

TOMA BYLAWS 2011

ARTICLE I – DISTRICT SOCIETIES AND AFFILIATED ORGANIZATIONS

SECTION 1 - District societies shall be organized as constituent parts of this Association by direction of the House of Delegates according to Article IX, Section 8 of these Bylaws, the Manual of Procedure, and regulations of the American Osteopathic Association.

SECTION 2 - Each District society shall adopt a Constitution and Bylaws and such other rules to regulate its activities which shall not conflict or supersede the Constitution and Bylaws of this Association. Such documents of government shall be submitted to the Board of Trustees for approval.

SECTION 3 - Each District society shall submit a list of members in good standing upon request by the Executive Director of the Association who shall maintain a current membership roster for all District societies.

SECTION 4 - A regular member who is practicing in this state shall be a member of the District society whose boundaries encompass either his place of residence, his primary place of practice, or of a District society whose boundary is adjacent to the above. Any member desiring to change membership from one District society to another District society whose boundaries are adjacent, shall request the societies concerned to transfer his membership. If his request is not granted by both societies concerned, it shall be referred to the Board of Trustees for consideration and resolution. If the transfer is completed, the Executive Director shall be notified in writing by the secretary of the District to which membership is transferred and the change recorded on the official membership roster.

SECTION 5 - No one may hold membership in more than one District Society at a time.

SECTION 6 - A district member must be a member in good standing of TOMA in order to hold a district office and must have paid the current year's dues.

SECTION 7 - A regular member of this Association practicing in Texas must be a member in good standing of a District Society at the time he applies for state membership. It is encouraged that such physician retain membership in that District Society.

SECTION 8 - Upon application from any organization for acceptance as an affiliated organization, the Executive Director shall investigate such organization and, upon satisfactory proof to the Board of Trustees of a general agreement of policy and governing rules with those of this Association shall, if so directed, issue notice of acceptance and make record of same. He shall then extend to the accepted organization the fullest possible cooperation, and shall from time to time furnish it with such information and directions as shall best further the interest of both parties.

ARTICLE II - MEMBERSHIP

SECTION 1 - There shall be twelve classes of Membership; (a) Regular, (b) Student, (c) Sustaining, (d) Intern/Resident/Fellow, (e) Honorary, (f) Life, (g) Associate, (h) Non-resident Associate, (i) Retired, (j) Affiliate and (k) Honorary Life and (i) Uniformed Service/Public Health Commissioned Services.

SECTION 2 - Any physician who has been granted the degree Doctor of Osteopathy from a school which was then approved by the American Osteopathic Association and who is legally practicing osteopathic medicine and surgery in this state, or elsewhere if in government or missionary service, is eligible to apply for Regular membership in this Association. Such physician shall make application for membership in writing on the prescribed form as furnished by the Executive Director of this Association. The applicant's name will be published in the journal of the Texas Osteopathic Medical Association for perusal of the membership. The application shall be referred to the District society to which the applicant desires to affiliate for approval, if applicable, and to the Membership Committee who shall investigate the applicant,

require confirmation of District society approval, if applicable, and recommend to the Board of Trustees that the applicant be accepted or rejected. If no action is taken by the District within two months of referral to the District this shall be deemed confirmation of District approval.

Upon approval by the Board of Trustees, the applicant shall become a member until his membership is terminated by the Board of Trustees. The Executive Director shall be notified when any applicant for membership is accepted or rejected or his membership terminated. He shall, in turn, notify the applicant or member and the District society concerned.

SECTION 3 - Regular Membership. Regular members shall meet the requirements set forth in Section 2 of this Article and Article I, Section 7. They shall be eligible to vote and hold office.

SECTION 4 - Student membership. Student membership may be granted by the Board of Trustees to a student in an AOA accredited osteopathic college. Application for a student membership shall be endorsed by the chief administrative officer of the college being attended. Student members shall receive such publications and other literature as may be directed by the Board of Trustees, but they shall not be eligible to hold office or to vote except as duly elected members of the House of Delegates or as the student members of the House of Delegates or as the student representative on the Board of Trustees or as a member of a TOMA committee.

SECTION 5 - Intern/Resident/Fellow Membership. Intern/Resident/Fellow membership may be granted by the Board of Trustees to an intern, resident or fellow in an approved training program. Application for intern/resident/fellow membership shall be endorsed by the Director of Medical Education of the affiliated hospital. Intern/Resident/Fellow members shall receive publications and other benefits as may be directed by the Board of Trustees but shall not be eligible to hold office or to vote, except as duly elected members of the House of Delegates or as the Intern/Resident/Fellow members of the House of Delegates or as the Intern/Resident/Fellow representative on the Board of Trustees.

SECTION 6 - Sustaining, Sustaining Plus and Patron Membership. Sustaining, Sustaining Plus and Patron members shall be those who contribute additional financial support of the Association's program of service as stated in Article III, Section 4. Sustaining, Sustaining Plus and Patron membership shall become effective upon payment of the annual dues as stated in Article III, Section 4, and shall terminate when such dues become three months delinquent. Sustaining, Sustaining Plus and Patron members shall not be eligible to hold office or to vote unless they also satisfy the requirements of regular or life membership contained in these Bylaws.

