.

9.807 Council on Practice Management Services. The council shall oversee all association practice management services provided directly to physicians and their staff.

9.808 Council on Science and Public Health. The purposes of the council shall be to (1) advance the scientific basis of medical practice, (2) anticipate high-priority public health and medical science issues and develop policy on these issues, (3) advance the association as a leader in medical science and public health advocacy, (4) provide physicians evidence-based public health and scientific information, and (5) communicate association policy and expertise on public health and medical science.

9.809 Council on Socioeconomics. The council shall study, make recommendations on, and engage in appropriate activities related to the socioeconomic aspects of medical care; specifically, those concerned with (1) delivery systems, regulations, and controls imposed by government and other third parties; (2) health planning; (3) insurance; (4) reimbursement mechanisms; (5) quality review; and (6) data management. The council shall maintain liaison with private and governmental agencies involved in medical socioeconomic matters.

CHAPTER 10. COMMITTEES

10.10 Authority to establish and duties

The House of Delegates or other authorities may establish committees to assist in carrying out the association's purposes and activities.

10.20 Classifications of committees

10.21 Standing

10.211 Criteria for establishing and method of continuation. Only the House of Delegates may establish standing committees. Prior to considering the establishment of a standing committee, the house shall ensure that the following procedures have been followed. The council recommending a committee must first submit to the Board of Trustees a description that includes (1) a specific purpose

for the committee; (2) a specific program for the committee; (3) a specific expected result of the committee's activities; (4) a specific time limitation, not exceeding three years, for the committee's existence; (5) a specific cost estimate; and (6) the number of members to be appointed to the committee. The House of Delegates shall act on the recommendation of the Board of Trustees.

Standing committees shall be discharged at the expiration of three years unless the parent council or board petitions the Board of Trustees. The House of Delegates shall act on the recommendation of the Board of Trustees.

10.212 Membership

a. Number of members. There shall be nine members of each standing committee, with the exception that, according to Section 10.211, the House of Delegates, acting upon recommendation of the Board of Trustees, may specify a greater or lesser number of members for certain committees.

b. Term and tenure. Except as provided in this subsection, the term of service shall be for three years, and the terms shall be staggered. Tenure of service shall not exceed two terms; serving as much as two years shall be considered a full term. Tenure for the Committee on Physician Health and Wellness shall be three terms. Term and tenure for members of the Interspecialty Society Committee shall be as stated in 3.226. Term for the resident and student members on the Committee on Membership shall be one year; tenure shall be three terms.

c. Appointment; vacancies. At the time the president assumes office, he or she shall make committee member appointments, except for Interspecialty Society Committee members, who are selected by the specialty society they represent. Interim vacancies shall be filled by presidential appointment.

d. Attendance. If any member of a standing committee fails to attend two consecutive scheduled meetings, the position shall be declared vacant.

e. Dual service. No committee member shall serve simultaneously as a member of another association board, council, or standing committee. Committee members may serve as delegates or alternate delegates to the American Medical Association.

10.213 Reporting. All standing committees shall report to a specific council or board as designated in 10.50 and 10.60. The council or board will forward all such reports unchanged to the House of Delegates, making such recommendations regarding the reports as appropriate.

10.214 Meetings and quorums. Should any standing committee meet less than twice during the entire year between the end of one annual session and the end of the following annual session of the association, the committee shall be abolished.

A majority of voting members to include medical student, Resident and Fellow Section (RFS), and Texas Medical Association Alliance (TMAA) special appointees, if present (see Section 10.30), shall be required to officially transact business.

A committee member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by a combination of those methods. Action may be taken without a meeting if a signed written consent stating the action to be taken is received from a majority of voting members.

10.215 Chairs

a. Duties. Standing committee chairs shall organize the work of their committees; preside at meetings; prepare and present required reports to parent councils, the House of Delegates, and other association entities, as indicated; and cooperate with the officers in achieving the association's purposes and long- and short-term goals.

b. Appointment and term. The incoming president shall appoint chairs when such positions become vacant. The president shall fill interim vacancies. Chairs shall be appointed for one two-year term or to the end of their tenure, whichever is less, and shall not be eligible for continued reappointment except for the chair of the Committee on Physician Health and Wellness.

