

**HARRIS COUNTY MEDICAL SOCIETY
BYLAWS
(As Amended October 24, 2006)**

ARTICLE I. NAME AND TITLE OF ORGANIZATION

Section 1. The name and title of the organization shall be HARRIS COUNTY MEDICAL SOCIETY, hereinafter referred to as the Society.

ARTICLE II. PURPOSES OF THE SOCIETY

Section 1. The purposes of the Society shall be to bring into one organization the physicians of Harris County to promote and maintain a high standard of ethical medical practice, to promote medical education, research and continuing education and to work at all levels of the community to advance quality health standards and practices. Improving the overall health of the community through health education and public service shall be the primary purpose of the Society.

ARTICLE III. ELIGIBILITY FOR MEMBERSHIP AND MEMBERSHIP CLASSIFICATION

Section 1. Only physicians who are Doctors of Medicine and/or Osteopathy and who are licensed to practice in Texas are eligible for membership, except as provided by these Bylaws or the Bylaws of the Texas Medical Association.

Only physicians who subscribe to the "Principles of Medical Ethics" of the American Medical Association shall be eligible for membership.

A temporary license, certificate or permit shall not be adequate.

Medical Officers of the Federal Government and teachers in medical schools who are not required to register under the Medical Practice Act of Texas, but who are for the time bona fide residents of Texas shall be eligible for membership.

Full time medical students at Baylor College of Medicine or The University of Texas Medical School at Houston shall be eligible for student membership.

Only physicians who practice in Harris County shall be eligible for membership, except as specified in the Bylaws of the Texas Medical Association (TMA).

Section 2. Membership classifications in the Society shall be:

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

Emeritus. The TMA House of Delegates, upon nomination of the Executive Board and the approval of the TMA Board of Councilors, may elect to the status of emeritus membership any member who has rendered exceptional and distinguished service to scientific or organized medicine. The distinction thus conferred may not be removed except by action of the TMA House of Delegates upon recommendation of the TMA Board of Councilors.

Members emeritus shall have all rights and privileges of membership.

Honorary. The TMA House of Delegates, upon nomination by the Executive Board, after review and approval by the TMA Board of Councilors, may elect to honorary membership those physician members who have rendered outstanding service to organized medicine or made noteworthy contributions to scientific medicine and who have reached a point of comparative inactivity in the practice of medicine (i.e. practicing less than 50 percent of the time).

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

Life. Life membership may be granted to those physician members who have been dues paying members of organized medicine for 35 years, of which 25 years must have been dues paying years in the Texas Medical Association and its component county medical societies, and who have reached a point of comparative inactivity in the practice of medicine (i.e. withdraws from active practice of medicine).

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

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

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

Military. Physicians serving in the armed forces of the United States of America within the geographical jurisdiction of Harris County shall be eligible for military membership. Such membership shall terminate when the military member is transferred from the jurisdiction of Harris County or when the member's tour of duty terminates.

Military members shall not vote nor hold elective position.

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

Resident members shall have all rights and privileges of membership except the right to vote or hold elective or appointive positions. However, resident members may serve as voting delegates or alternate delegates to the TMA House of Delegates, and may serve as special appointees to councils and committees.

Student. Full-time students pursuing a course of study at Baylor College of Medicine or The University of Texas Medical School at Houston shall be eligible for student membership. Student membership shall cease upon termination of student status.

Student members shall have all the privileges of membership except the right to vote or hold elective or appointive positions. However, student members may serve as voting delegates or alternate delegates to the TMA House of Delegates from the Medical Student Section, and may serve as special appointees to councils and committees.

Special. Current deans of Baylor College of Medicine or The University of Texas Medical School at Houston may be special members provided they hold doctoral degrees. Special members shall have all rights and privileges of membership except the right to vote or hold elective or appointive positions.

Leave of Absence. Leave of absence may be granted to those physicians who leave the active practice of medicine for a proposed period of one year or more to engage in one or more of the following:

1. Further training in an approved graduate training program;
2. Service as a missionary outside the geographical limits of the United States of America;

3. Temporary service in the armed forces of the United States of America;
4. Temporary civilian service outside the geographical limits of the United States of America;
5. Illness;
6. Family leave, including but not limited to, maternity leave, paternity leave, care of an elderly parent or care of a child.