SECTION 7 - Honorary Membership. Honorary membership may be conferred and revoked by the Board of Trustees upon osteopathic physicians or persons outside the osteopathic profession who have made unusual contribution to the objects of this Association. Such members shall be without votes.

SECTION 8 - Life Membership. A life member shall have been a regular or sustaining member in good standing for a minimum of twenty-five years, in this association; or reciprocate up to twenty years membership from another state osteopathic association, and shall have been a member a minimum of five years in this association, for a total of twenty-five years, reached the age of seventy (70) years, or to be retired from practice due to total disability and given exemplary service and, in so doing, has added to the stature and prestige of the osteopathic profession. Members of the Texas Osteopathic Medical Association for 25 years may qualify for this category if they are retired due to disability, and under the age of 70. In general, these shall be members who, because of altered health, length of tenure, or retirement (complete or partial), have reached this station of honored respect. A candidate may be proposed by any member, District society, or affiliated organization of this Association. The proposal shall take the form of a signed petition directed to the Board of Trustees. This petition shall outline the reason for the request and contain sufficient information about the candidate to permit judicious consideration by the Board. The petition shall be subscribed to by at least four regular or sustaining members of this Association and shall, in addition, carry the signature of an officer of the candidate's District society stating that the candidate's District society concurs with the request. If the candidate is deemed acceptable and worthy, the Board will

recommend to the House that it grant to this individual Life Membership. Such members shall have all privileges of regular membership.

SECTION 9 - Associate Membership. Associate membership may be granted by action of the Board of Trustees to a physician or other person who does not qualify for membership under Section 2 of this Article, but is or has been associated with and dedicated to the osteopathic profession in this state. He shall abide by the Bylaws, Rules and Regulations of this Association. Associate members shall not be eligible to vote or to hold office.

SECTION 10 - Non-resident Associate Membership. Any physician who has been granted the degree of Doctor of Osteopathy or Doctor of Osteopathic medicine from a school which was then approved by the American Osteopathic Association and who is legally licensed to practice medicine and surgery in this state is eligible to apply for non-resident associate membership in this Association who does not qualify for membership under Section 2 of this article or not residing in this State.

SECTION 11 - Retired Membership. A retired member shall have been a regular or sustaining member in good standing for a minimum of 5 years in this Association prior to their request for retired status, with special cases to be reviewed by the Board of Trustees. The member shall be fully retired from practice, not gainfully employed in any phase of professional service, but have not yet achieved the requirements for life membership. A candidate may be proposed by any member, District society, or affiliated organization of this Association. The proposal shall take the form of a signed petition directed to the Board of Trustees. This petition shall outline the reason for the request and contain sufficient information about the candidate to permit judicious consideration by the Board. The petition shall be subscribed to by at least four regular or sustaining members of this Association and shall, in addition, carry the signature of an officer of the candidate's District society stating that the candidate's District society concurs with the request. If the candidate is deemed acceptable and worthy, the Board will recommend to the House that it grant to this individual Retired Membership. Such members shall have all privileges of regular membership.

SECTION 12 - Affiliate Membership. Affiliate membership shall be granted by the Board of Trustees to any organization that supports the efforts of, and embraces the philosophy of osteopathic medicine. Affiliate members shall not be eligible to vote or to hold office.

SECTION 13 - Honorary Life Membership. Honorary Life membership will be conferred on each president upon conclusion of his or her term of office. Such honorary life membership shall not exempt the holder from assessments levied by this association. Such members shall have all privileges of regular membership until such time that they become eligible for regular life membership.

SECTION 14 - Uniformed Service/Public Health Commissioned Services. (a) Uniformed Services/Public Health Commissioned regular members on active duty shall meet the membership requirements set forth in section 3 of this Article. (b) Uniformed Services/Public Health Commissioned non-voting members on active duty shall meet the requirements set forth in Section 2 of this Article. They shall not be able to vote or hold office.

SECTION 15 - The Board of Trustees has the power to suspend or revoke membership, or place on probation, any member as outlined in Article IV.

SECTION 16 - The membership of any member who, in the opinion of the Board of Trustees, violates the established policy of this Association or who seeks to undermine the osteopathic profession. This Association, or any of its District societies or affiliated organizations, may be revoked, suspended, or placed on probation by action of the Board of Trustees. The member shall be given written notice of any alleged violation and be given an opportunity to appear before the Board of Trustees before any action is taken.

SECTION 17 – There shall be an additional class of membership called Pillar of TOMA which is available to Past Presidents of TOMA and other members of TOMA by invitation of the Board of Trustees only.

ARTICLE III - DUES

SECTION 1 - The fiscal year shall be from January 1 through December 31. Annual dues shall apply to the fiscal year and become due and payable on the preceding October 1.