10.22 Ad hoc. Ad hoc committees for specific tasks are encouraged at all association levels. These committees shall consist of as many members as the president, appointing board, council, or standing committee deem necessary. The tenure of an ad hoc committee shall be for a limited period of time, normally not to exceed one year.

10.30 Special appointees

Special appointees may be designated to other organizations at the discretion of the president. Appointees shall establish liaison between the association and these organizations.

At the discretion of the president, representatives recommended by the RFS, Medical Student Section (MSS), and TMAA may be designated special appointees to association councils and committees. Appointments shall be made by the president for one year. Resident and Fellow Section and Medical Student Section representatives shall have voting privileges; voting privileges may be granted to alliance members at the discretion of the council or committee to which they are appointed.

10.40 Consultants

Standing and ad hoc committees may have consultants as provided in 9.37.

10.50 Standing committees of councils

Standing committees shall report to councils as follows.

10.51 Council on Medical Education

10.511 Committee on Continuing Education. The committee shall (1) monitor and study trends and issues in continuing medical education and recommend TMA policy as needed; (2) promote high-quality continuing medical education programs for physicians throughout the state; (3) review and evaluate the continuing medical education needs of Texas physicians; (4) monitor the planning, development, evaluation, and designation of credit hours for all association activities carrying Category 1 credit of the Physician's Recognition Award of the American Medical Association; (5) maintain the association's continuing medical education program standards as required by the Accreditation Council for Continuing Medical Education; and (6) administer the association's voluntary accreditation and joint sponsorship programs.

10.512 Committee on Physician Distribution and Health Care Access. The committee shall (1) monitor the pipelines that prepare physicians for the state's workforce and analyze trends for physician demographics and practice characteristics; (2) identify the forces affecting the distribution of physicians and other critical health care professionals, and impediments in accessing medical care; (3) monitor the incentive and support programs for physicians seeking practice opportunities in medically

underserved areas; (4) monitor the distribution and employment trends for non-physician practitioners and other high-priority health professionals; and (5) serve as a resource for information on physician workforce trends.

10.52 Council on Science and Public Health

10.521 Committee on Cancer. The purposes of this committee shall be to (1) supervise any activities of the Texas Medical Association related to cancer; (2) inaugurate and promote educational movements among physicians and the public for the control of cancer; and (3) advise on cooperative activities with other groups and agencies having an interest in the field.

10.522 Committee on Child and Adolescent Health. The purposes of this committee shall be to (1) focus on issues relating to children and adolescents including those with disabilities; (2) serve as the association's source of advice concerning children and adolescent health problems; (3) provide liaison and cooperative activities with other professional and lay groups working in this field; (4) promote policies that encourage the development of healthy youth; and (5) define problems and make recommendations concerning the quantity, quality, and utilization of health care services for these groups.

10.523 Committee on Emergency Medical Services and Trauma. The purposes of the committee shall be to (1) work with all parties in the formulation, initiation, and maintenance of community plans for emergency medical services leading to statewide coverage; (2) provide liaison between the Texas medical community and government agencies concerned with emergency medical care; (3) educate and inform Texas physicians on the developments in emergency medical services at national and state levels; (4) identify and review state health programs relating to emergency medical services, injury prevention, and trauma care; (5) participate in, and provide physician input to, these state health programs; (6) maintain liaison with government agencies devoted to preparation and execution of plans in the event of any occurrence of catastrophic proportions, and educate Texas physicians about plans for medical care in disaster situations; (7) study, evaluate, and make recommendations regarding trauma and related problems, including accidents and physical abuse resulting in trauma; and (8) study, evaluate, and make recommendations regarding the development and funding of a statewide trauma system.