Section 3. The application process for membership shall be in accordance with the procedures established by the Executive Board in accordance with the TMA Bylaws. The process for transfer of membership to another society shall be in accordance with the TMA Bylaws. A member may resign from the Society by submitting a letter which should include the reason for resignation. This letter will become a part of the physician's permanent membership record.

ARTICLE IV. MEETINGS

Section 1. Meetings of the general membership shall be held at a time and place as may be established by the Executive Board of the Society, except that the Annual Business Meeting of the Society shall be held once per year. Notification of such meetings shall be given in the official publication of the Society or by mail at least 14 days in advance of the meeting. Members entitled to vote at the meeting will be eligible members of the Society as of the day before the notice date.

Section 2. Special meetings may be called by the President or by written request of seventy-five members. Such calls for special meetings shall state the object of such meeting, at which time no other business shall be transacted except that stated in the call.

ARTICLE V. OFFICERS AND EXECUTIVE BOARD

Section 1. The officers of the Society shall consist of a president, vice-president, president-elect, and secretary/treasurer. The vice-president, president-elect, and secretary/treasurer will be elected by the membership annually and shall hold no other elective office in the Society. The officers shall constitute the Executive Committee of the Executive Board. They may meet at any time to study and prepare reports and recommendations for the full Executive Board and may conduct other business of the Society as delegated to it by the Executive Board.

Section 2. The Executive Board shall consist of the Elected Officers plus the following members:

- Chair of the Board of Ethics
- Chair of the Board of Medical Legislation
- Chair of the Board on Socioeconomics
- Chair of the Council of Specialty Societies
- Chair of the Council of Hospital Chiefs of Staff
- Chair of the Council of International and Affiliated Medical Societies
- Chair of the Delegation to the Texas Medical Association
- Presidents of the Branch Societies
- Four at large members with staggered four-year terms with one member elected each year
- The Chief Executive Officers of Baylor College of Medicine and The University of Texas Health Science Center at Houston shall be voting members of the Board.

All Executive Board members must be Active members of the Society. Terms of office shall be for the Society year, January 1st through December 31st, except as stated above.

Section 3. It is the duty of the Executive Board to transact the routine business of the Society, appoint representatives to the Board of Trustees of the John P. McGovern Museum of Health & Medical Science; serve as the Board of Trustees of the Houston Academy of Medicine; serve as the sole stockholder of Medserv, Incorporated; serve as the Board of Trustees within the meaning of the corporate laws of the State of Texas; and decide all questions not specifically delegated to other authorities by these Bylaws.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. President. The president presides at meetings of the Society and the Executive Board and performs such other duties as custom and parliamentary usage require.

Section 2. President-Elect. The president-elect is expected to attend, on a selected basis, board and committee meetings in order to become fully informed on the work of the Society. The president-elect will assume the office of president on January 1st of the following year.

Section 3. Vice-President. The vice-president assists the president in the performance of the office and presides in his or her absence.

Section 4. Secretary/Treasurer. The secretary/treasurer shall make certain that adequate records of meetings of the Society and the Executive Board are maintained. The secretary/treasurer shall also make regular reports at the Executive Board meetings on the financial status of the Society.

ARTICLE VII. FUNDS AND EXPENSES

Section 1. Funds for the expenses of the Society shall be raised by annual dues, special assessments, and voluntary contributions. Annual dues shall be proposed by the Executive Board and voted on by the procedure outlined below. In addition, the Executive Board may authorize ancillary programs and services which may generate unrelated income as allowed under the Society's non-profit status. The secretary/treasurer, with the support and endorsement of the Executive Board, shall present a detailed budget for the following year's activities at the Annual Meeting of the Membership. At the same meeting, the secretary/treasurer shall make a comprehensive report to the membership on the overall financial condition of the Society, including reserves, and current or future funding needs. Dues adjustments and special assessments shall require 14-days notice to the membership and require approval by at least two-thirds of the members voting. Voting may take place at a Regular Business Meeting or a special called meeting.. A mail proxy may be used at the determination of the Executive Board. All proxies returned by mail must be postmarked no later than 14 days following the mailing of the proxy. Proxies may also be hand-delivered to the Society and must also be received no later than 14 days following the mailing of the proxy.