SECTION 2 - Members, except as hereinafter provided, shall pay annual dues in the amount to be established and adopted by the TOMA House of Delegates, upon recommendation by the TOMA Board of Trustees to the TOMA House of Delegates. These dues will be adjusted for physicians in their first, second, and third year of practice. The dues for physicians new to TOMA will be adjusted for the first, second and third year of membership. The first year of practice shall begin on January 1, following graduation, or termination of an approved training program, or upon entering practice.

SECTION 3 - (a) Regular members who are serving in the Uniformed Services on active duty including the Public Health Commissioned Services shall pay annual dues of in the amount to be established and adopted by the TOMA House of Delegates, upon recommendation by the TOMA Board of Trustees to the TOMA House of Delegates. They shall be eligible to vote and hold office. (b) Members in the Uniformed Services on active duty including the Public Health Commissioned Services may pay annual dues in the amount to be established and adopted by the TOMA House of Delegates, upon recommendation by the TOMA Board of Trustees to the TOMA House of Delegates until their tour of duty is complete. Members in this dues category are not eligible to vote or hold office

SECTION 4 – There shall be three (3) classifications of Sustaining membership: Sustainer, Sustaining Plus, and Sustaining Patron. Sustainer dues shall be determined by the Board of Trustees, as applies to their class of membership.

SECTION 5 - Honorary members shall not be required to pay dues.

SECTION 6 - Life members shall not be required to pay dues.

SECTION 7 - Student members, as heretofore defined, shall not be required to pay dues.

SECTION 8 - Retired members shall not be required to pay dues.

SECTION 9 - Intern/Resident/Fellow members, as heretofore defined, shall not be required to pay dues.

SECTION 10 - Honorary Life members shall not pay regular membership dues.

SECTION 11 - Any member whose dues remain unpaid for three months shall automatically be suspended from this Association. Such member may be reinstated before the expiration of thirty (30) days from the date of the automatic suspension upon payment of current dues in arrears; otherwise, such suspended member shall be dropped from the rolls of this Association, and the American Osteopathic Association shall be notified of such action. Failing to meet the dues obligation a physician may reapply at the beginning of the following year on payment of the new years dues. Payment of dues in arrears shall be waived.

SECTION 12 - The Board of Trustees has the power to suspend or revoke membership of or place on probation any member as outlined in Article IV. The Executive Director shall notify any member of his automatic suspension for nonpayment of dues and shall give such member full information as to the right of reinstatement and the conditions thereof.

SECTION 13 - A member in good standing who, for reasons made known to the Membership Committee and the Board of Trustees, has greatly reduced his practice or retired from practice, may request that his dues be reduced. The Membership Committee shall consider the request and make a recommendation to the Board of Trustees for proper action. Any reduction shall be only for the current fiscal year.

SECTION 14 - A physician who initially becomes a regular member, or who reverts to regular membership after becoming a student member, shall pay a prorated portion of the annual dues, based on that period of the fiscal year during which he is a regular member, except as stated in Article III, Section 2.

SECTION 15 - The annual dues received from each member shall be apportioned to an Administrative Account and a Professional Development Account. The Administrative Account shall be sufficient to meet the needs of the Association, and the balance shall be placed in the Professional Development Account for use in furthering the education and scientific objectives of the Association, and disbursed according to such rules of procedures as are adopted by the Board of Trustees.

SECTION 16 - No part of the annual dues paid by a member shall be refunded in the event that membership in this Association is terminated except by action of the Executive Committee.

SECTION 17 - To allow TOMA members time for input through their district delegation, at least 60 days prior to any changes in the TOMA dues structure, the proposed changes shall be published to the membership. If the TOMA House of Delegates amends the Board of Trustees recommendation, the 60 day publication requirement under this section shall be waived.

ARTICLE IV – GRIEVANCE MATTERS

SECTION 1 - The term "complaint" shall embrace all complaints or charges filed with the Executive Director against any member of the Association for professional misconduct. The term "professional misconduct" shall include: (1) Any willful violation of the Constitution, Bylaws or Code of Ethics of the Association; (2) Any fraudulent, dishonorable or immoral conduct, whether or not in connection with the practice of osteopathic medicine or surgery, and whether or not such an act may constitute an offense under the Penal Code of this State, and whether or not the accused member is being prosecuted for or has been convicted of, or has been acquitted of the violation of such penal provision.

SECTION 2 - All complaints, whether oral or written, and regardless of who made such complaint, shall be referred to the Committee on Ethics. The committee shall make such investigation of each complaint as it may deem appropriate. It may conduct hearings and receive testimony. The name of the accused member and the proceedings before the Committee shall be kept private, so far as is consistent with the development of the facts. It shall be the duty of each member of the Committee on Ethics to report to the Committee any case of professional misconduct which comes or is brought to his attention. A complaint against any member shall be reduced to writing, and the member furnished with a copy thereof, unless the complaint appears to be of such nature as will not call for disciplinary action and probably can be dismissed without the necessity of hearing the accused member.