10.524 Committee on Infectious Diseases. The purposes of this committee shall be to (1) conduct activities that will educate the profession and the public on the prevalence, detection, diagnosis, and treatment of infectious diseases, including but not limited to sexually transmitted diseases, HIV, tuberculosis, and other emergent infectious agents; (2) monitor and report on the effectiveness of local, state, and national disease control programs; (3) cooperate with the Texas Department of State Health Services and other medical and lay organizations involved in control programs; and (4) monitor and develop appropriate legislation with regard to infectious diseases.

10.525 Committee on Reproductive, Women's, and Perinatal Health. The purposes of this committee shall be to: (1) address issues related to reproductive, women's, and perinatal health; (2) review laws, regulations, and activities that have an impact on reproductive, women's, and perinatal health in the state; (3) serve as the association's source of advice concerning reproductive health, women's health, and perinatal health issues; (4) collaborate with other professional organizations and governmental agencies working in these areas; and (5) study issues prioritized by the committee and make recommendations related to activities, policy, and education.

10.53 Council on Socioeconomics

10.531 Committee on Medical Home and Primary Care. The purposes of this committee shall be to (1) promote the medical home and integration of primary care, community care, and public health; (2) facilitate communication between physicians of all specialties on issues related to primary care; (3) monitor developments in the regulation of primary care and the medical home and serve as a liaison with local and state government bodies which affect physician practices; (4) monitor and study patient outreach techniques and new options for communication with patients; and (5) serve as a resource for advice and expert information relating to various aspects of primary care delivery and emerging medical and health homes.

10.532 Patient-Physician Advocacy Committee. The committee shall assess quality of medical care in the State of Texas and recommend regulatory, legislative, and legal approaches to assure that the highest standard of quality medical care is available for all Texans. The committee shall serve as a source of advice on quality assurance, utilization review, and other quality issues; develop and recommend policy; establish and maintain liaison with groups with similar interests; and serve in an advocacy role for physicians and patients on issues related to quality assurance, utilization review, and other forms of review.

10.533 Committee on Rural Health. This committee shall work toward the improvement of rural health in general. In addition, it shall review and comment on laws, regulations, and other governmental activities that have an impact on the practice of medicine in rural areas; develop concepts and proposals that will specifically address the needs of rural areas; monitor and evaluate the problems of small and rural hospitals; educate physicians and the public on the status of physicians, support facilities, and support personnel in rural areas of Texas; and maintain liaison with groups having similar interests.

10.60 Standing committees of boards

Standing committees shall report to boards as follows:

10.61 Board of Trustees

10.611 Interspecialty Society Committee. The committee shall be composed of delegates and alternate delegates to the House of Delegates from the specialty societies. The committee shall provide its member societies and other specialty societies an entity to which legislative, social, economic, and professional concerns may be presented and transmitted to the House of Delegates or other appropriate bodies of the association through reports to the Board of Trustees. The committee shall serve as a consultant to specialty societies. The committee shall serve as a source of informed comment on issues referred to it by association bodies, and shall facilitate communications between the association and specialty societies.

10.612 Committee on Membership. The committee shall have 15 members: One member shall be appointed from each of the eight component county societies with the largest number of members; three members shall be appointed to represent other county societies. The TMA president shall appoint a member from the Young Physician Section, International Medical Graduate Section, Resident and Fellow Section, and Medical Student Section.

The committee shall provide guidance in the development of annual and long-term membership recruitment and retention programs. The committee shall coordinate with and be supportive of the membership activities of county medical societies and the American Medical

Association.

10.62 Board of Councilors

10.621 Committee on Physician Health and Wellness. It shall be the duty of this committee to promote healthy lifestyles in Texas physicians and to identify, strongly urge evaluation and treatment of, and review rehabilitation provided to physicians with potentially impairing conditions and impairments. The committee shall be required to report its activities to the Board of Councilors. The committee shall maintain liaison with the Texas Medical Board and the Texas Physician Health Program. The committee shall be responsible also for making recommendations to the Council on Legislation in instances where there are needed changes in the laws relative to physician wellness and potentially impairing conditions. The committee shall provide responsible advocacy and support, provide education on physician health and wellness topics, and promote prevention of potentially impairing conditions.

