



BYLAWS
of the
Texas Osteopathic Medical Association

ARTICLE I - 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.

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

SECTION 2 - Any physician who has been granted the degree Doctor of Osteopathy or Osteopathic Medicine from a school which has been 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.

SECTION 3 - Regular Membership. Regular members shall meet the requirements set forth in Section 2 of this Article. 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. Student members shall not be eligible to hold office or to vote, except as duly elected members 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 good standing at an approved training program in Texas. Intern/Resident/Fellow members shall be eligible to vote and hold office.

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 II, Section 4. Sustaining, Sustaining Plus and Patron membership shall become effective upon payment of the annual dues as stated in Article II, 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 by the Board of Trustees upon osteopathic physicians or persons who have made unusual contribution to the objects of this Association or advancements to the osteopathic profession. 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 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. If the candidate is deemed acceptable and worthy, the Board will grant 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. They 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 but currently does not practice or reside in the state of Texas is eligible to apply for Non-Resident Associate membership in this Association who does not qualify for membership under Section 2 of this article.

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. Before any member can be considered retired and receive benefits of a Retired member, they must receive status approval from the Board of Trustees. The member may apply for retired status by submitting a letter of application to the board. This letter of application shall outline the reason for the request and contain sufficient information about the candidate to permit judicious consideration by the Board. Once granted retired status, such members shall have all privileges of Regular membership, except holding office.

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 their 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 III.

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. Membership in this Association 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 II - 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 Board of Trustees. These dues will be adjusted for physicians in their first, second, and third year of practice. 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 in the amount to be established and adopted by the TOMA Board of Trustees. 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 Board of Trustees 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 be required to pay dues in the amount to be determined by the TOMA Board of Trustees.

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

SECTION 8 - Retired members shall be required to pay dues in the amount to be determined by the TOMA Board of Trustees.

SECTION 9 - Intern/Resident/Fellow members, as heretofore defined, may be required to pay dues in the amount to be determined by the TOMA Board of Trustees.

SECTION 10 - Honorary Life members shall be required to pay dues in the amount to be determined by the TOMA Board of Trustees.

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 year's 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 III. The Executive Director shall notify any member of their



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 their practice or retired from practice, may request that their 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 being a student or a resident member, shall pay a prorated portion of the annual dues, based on that period of the fiscal year during which they are a regular member, except as stated in Article II, 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 Board of Trustees.

ARTICLE III – GRIEVANCE MATTERS

SECTION 1 – To ensure timeliness of due process, the ethics committee shall have two (2) months from the time of complaint to its final recommendation, unless the committee requests additional time to gather data. 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 Association to report to the Committee any case of professional misconduct which comes or is brought to their 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 they 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 they 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 they 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 them. At such hearing, the member must be present in person. They 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 member is expelled, the Executive Director shall formally notify the Texas State Board of Medical Examiners, the National Practitioners Data Bank and all affiliated organizations, as well as the American Osteopathic Association of this action. The fact an individual has been expelled does not bar them 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 (3) years for disciplinary reasons.

ARTICLE IV - OFFICERS

SECTION 1 - The elected officers of this Association shall be the President, President-Elect, Vice President, and One (1) Immediate Past President, 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, and shall perform the duties usually pertaining to the office. They shall be the chairman of the Board of Trustees. They 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 President shall appoint a Parliamentarian at the beginning of their term to ensure that the Constitution and Bylaws of this Association are being followed.

SECTION 5 – No member shall be eligible for nomination of any elected office in this Association unless they are in good standing with the Association. Any elected officer shall maintain their good standing in order to continue holding that office.

SECTION 6 - The officers of this Association shall be elected by ballot vote, electronic vote or email vote of the membership, and the majority of all votes shall be necessary to elect. Election of officers shall be held during the regular annual business meeting except in the event of a special election as provided elsewhere in these Bylaws.



SECTION 7 - The Vice President shall perform the duties of the President in the absence of the President and President-Elect.

SECTION 8 - In the event any officer fails to perform the duties of their 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 business meeting.

SECTION 9 - In the event the President becomes disabled and unable to perform the duties of their 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 10 - 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 business meeting.

SECTION 11 - 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 Board of Trustees. The officer must then present in writing to the Board the reason for the aforementioned absences. The member can only be reinstated to their original position by a majority vote of the board in favor of the reinstatement at the next regular or special board meeting.

ARTICLE V – 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 annual business meeting, 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. They 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. They shall cooperate with the chairmen of departments in the execution of the policies of the Association. In general, it shall be their 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 their 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 technological support, employees, postage, office supplies, traveling expenses, and other expenses incident to the discharge of their 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 their annual report. The cost of said audit shall be defrayed by this Association.



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

SECTION 8 - 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 9 - The Executive Director shall have additional duties as prescribed by other Articles of these Bylaws.

SECTION 10 - The Executive Director at the end of their employment, shall deliver to this Association all monies, books, papers, and other property of the Association.