SECTION 3 - At the conclusion of the investigation, the Committee on Ethics shall take action of the complaint in one of the following ways (a) If the Committee shall be of the opinion that no disciplinary action is warranted, it shall dismiss the complaint and notify the complainant and the accused member also, if he has had notice of the complaint; (b) If, in a case where the accused member has had notice of the complaint and opportunity to be heard, the Committee shall decide that he should be reprimanded, the reprimand shall be reduced to writing and filed with the Board of Trustees; (c) If the Committee shall be of the opinion that the member should be placed on probation, or that he should be expelled from membership, written charges shall be filed by the Committee on Ethics with the Board of Trustees. It shall be the duty of the Committee on Ethics to prosecute such charges before the Board of Trustees.

SECTION 4 - The Committee on Ethics, on making a decision that the accused member shall be reprimanded, placed on probation or expelled from membership, shall immediately file with the Board of Trustees a copy of the written complaint, together with a copy of its findings, conclusions and decision, and shall send a copy thereof by registered mail to the accused member. The Committee shall also transmit to the Board of Trustees such record of evidence it may have in connection with the complaint. Upon receipt of such notice from the Committee, the accused member shall have ten (10) days in which to notify the Committee on Ethics and to appeal to the Board for a hearing, which shall be granted to him. At such hearing, the member must be present in person. He may be represented by counsel and shall have the right

to produce evidence by witnesses or otherwise. If the accused member fails to give such notice of a request for a hearing, the Board of Trustees may act without a hearing and shall have the authority, by a majority vote, to affirm, modify, or set aside the reprimand of the Committee on Ethics, or place on probation for a period not to exceed three years, or expel the accused member. In the event of a hearing, after due process and trial, the Board of Trustees shall likewise, by majority vote of its members, affirm, modify or set aside the reprimand of the Committee on Ethics, or place on probation for a period not to exceed three years, or expel the accused member.

SECTION 5 - If the accused member is expelled, the Executive Director shall formally notify the Texas State Board of Medical Examiners, the National Practitioners Data Band and all affiliated organizations, as well as the American Osteopathic Association of this action. The fact an individual has been expelled does not bar him from future application for membership in this Association.

SECTION 6 - The Board of Trustees has the authority to place any member on probation for a period not to exceed three years for disciplinary reasons.

ARTICLE V - OFFICERS

SECTION 1 - The elected officers of this Association shall be the President, President-Elect, Vice President, two (2) Immediate Past Presidents, Speaker of the House of Delegates and Vice Speaker of the House of Delegates, each of whom shall serve one year or until their successors are elected and installed or appointed to fill vacancies as provided by these Bylaws.

SECTION 2 - The President shall preside at all meetings of the Association, except the meetings of the House of Delegates, and shall perform the duties usually pertaining to his office. He shall be the chairman of the Board of Trustees and the Executive Committee. He shall be an ex-officio member of all departments and committees.

SECTION 3 - The President-Elect, in the absence or at the request of the President, shall perform the duties of that office. In the case of incapacity of the President to continue in office, the President-Elect shall succeed to the office of President for the remainder of that term of office. The President-Elect shall ascend to the office of President at the time the other officers for the coming year are installed. The President-Elect of TOMA shall have served either as a member of the Board of Trustees or an elected officer of this Association, or any combination of service in these positions.

SECTION 4 - The Speaker of the House of Delegates shall perform such duties as custom and parliamentary procedure require. He shall, with the approval of the House, appoint reference committees of the House to perform the functions for which they are created. He shall have such other duties and privileges as may be assigned to him by the House of Delegates, which privileges and duties, shall not be in conflict with the privileges and duties assigned by the Constitution and Bylaws to other officers of the Association.

SECTION 5 - The Vice Speaker of the House of Delegates shall perform such duties as custom and parliamentary procedures require, or as the Speaker may request.

SECTION 6 - No member shall be eligible for nomination of any elected office in this Association unless he or she is in good standing with the Association. Any elected officer shall maintain his or her good standing in order to continue holding that office.

SECTION 7 - The officers of this Association shall be elected by ballot of the House of Delegates, and the majority of all votes shall be necessary to elect. Election of officers shall be held during the regular annual session of the House of Delegates except in the event of a special election as provided elsewhere in these Bylaws.

SECTION 8 - The Vice President shall perform the duties of the President in the absence of the President and President-Elect.

SECTION 9 - In the event any officer fails to perform the duties of his office as determined by a two-thirds vote of a quorum of members of the Board of Trustees present and voting at any regular or special meeting, the Board of Trustees shall declare the office vacant and elect a successor to serve until the next annual meeting of the House of Delegates.

SECTION 10 - In the event the President becomes disabled and unable to perform the duties of his office, but does not request the President-Elect to assume the duties of the President, it shall be the prerogative of the Board of Trustees to declare the President disabled and request the President-Elect to assume the duties of the President. Such action can only be taken by a two-thirds vote of a quorum of Board members present and voting at any regular or special meeting.

SECTION 11 - A vacancy occurring on the Board of Trustees shall be filled by appointment of the President with the approval of the majority of the remaining Board of Trustees at any regular or special meeting. The successor shall serve until the next annual meeting of the House of Delegates. The House of Delegates shall fill the remainder of the unexpired term by a majority vote.