CHAPTER 11. COUNCILOR DISTRICTS

11.10 Authority to organize

The House of Delegates, acting upon the advice of the Board of Councilors, shall divide the state into appropriate councilor districts, as provided for in Article IX.

11.20 Number of districts

There shall be 15 councilor districts in Texas.

11.30 Districts

Districts shall include the following counties:

District 1: Brewster, Culberson, El Paso, Hudspeth, Jeff Davis, Loving, Pecos, Presidio, Reeves, Terrell, Ward, and Winkler.

District 2: Andrews, Borden, Dawson, Ector, Fisher, Gaines, Glasscock, Howard, Kent, Lynn, Martin, Midland, Mitchell, Nolan, Scurry, Stonewall, Terry, and Yoakum.

District 3: Armstrong, Bailey, Briscoe, Carson, Castro, Childress, Cochran, Collingsworth, Cottle, Crosby, Dallam, Deaf Smith, Dickens, Donley, Floyd, Foard, Garza, Gray, Hale, Hall, Hansford, Hardeman, Hartley, Hemphill, Hockley, Hutchinson, King, Lamb, Lipscomb, Lubbock, Moore, Motley, Ochiltree, Oldham, Parmer, Potter, Randall, Roberts, Sherman, Swisher, and Wheeler.

District 4: Brown, Coke, Coleman, Concho, Crane, Crockett, Irion, Kimble, McCulloch, Mason, Menard, Mills, Reagan, Runnels, San Saba, Schleicher, Sterling, Sutton, Tom Green, and Upton.

District 5: Atascosa, Bandera, Bexar, Comal, Dimmit, Edwards, Frio, Guadalupe, Gillespie, Gonzales, Karnes, Kendall, Kerr, Kinney, La Salle, Maverick, Medina, Real, Uvalde, Val Verde, Wilson, and Zavala.

District 6: Aransas, Bee, Brooks, Cameron, Duval, Hidalgo, Jim Hogg, Jim Wells, Kenedy, Kleberg, Live Oak, McMullen, Nueces, Refugio, San Patricio, Starr, Webb, Willacy, and Zapata.

District 7: Bastrop, Blanco, Burnet, Caldwell, Hays, Lampasas, Lee, Llano, Travis, and Williamson.

District 8: Brazoria, Calhoun, Colorado, DeWitt, Fayette, Fort Bend, Galveston, Goliad, Jackson, Lavaca, Matagorda, Victoria, and Wharton.

District 9: Austin, Burleson, Grimes, Harris, Madison, Montgomery, Polk, San Jacinto, Trinity, Walker, Waller, and Washington.

District 10: Angelina, Chambers, Hardin, Jasper, Jefferson, Liberty, Nacogdoches, Newton, Orange, Sabine, San Augustine, Shelby, and Tyler.

District 11: Anderson, Cherokee, Freestone, Henderson, Houston, Leon, Panola, Rusk, and Smith.

District 12: Bell, Bosque, Brazos, Comanche, Coryell, Erath, Falls, Hamilton, Hill, Hood, Johnson, Limestone, McLennan, Milam, Navarro, Robertson, and Somervell.

District 13: Archer, Baylor, Callahan, Clay, Eastland, Haskell, Jack, Jones, Knox, Montague, Palo Pinto, Parker, Shackelford, Stephens, Tarrant, Taylor, Throckmorton, Wichita, Wilbarger, Wise, and Young.

District 14: Collin, Cooke, Dallas, Delta, Denton, Ellis, Fannin, Franklin, Grayson, Hopkins, Hunt, Kaufman, Lamar, Rains, Rockwall, and Van Zandt.

District 15: Bowie, Camp, Cass, Gregg, Harrison, Marion, Morris, Red River, Titus, Upshur, and Wood.

CHAPTER 12. COUNTY SOCIETIES

12.10 Organization

12.101 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 12.108.