ARTICLE VI – 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, one (1) Immediate Past President, nine (9) Trustees elected by the membership, three (3) departmental chairmen (Chairman of the Department of Professional Affairs, Chairman of the Department of Public Affairs and Chairman of the Department of Development and Liaison), one (1) New Physician Trustee, one (1) Intern/Resident/Fellow Trustee, and one (1) Student Trustee. Past Presidents shall serve on the Board of Trustees for one (1) year. For all Trustees, with the exception of the President, President-elect, Vice President, and the Past President, the aggregate terms of office of Trustees shall be limited to nine (9) years with the exception that a Trustee may complete the term in which nine (9) years or more of service is completed. Board members must be voting members of this Association in good standing. Each year, three (3) Trustee members, (exclusive of the Student Trustee and Intern/Resident/Fellow Trustee) shall be elected by the membership 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. The New Physician Trustee must be in practice less than five (5) years to be eligible for this position. Every other year, one (1) New Physician Trustee member (exclusive of the Student Trustee and Intern/Resident/Fellow trustee) shall be elected by the membership 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 nominees for the Student Trustee and the Intern/Resident/Fellow Trustee shall be selected from the membership of the Student/Intern/Resident/Fellow Committee and shall be nominated by the membership of that Committee, with the nominee's subject to confirmation by the Board of Trustees. The Student Trustee and the Intern/Resident/Fellow 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.

SECTION 3 - The President shall appoint a Healthcare consultant to the Board of Trustees. This member will be an ex officio, non-vote member.

SECTION 4 - The regular meetings of the Board of Trustees shall be held no less than four (4) times a year. Special meetings may be called by the President or upon petition by a simple majority of the Board members themselves, with proper notice to all members of the Board.

SECTION 5 - A majority of the voting members of the Board of Trustees shall constitute a quorum.

SECTION 6 - The Board of Trustees shall have management of the finances of this Association.

SECTION 7 - The Board of Trustees shall employ and direct the Executive Director in their duties.



SECTION 8 - All committee appointments made by the President shall be subject to the approval of the Board of Trustees.

SECTION 9 - The Board of Trustees may act upon any matter by mail, email, fax, telephone, or other generally adopted electronic means, and vote when necessary. If a vote is taken by mail or electronically, 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 10 - 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 their office, felony convictions or due cause.

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

SECTION 12 - 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 13 - 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 Board of Trustees.

SECTION 14 - 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 the next Board of Trustees meeting. The successor shall serve until the next annual business meeting.

SECTION 15 - 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 them self in good faith, and that they reasonably believed that their 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 their 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 they are found liable to the Association, or if they are 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 16 - 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 II, 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.

ARTICLE VII – ELECTIONS

SECTION 1 - Qualifications: No person shall be an elected trustee who is not an active member of the association.

SECTION 2 - Elections for the office of President-Elect, Vice President, and three Trustee positions shall be conducted annually. Each person running for an elected position shall submit an application to the State Office no later than December 31st of the preceding year of which they intend to run for election. All applications shall be reviewed by a credentials committee for verification of qualifications. The credentials committee shall advise the Board of Trustees no later than two weeks prior to the Association's Annual MidWinter Conference, of each candidate's qualifications. The Board of Trustees (BOT) shall present all qualified applicants for the BOT and officer positions at the MidWinter Conference.

SECTION 3 - Elections shall occur at the association's annual business meeting. Electronic voting shall be open for 30 days after the annual business meeting. .

ARTICLE VIII – DISTRICT SOCIETIES AND AFFILIATED ORGANIZATIONS

SECTION 1 – District societies shall be organized as constituent parts of this Association.

SECTION 2 – The TOMA Board of Trustees may approve the establishment of District Societies and Affiliated Organizations for the purpose of promoting the profession through the maintenance of quality controls, peer review or other mechanisms involving the delivery and quality of healthcare.

SECTION 3 – District Societies and Affiliated Organizations 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 made available to TOMA upon request.

SECTION 4 – District Societies and Affiliated Organizations are encouraged to apply for Section 501(c)(6) status with the Internal Revenue Service. If District Society or Affiliate Organization is a tax-exempt organization, it will comply with all requirements necessary to maintain its tax-exemption status.

SECTION 5 – The Board of Trustees of this Association reserve the right to dissolve any District Society or Affiliate Organization due to lack of activity for eighteen (18) months.

ARTICLE IX – 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 business meeting 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 endorsed by the Board of Trustees 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 Board of Trustees of this Association may instruct its national delegates and may determine whether or not the delegation shall follow the unit rule.

SECTION 5 – The Chair of the Texas delegation to the AOA House of Delegates will be appointed by the TOMA Board of Trustees and shall have the authority to fill vacancies on the list of alternate delegates to the American Osteopathic House of Delegates.

ARTICLE X - MEETINGS

SECTION 1 - The annual meeting shall be held at such time and place as may be determined by the TOMA Board of Trustees.

SECTION 2 - All members in good standing shall be permitted to register and attend all education and social functions of the Association 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 XI – 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 they are appointed.

SECTION 3 – 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 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.

SECTION 4 - Standing committees shall be established and abolished upon recommendation by the Board of Trustees and approved by the membership to function under a Department.

SECTION 5 - Standing committees shall be subject to a sunset review every three (3) years to justify their continued existence or be abolished.

SECTION 6 – ADHOC COMMITTEES - The President, along with consultation from the departmental chairs, 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 7 - The President shall be an ex-officio member of all departments and committees.

ARTICLE XII – 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 XIII - AMENDMENTS

SECTION 1 - These Bylaws may be amended at any meeting of the membership by a two-thirds vote of the total number of members voting. Only those amendments proposed to 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,, 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

Amended 4/21/12

Amended 4/16/16

Amended 4/22/17

Amended 4/27/19

Amended 5/30/20