SECTION 12 - Abandonment of an office will be deemed to occur automatically if an officer is absent from two (2) consecutive regular or special meetings without an excuse acceptable to the Executive Committee.

ARTICLE VI – EXECUTIVE DIRECTOR

SECTION 1 - An Executive Director shall be employed by and be responsible to the Board of Trustees. The Executive Director shall keep a record of all business of this Association, the Board of Trustees and the House of Delegates, and shall preserve carefully all records and papers of this Association. Notices of all meetings and all mail votes shall be given by the Executive Director. He shall keep on file an accurate record of all transactions of the State Office which, at all times, shall be subject to examination by the President or the Board of Trustees. He shall cooperate with the chairmen of departments in the execution of the policies of the Association as outlined by the House of Delegates. In general, it shall be his duty to coordinate the work performed by the various departments and committees of the Association to achieve maximum efficiency.

SECTION 2 - The Executive Director shall execute a bond to be approved by the Board of Trustees for the faithful performance of his duties. The cost of said bond shall be defrayed by the Association.

SECTION 3 - The Executive Director shall be paid a salary in an amount to be determined by the Board of Trustees. The Executive Director shall be allowed the necessary budget for stenographic and office help, postage, office supplies, traveling expenses, and other expenses incident to the discharge of his official duties.

SECTION 4 - The Executive Director shall direct and manage the activities and personnel of the State Office and shall be the actual custodian of all records of the State Office.

SECTION 5 - The Executive Director shall be the Treasurer of the Association and shall make all collections, have charge of all funds, and shall pay all bills which shall include all expenses incident to conventions.

SECTION 6 - The Executive Director shall have made an annual audit of the finances of this Association and include same in his annual report. The cost of said audit shall be defrayed by this Association.

SECTION 7 - The Executive Director, at the annual meeting, shall present to the Board of Trustees and the House of Delegates a report of the financial condition and general activities of the Association.

SECTION 8 - The Executive Director shall furnish annually to the secretary of each District society a statement of the number of delegates and alternates to which each District society is entitled in the House of Delegates of this Association as provided in Article IX of these Bylaws.

SECTION 9 - The Executive Director shall furnish the Credentials Committee a list showing the number of certified delegates and alternates to which each District is entitled. In case any organization has elected more than its legal representation, the Executive Director shall drop surplus names from the list, beginning at the bottom, and shall notify the District society of this action.

SECTION 10 - The Executive Director, at a date not later than forty (40) days before the annual session of the House of Delegates of the American Osteopathic Association, shall furnish the Executive Director of the AOA a list of the duly elected delegates and alternates to that body from the TOMA.

SECTION 11 - The Executive Director shall have additional duties as prescribed by other Articles of these Bylaws.

SECTION 12 - The Executive Director at the end of his employment, shall deliver to this Association all monies, books, papers, and other property of the Association.

ARTICLE VII – BOARD OF TRUSTEES

SECTION 1 - The Board of Trustees shall be the administrative and executive body of this Association.

SECTION 2 - The Board of Trustees of this Association shall consist of the President, Vice President, President-Elect, two (2) Immediate Past Presidents, fifteen (15) Trustees elected by the House of Delegates, Speaker of the House of Delegates*, Vice Speaker of the House of Delegates*, one (1) New Physician Trustee, one (1) intern/resident/fellow trustee, and one (1) student member trustee. Past Presidents shall serve on the Board of Trustees for two (2) years. For all Trustees, with the exception of the President, President-elect, Vice President, and Past Presidents for the preceding two (2) years, the aggregate terms of office of Trustees shall be limited to twelve (12) years with the exception that a Trustee may complete the term in which twelve (12) years or more of service is completed. Term limits do not apply to ex-officio, non-voting members of the Board of Trustees. Board members must be voting members of this Association in good standing. Each year, four (4) Trustee members (exclusive of the student member trustee and intern/resident/fellow trustee) shall be elected by the House of Delegates to serve three (3) year terms or until their successors are elected and installed; and in the same manner of election, vacancies shall be filled to complete unexpired terms. Every other year, one (1) New Physician Trustee member (exclusive of the student member trustee and intern/resident/fellow trustee) shall be elected by the House of Delegates to serve a single two (2) year term or until their successor is elected and installed; and in the same manner of election, vacancies shall be filled to complete unexpired terms. The nominee for the student trustee shall be the TOMA Student Representative from the Texas College of Osteopathic Medicine. Nominees for the intern/resident/fellow trustee may be self-nominated, nominated by other interns/residents/fellows or by any member of the Board of Trustees, with the selection finalized by the Board of Trustees. The nominations shall be subject to confirmation by the Board of Trustees. The student member trustee and the intern/resident/fellow member trustee shall serve a one year term or until a successor is confirmed and installed; and in the same manner of confirmation, a vacancy shall be filled to complete an unexpired term. (*ex officio – non-voting)

SECTION 3 - The regular meetings of the Board of Trustees shall be held immediately before and immediately after the annual session of the House of Delegates. Special meetings may be called by the President or the Executive Committee, or upon petition by a simple majority of the Board members themselves, with proper notice to all members of the Board.