12.102 Charters. County societies shall be chartered as components of the association by the Board of Councilors as provided in 5.103. Charters previously granted may be revoked by the Board of Councilors as provided in 5.104. All charters shall be signed by the TMA president and executive vice president and shall bear the seal of the association.

12.103 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.

12.104 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.

12.105 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 5.105.

12.106 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 5.106.

12.107 Consolidation of county societies. The Board of Councilors may consolidate two or more county societies as provided in 5.107.

12.108 Branch societies. Component county societies may be permitted to establish branch societies as provided in 5.108, 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 5.108.

12.20 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 5.109 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 5.104.

12.30 Incorporation

12.31 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.

12.32 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 12.41.

12.40 Structure

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

12.411 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 the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*.

12.412 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.

12.413 Elections. Officer members of the executive board shall be elected as provided in 12.45. 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 12.42.

12.414 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 5.114. Decisions of the Board of Councilors shall be final.

12.42 Officers.

12.421 Definition. Officers shall be a president, a secretary/treasurer, and the members of the board of censors as set forth in 12.431 and 12.432. 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.

12.422 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.

12.423 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.

12.424 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 12.55.
- (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.

12.43 Board of censors.

12.431 Composition and election. Each component county society shall form a board of censors of those members elected as provided in 12.42.

12.432 Term of office.

12.4321 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.

12.4322 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 12.4321.

12.433 Duties. The board of censors shall:

- (1) Supervise the ethical department 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) Serve as the county medical society's public grievance committee, if the county medical society has chosen to not have a separate such committee pursuant to section 12.461;
- (5) Review the findings of the county society public grievance committee and make proper disposition of each case, if the county society has a separate such committee; and
- (6) Investigate, on its own initiative, suspected violations of conduct and refer charges when indicated after thorough investigation.

12.44 Delegates to the association.

12.441 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.

12.442 Term of office. The term of office of delegates and alternate delegates shall be two years. Elections shall be staggered so that half the vacancies occur in any one year.

12.443 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.

12.45 Election and vacancies.

Elections of officers and delegates to the association shall be held 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.

12.46 Committees.

12.461 Public grievance. Each component county society shall determine whether to maintain a separate public grievance committee or allow its Board of Censors to serve as the public grievance committee. The public grievance committee receives complaints from the public against members of the society as provided in the Board of Councilors' *Hearings Procedures Manual*. When a separate public grievance committee exists, 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.

12.462 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.

12.50 Finance

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

12.52 Authority to levy dues.

12.521 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.

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

12.53 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.

12.54 Delinquent dues.

12.541 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.

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

12.543 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.

12.544 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 12.543 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.

12.55 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.

CHAPTER 13. MEMBERSHIP DUES AND SPECIAL ASSESSMENTS

13.10 Association year

The association year shall be from Jan. 1 to Dec. 31, both dates inclusive. Membership shall be for the association year.

13.20 Authority to establish dues amounts

The House of Delegates shall establish annual association dues for each classification of membership.

13.30 Collection and transmittal

Association or component county society secretaries or treasurers shall collect dues and forward them monthly to the association office, and the executive vice president shall duly receive therefor.

13.40 Annual dues amounts

13.401 Active. Annual dues shall be as established by the House of Delegates.

13.402 At-large. At-large members shall pay annual dues in the same amount as required of active members. At-large members may also pay an at-large member fee as determined by the Board of Trustees.

13.403 Emeritus. Emeritus members shall pay no dues.

13.404 Honorary. Honorary members shall pay no dues. However, at the time of election to honorary membership, a physician may choose to continue to pay annual dues in order to retain membership rights enumerated in 1.204.

13.405 Life. Life members shall pay no dues.

13.406 Retired. Retired members shall pay no dues.

13.407 Military. Military members shall pay annual dues of \$50.

13.408 Resident. Resident members shall pay annual dues of \$20.

13.409 Medical student. Medical student members shall pay no dues.

13.410 Associate. Associate members shall pay one-half of annual dues charged to active members.

13.411 Leave of absence. Physicians granted a leave of absence shall pay annual dues of \$30; residents or students granted a leave of absence shall pay no dues (see 1.53).