Section 2. Annual dues shall be payable on January 1st of each year. A member failing to pay dues by March 1st shall be considered delinquent and membership benefits are suspended on April 1st. Failure to pay dues by December 31st will require the physician to reapply for membership.

ARTICLE VIII. NOMINATING BOARD AND ELECTIONS

Section 1. The Nominating Board shall consist of the immediate past president, the president-elect, member at large in the third year of such term, the presidents of the Branch Societies or a designated officer of the Branch, and the chairman of the Board of Ethics. The chair will be the immediate past president. Taking into consideration past performance, integrity, talent, willingness to contribute to the betterment of the Society and geographic location, the Board shall nominate one member for the office of president-elect. To be eligible for the office of president-elect, a candidate must have previously served as a voting member of the Executive Board of the Harris County Medical Society. Additionally, the Nominating Board shall nominate two members for each of the following positions:

- Vice President
- Secretary/Treasurer
- One position at-large for a four-year term on the Executive Board
- Two or three positions on the Board of Ethics
- Three positions on the Board of Medical Legislation
- Three positions on the Board on Socioeconomics

In addition, the Board shall nominate one member for each TMA Delegate and Alternate Delegate whose term is expiring. A member may not hold more than one elected office except Delegates and Alternate Delegates may hold one additional office.

Section 2. In the official publications of the Society, it shall invite the membership to submit names for consideration. The Nominating Board shall notify the membership of its recommended slate of candidates. A candidate's name shall be placed on the printed ballot for the identified position by submission of a petition with twenty-five signatures of members eligible to vote. Any such petition must be received no later than 14 days following notification of the membership.

Section 3. Election of the officers and boards of the Society shall be by marked mail proxy or in person. All members eligible to vote shall be mailed the official proxy and meeting notice. All proxies returned by mail must be postmarked no later than 14 days following the mailing of the proxy. Proxies may also be hand-delivered to the Society and must also be received no later than 14 days following the mailing of the proxy.

The official tellers shall be selected by the president and supervised by the immediate past presidents, members of the Executive Board and members of the Board of Ethics.

ARTICLE IX. BRANCHES OF THE HARRIS COUNTY MEDICAL SOCIETY

The Branches of the Medical Society will be the Central City Branch, North Branch, Southeast Branch, Southwest Branch, East Branch and West Branch.

To achieve more active participation in the beneficial projects of the Society and to be better represented in the policies and activities of the profession, branch societies may be organized in accordance with the TMA Bylaws. A member must reside or practice within the geographic boundaries of the branch to which he or she affiliates, and may not be a member of more than one branch.

The branches will elect their own officers. Dues per se may not be collected for the branch societies. However, by majority vote of its members, other assessments of branch members may be made for use by the branch society to cover expenses incurred in the operation of the branch. Such assessments must be approved by the Executive Board prior to collection. The Executive Board will make budget and staff available to the branches and assist them in any way possible to promote the purposes of the Society at the branch level. The branch president, as a member of the Executive Board, will be encouraged to report on the activities of the branch and to coordinate implementation of the Society's programs in the branch.

ARTICLE X. COUNCIL OF SPECIALTY SOCIETIES

To achieve greater participation of the members in the activities of the Society and to provide a forum for the exchange of information on issues of mutual concern, there is hereby established a Council of Specialty Societies. The Council shall consist of one Society member representative from each of the local specialty organizations recognized by the American Medical Association. Each organization shall determine the method of selection and tenure of its representative. Newly established local specialty organizations may petition the Executive Board to have their representatives added to the Council. The president and president-elect of the Society shall also be members of the Council. The chair of this Council shall be appointed by the Society's Executive Board from among three nominees submitted by the Council. The chairman shall serve as a member of the Society's Executive Board and shall be limited to a one-year term.

ARTICLE XI. COUNCIL OF HOSPITAL CHIEFS OF STAFF

To achieve greater participation of the members in the activities of the Society and to provide a forum for the exchange of information on issues of mutual concern, there is hereby established a Council of Hospital Chiefs of Staff. The Council shall consist of the chief of staff from each of the hospitals in Harris County or his/her physician representative.