SECTION 4 - A majority of the voting members of the Board of Trustees shall constitute a quorum.

SECTION 5 - The Board of Trustees shall have management of the finances of this Association.

SECTION 6 - The Board of Trustees shall employ and direct the Executive Director in his duties.

SECTION 7 - All committee appointments made by the President shall be subject to the approval of the Board of Trustees.

SECTION 8 - The Board of Trustees may act upon any matter by mail, email, fax or telephone vote when necessary. If a vote is taken by mail, the vote of the Board shall be by majority of all members of the Board except in those cases where specific provision is otherwise made in these Bylaws, in which event reference to a certain portion of the members of the Board shall be to all members of the Board, rather than to those who are present and voting at a meeting of the Board.

SECTION 9 - The board shall have the power, after careful investigation, by a two thirds vote of a quorum of board members present and voting, at any regular or special meeting, to remove any officer or board member or dismiss any employee of this Association for incompetence, immoral, unethical or professional misconduct, failure to perform duties of his office, felony convictions or due cause.

SECTION 10 - The Board of Trustees has disciplinary duties and powers as outlined in Article IV - Grievance Matters, and in Article II, Section 11.

SECTION 11 - The Board of Trustees shall cause to be compiled and revised when necessary an Administrative Guide which shall contain concise statements of the duties of the official departments and committees of the Association to prevent conflict of jurisdiction or duplication of effort. A copy shall be furnished to each officer, trustee and committee chairman. Any affiliated organization or any member of this Association may have a copy upon request to the Executive Director.

SECTION 12 - Abandonment of a board seat will be deemed to occur automatically if a board member is absent from two (2) consecutive regular or special meetings without an excuse acceptable to the Executive Committee.

SECTION 13 - A vacancy occurring on the Board of Trustees by resignation, death, or disablement shall be filled by Presidential appointment with the approval of the majority of remaining Board of Trustees at any regular or special meeting. The successor shall serve until the next annual meeting of the House of Delegates. The House of Delegates shall fill the remainder of the unexpired term by a majority vote.

SECTION 14 - Indemnification. It is the intention of the Association that these bylaws which will deal with indemnification of present or former trustees, officers, employees or agents comply with the Texas Non-profit Corporation Act, Texas Revised Civil Statutes, Article 1396-2.22A (Vernon Supp. 1993).

The Association may indemnify any trustees, officer, employee or agent who is threatened to be made a named defendant or respondent in a proceeding because the person is or was a trustee, officer, employee or agent of the Association. A present or former trustee, officer, employee or agent may be indemnified against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses, which include court costs and attorneys' fees, actually incurred by the person in connection with the proceeding.

The Association may indemnify the person only if it is determined that the person conducted himself/herself in good faith, and that he/she reasonably believed that his/her conduct was in the best interest of the Association; and in the case of any criminal proceeding, that the person had no reasonable cause to believe his/her conduct was criminal. This determination must be made by a special legal counsel selected by a majority vote of a quorum consisting of all trustees who, at the time of the vote, are not named defendants or respondents in the proceeding. The special legal counsel shall also determine the reasonableness of any expenses, which include court costs and attorneys' fees. The Association is not required to indemnify any person for unreasonable expenses.

The Association shall not indemnify a person or former trustee, officer, employee or agent if he/she is found liable to the Association, or if he/she is otherwise held liable for:

1. a breach of the trustee's, officer's, employee's or agent's duty or loyalty to the Association or its members;
2. an act or omission not in good faith, or one that is the result of intentional misconduct or a knowing violation of the law;
3. a transaction from which a trustee, officer, employee or agent received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the trustee's, officer's, employee's or agent's office; or
4. an act or omission for which the liability of a trustee, officer, employee or agent is expressly provided by statute. A person shall be deemed to have been found liable with respect to any claim, issue, or matter only after the person has been so adjudged by a court of competent jurisdiction and after exhaustion of all appeals from that judgment.

Any indemnification of a trustee, officer, employee or agent in accordance with this section shall be reported in writing to the members of the Association within the 12-month period immediately following the date of the indemnification.

SECTION 15 - Conflict of Interest Statement

A. Purpose

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, the Texas Osteopathic Medical Association (the "Organization"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. Procedures

1. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. The remaining board or committee members shall decide if a conflict of interest exists.
3. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board

or committee meeting while the determination of a conflict of interest is discussed and voted upon.

- D. Annual Statement
Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
1. Has received a copy of the conflicts of interest policy,
 2. Has read and understands the policy,
 3. Has agreed to comply with the policy, and
 4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 16 – TOMA AUDIT COMMITTEE – The Board of Trustees shall cause to be established and revised when necessary an audit committee which, as described by the Administrative Guide, will define the purpose, authority, duties and responsibilities of this committee. The auditors selected by the committee shall be approved by the Executive Committee of the Board of Trustees.