13.412 Affiliate. Affiliate members shall pay one-half of annual dues charged to active members.

13.413 Special. Special members shall pay annual dues in the same amount as required of active members.

13.50 Reduced dues

Members joining component county societies after July 1 shall pay one-half of annual dues charged to active members for that year.

A physician entering practice and joining the association for the first time as an active member in the same year that medical school, residency, or fellowship training or active military service is completed, shall pay one-fourth annual dues for the balance of that year and one-half of the annual dues during the next full calendar year. Medical student and resident physician members who are elevated to another membership category at mid-year will not be assessed additional dues for that membership year.

13.60 Temporary waiver/reduction of dues

County societies may grant a temporary waiver or reduction of county society and association dues for physicians who the society believes are deserving due to financial hardship or disability. The waiver or reduction will apply only to a single annual dues period; additional waivers or reductions may be granted only after complete review. The association must be notified of each action, and the county society shall provide such information as required by the Committee on Membership.

13.70 Special assessments

The House of Delegates may levy such per-capita special assessments as the house deems necessary to defray specific association expenses. Such special assessments shall be collected and paid by component county medical societies in the same manner as dues and shall carry the same penalty for nonpayment.

CHAPTER 14. RULES OF ORDER

The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern the association in all cases to which it is applicable and is not inconsistent with this constitution and bylaws and standing rules of the association.

CHAPTER 15. RULES OF CONDUCT

15.10 Principles of Medical Ethics

The Principles of Medical Ethics of the American Medical Association, as at present published or as hereafter amended, shall govern the conduct of the members of the association in their relationship to each other and their patients.

15.20 Consultations

A physician may enter into consultation on behalf of a patient for diagnostic and therapeutic services with another physician, limited practitioner, or any other provider of health care services permitted by law to furnish such services, whenever the physician believes that this may benefit the patient. As in the case of consultations with physician-specialists, such consultations with limited practitioners should be based on their individual competence and ability to perform the services needed by the patient. A physician should not enter into consultation on behalf of a patient unless the physician is confident that the services provided will be performed competently and in accordance with accepted scientific standards and legal requirements.

15.30 Fee splitting

It shall be considered unprofessional and unethical to engage in the practice commonly known as “fee splitting” in any of its forms as defined by the Board of Councilors.

15.40 Special county society authorities

County medical societies shall have the authority to regulate fair dealings among their members, to maintain and advance the standards of medical practice, and to adopt reasonable bylaws and measures to that end.

15.50 Prohibitions on fee setting

No action shall be taken by the association or any of its component county societies establishing a fixed schedule of fees for the services of its members.

The association shall not directly engage in the practice of medicine, but may contract with persons, firms, or agencies to provide supporting services to physicians.

CHAPTER 16. AMENDMENTS

16.10 Bylaws

These Bylaws may be amended at any annual session by a majority vote of the House of Delegates after the amendment has laid on the table at least one day.

16.20 Constitution

At the time of first consideration, proposed amendments to the Constitution shall be referred to a reference committee. The reference committee will place the matter on its agenda, hold hearings, develop such amendments as it deems advisable, and report to the house. Changes as to wording recommended by the reference committee or by others may be approved by a majority vote of the house. The proposed amendment with any approved changes must then be considered by the house at “first reading.” A simple majority of affirmative votes will render the amendment viable, to be considered at the next annual session. Lacking a majority affirmative vote at first reading, the proposed amendment dies. The approved amendment with any approved changes will then lie over until the next annual session of the House of Delegates, at which time, it will again be considered by a reference committee. Minor changes in wording or phraseology not affecting the sense or values of the laid-over amendment may be recommended by a two-thirds majority vote of the reference committee, and the House of Delegates may adopt the original or the amended version by a two-thirds vote as provided in

the Constitution, Article XIII.

For purposes of the Texas Non-Profit Corporation Act, the Constitution shall be recognized as a part of the Bylaws of the association.