- A. The composition of the audit committee shall be a minimum of three members. The majority of the members of the committee shall not be members of the Board of Trustees. The defined members shall be the TOMA President-Elect, a Past President of TOMA currently not serving on the Board, and a member of TOMA not serving on the Board of Trustees.

ARTICLE VIII – EXECUTIVE COMMITTEE

SECTION 1 - The Executive Committee of the Board of Trustees shall consist of the President, Vice President, President-Elect, two (2) Immediate Past Presidents, Chairman of the Department of Professional Affairs, Chairman of the Department of Public Affairs and Chairman of the Department of Development and Liaison.

SECTION 2 - The Executive Committee may transact the business of the Board of Trustees between the meetings of the Board except that the Executive Committee shall not exercise the power of the Board under Article IV and Article II, Section 10, of these Bylaws. The Executive Committee shall be responsible to the Board of Trustees.

SECTION 3 - All meetings of this committee will be special. They may be called by the President or by the Board of Trustees, or upon the petition of a simple majority of the Executive Committee members.

SECTION 4 - The Executive Committee is empowered to authorize necessary expenditures, but any amount in excess of five thousand dollars shall require affirmation by vote of the Board of Trustees.

SECTION 5 - The Executive Committee shall have additional duties as prescribed in other Articles of these Bylaws.

SECTION 6 - The Executive Committee of the Board of Trustees shall have the authority to approve or establish temporary policy positions between annual House of Delegates meetings. Any temporary policies established by the Executive Committee will be brought to the next meeting of the House of Delegates for ratification.

ARTICLE IX – HOUSE OF DELEGATES

SECTION 1 - The House of Delegates shall be the legislative body of this Association and shall represent the delegated powers of the District societies in state affairs.

SECTION 2 - The House of Delegates shall consist of delegates elected by the District societies of this Association. Representation shall be based upon the number of members who are voting members of this Association and who are recorded as being members of that District on the official membership roster in the office of this Association on January 1 preceding the annual meeting. Each District society shall be

entitled to one delegate plus one additional delegate for the first fifteen members or fraction thereof (or a minimum of two delegates), plus an additional delegate for each additional fifteen members, or major fraction thereof. All delegates and alternates must have paid the current fiscal year dues of this Association, and of the District Society which they represent before the House of Delegates meeting begins.

SECTION 3 - The secretary of each District society shall certify its delegates to the Executive Director of this Association, in writing, at least sixty (60) days prior to the first day of the annual meeting of the House of Delegates. The list of delegates and alternates shall be published.

SECTION 4 - A delegate having been seated shall remain the accredited delegate throughout the session unless he finds it impossible to continue in service. In this case, the alternate, with the approval of the Credentials Committee, shall be seated for the remainder of the session. In the event the delegate shall fail to qualify, the alternate shall be seated and shall serve as the delegate throughout the session. One alternate shall be elected for each delegate.

SECTION 5 - The current officers and trustees, all past trustees (who have served a minimum of three years) and all past presidents of this association shall have voice but no vote in the House of Delegates meeting unless they are properly seated as delegates or alternates.

SECTION 6 - The House of Delegates shall meet annually. A special meeting of the House of Delegates may be called by the President, by the Petition of two-fifths of the accredited delegates, or by petition of a simple numerical majority of the District societies themselves. In such calls the delegates shall be given at least two weeks notice, and the object or objects shall be stated in the call. The Speaker shall be the presiding officer in the House of Delegates. If the Speaker is absent, or wishes not to preside, the Vice Speaker shall preside.

SECTION 7 - One-half of the total number of delegates accredited for voting in the House of Delegates shall constitute a quorum.

SECTION 8 - The House of Delegates shall have the authority to divide the state into Districts for the purpose of forming District societies.

SECTION 9 - The House of Delegates shall be responsible for establishing and maintaining a Code of Ethics for the Texas Osteopathic Medical Association. Unless otherwise stated, the Code of Ethics of the AOA shall be the Code of Ethics of the TOMA.

SECTION 10 - The House of Delegates shall have other duties as prescribed in these Bylaws.

SECTION 11 – The Student Membership of the Texas College of Osteopathic Medicine shall be entitled to three (3) delegates and their alternates: two (2) delegates representing the TOMA Student Chapter of the Texas College of Osteopathic Medicine, plus one (1) delegate representing the district in which the Texas College of Osteopathic Medicine is located, who shall be the Medical Student Government Association President or his/her designee. The student delegates shall be accredited in the same manner and have the same privileges as members of the district delegations. The Chief Administrative Officer of the Texas College of Osteopathic Medicine shall certify the delegates and alternates to the Executive Director of this association in writing at least sixty (60) days prior to the first day of the annual meeting of the House of Delegates. The student delegates and alternates must be student members in good standing of this association.

SECTION 12 - The Intern/Resident/Fellow Section of the House of Delegates shall be entitled to one delegate plus one additional delegate for the first fifteen AOA approved postdoctoral training institutions in Texas or fraction thereof (or a minimum of two delegates), plus an additional delegate for each additional fifteen AOA approved postdoctoral training institutions, or major fraction thereof. The intern/resident/fellow delegates shall be accredited in the same manner and have the same privileges as members of district delegations. The chairman of the Intern/Resident/Fellow Section of TOMA shall certify the intern/resident/fellow delegates and alternates to the Executive Director of this Association in writing at

least sixty (60) days prior to the first day of the annual meeting of the House of Delegates. The intern/resident/fellow delegates and alternates must be Intern/Resident/Fellow members in good standing of this Association.

SECTION 13 – The Speaker of the House of Delegates shall have the authority after approval of the Executive Committee of the Board of Trustees to establish special ad hoc committees and to appoint members to the committees to conduct emergent administrative House business between annual House of Delegates meetings.

ARTICLE X – DELEGATES TO THE AMERICAN OSTEOPATHIC ASSOCIATION

SECTION 1 - The delegates and their alternates to the House of Delegates of the American Osteopathic Association shall be elected by ballot at the annual meeting of the House of Delegates of this Association. The delegates shall be elected to positions numbering one (1) through "X", inclusive, which number shall be the same and equal to the number of delegates accredited to this Association by the American Osteopathic Association. The number of the position shall carry no significance in regard to authority, voting strength or responsibility of, in or for the delegation. An equal number of alternate delegates shall be elected in the same manner. Alternate delegates shall fill any vacancy in the delegation starting with alternate delegate number one (1) and following simple mathematical progression through the total number of alternate delegates until all vacancies in the delegation have been filled. Only members of the American Osteopathic Association are eligible for election as delegates and alternates. Delegates shall be elected for three-year terms, one-third of the delegation to be elected each year, and any vacancies shall be filled to complete unexpired terms at this time.

SECTION 2 - Student delegates designated and endorsed by the chief administrative officer of the Texas College of Osteopathic Medicine and certified by the Executive Director of the American Osteopathic Association must be student members in good standing of this Association. The student delegate shall have the same rights and obligations as delegates elected by the Texas Osteopathic Medical Association.

SECTION 3 - The delegation shall organize itself previous to the meeting of the House of Delegates of the American Osteopathic Association and assign such topics of study and duties as the delegation deems advisable for efficient participation in that House of Delegates.

SECTION 4 - The House of Delegates of this Association may instruct its national delegates and may determine whether or not the delegation shall follow the unit rule.

SECTION 5 – The Speaker of the House of Delegates shall have the authority to fill vacancies on the list of alternate delegates to the American Osteopathic House of Delegates.

ARTICLE XI - MEETINGS

SECTION 1 - The annual meeting shall be held at such time and place as may be determined by the House, but such time and place may be changed by the Board of Trustees should it be deemed advisable.

SECTION 2 - All members in good standing shall be permitted to register and attend all education and social functions of the Annual Meeting by paying the prescribed registration fee and their current dues. Non-members shall register and/or attend in accordance with rules established by the Board of Trustees.

ARTICLE XII – DEPARTMENTS AND COMMITTEES

SECTION 1 - The activities of this Association shall be departmentalized as follows:

- A - The Department of Professional Affairs
- B - The Department of Public Affairs
- C - The Department of Development and Liaison

SECTION 2 - Department Chairmen and Committee members shall be appointed by the President, subject to the approval of the Board of Trustees. Department Chairmen shall be members of the Board of Trustees and Committee members shall be members of this Association except that the Executive Director shall be an ex officio member of any committee to which he is appointed.

SECTION 3 - Standing committees shall be established and abolished upon recommendation by the Board of Trustees and approved by the House of Delegates to function under a Department.

SECTION 4 - Standing committees shall be subject to a sunset review every five (5) years to justify their continued existence or be abolished.

SECTION 5 - The President may establish a committee for a special function or purpose. Such committee shall, upon the completion of its assigned duties or at the end of the President's tenure, unless otherwise specified, cease existence.

SECTION 6 - The President shall be an ex-officio member of all departments and committees.

ARTICLE XIII – RULES OF ORDER

SECTION 1 - This Association, and all its bodies, shall be governed by Roberts' Rules of Order Newly Revised except where otherwise provided in the constitution and Bylaws or by special rules or order.

ARTICLE XIV - AMENDMENTS

SECTION 1 - These Bylaws may be amended at any meeting of the House of Delegates by a two-thirds vote of the accredited delegates, present and voting. Only those amendments proposed by a District society or the Committee on Constitution, Bylaws and Documents which have been filed with the Executive Director at least sixty (60) days before the meeting at which the proposal is to be voted upon shall be considered for action. Upon receiving a copy of the proposed amendment, it shall be the duty of the Executive Director to cause it to be printed in the official publication of this Association, or to be mailed to the membership, at least thirty (30) days before the meeting. The proposed amendment may be revised, if necessary, to secure conformity to the Constitution, or by consent of the House of Delegates, if the revision does not alter the original intent or purpose of the proposed amendment and in those cases where a typographical error occurs in the printing of the proposed amendments distributed to the membership.

Amended 3/31/07

Amended 6/8/07

Amended 5/2/09

Amended 4/16/11