Each hospital shall determine the method of selection and tenure of its representative. The chair of the Council shall be appointed by the Society's Executive Board from among three nominees, who are Society members, submitted by the Council. The chairman shall serve as a member of the Society's Executive Board and shall be limited to a one-year term.

ARTICLE XII. COUNCIL OF INTERNATIONAL AND AFFILIATED MEDICAL SOCIETIES

To achieve greater participation of the members in the activities of the Society and to provide a forum for the exchange of information on issues of mutual concern, there is hereby established a Council of International and Affiliated Medical Societies. The Council shall consist of one Society member representative from each of the approved local physician organizations. Each organization shall determine the method of selection and tenure of its representative. Newly established organizations may petition the Executive Board to have their representatives added to the Council. The president and president-elect of the Society shall also be members of the Council. The chair of this Council shall be appointed by the Society's Executive Board from among three nominees, who are Society members, submitted by the Council. The chairman shall serve as a member of the Society's Executive Board and shall be limited to a one-year term.

ARTICLE XIII. COMMITTEES

Section 1. Unless specified otherwise in the Bylaws, the president, with the approval of the Executive Board, shall appoint the members and chair of all committees. Unless specified otherwise, terms of appointment shall be for the calendar year.

Section 2. The Standing Committees of the Society will be Budget, Bylaws, Emergency Medical Services, Historical, Membership, Physicians Counseling, Public Grievance, and Physician Recognition.

BUDGET. The committee shall be composed of the officers of the Society. The secretary/treasurer of the Society shall be the chair. The committee shall be responsible for preparing a detailed budget for the following year and shall present same to the Executive Board. The committee shall also receive requests for unbudgeted funds and present recommendations to the Executive Board for approval.

BYLAWS. The committee shall consist of three members appointed for three-year terms with one new member appointed each year. The committee will become knowledgeable of all details of the Bylaws and act as counsel to the Executive Board concerning any proposed changes or interpretations of the language. The committee will at all times work to insure that the Bylaws are concise and are not diluted with operating details and other adopted policy which should be recorded and published elsewhere. Additionally, the committee will monitor amendments to the TMA Bylaws and report all changes affecting these Bylaws to the Executive Board.

EMERGENCY MEDICAL SERVICES. The committee shall consist of at least twelve members. The committee shall have the responsibility of representing the Society in all matters pertaining to emergency medical services and disaster planning, including educational programs for physicians, emergency medical personnel and the public; advances in emergency medical communications and equipment, and liaison with emergency departments, medical staffs and community emergency services.

HISTORICAL. The committee shall consist of three members who shall carry on a continuing program of recording and preserving records of current events which ultimately will be of historical significance.

MEMBERSHIP. The committee shall have the responsibility to promote and encourage membership in the Society, the Texas Medical Association and the American Medical Association of all eligible physicians in Harris County. The committee will consist of at least five members and they may enlist other members to assist them.

PHYSICIANS COUNSELING. This peer review committee shall consist of nine members, with three-year terms, appointed so that three are appointed each year. The committee shall have the responsibility to offer assistance to those physicians who have been referred to it who are in need of help, persuade the physician to enter treatment, and monitor his or her progress. The committee may enlist other members to assist them.

PUBLIC GRIEVANCE. This peer review committee shall consist of nine members with three-year terms, appointed so that three are appointed each year. Appointments should represent the geographical limits of the Society when possible. The committee will elect a chair and secretary. The duty of this committee shall be to investigate and supervise the ethical deportment of the membership of this Society, and it shall receive complaints from the general public against physician members. Responsibilities and procedures for the committee's involvement in the Disciplinary Process shall be handled according to the Hearings Procedures Manual of the Texas Medical Association.

PHYSICIAN RECOGNITION COMMITTEE. The Physician Recognition Committee will consist of the five immediate past presidents of the Society. The fifth immediate past president will serve as Chair. The committee will review files for all retired physicians and make recommendations to the Executive Board for Honorary, Emeritus and other appropriate membership categories and awards.

Section 3. Ad Hoc Committees. The president shall have the authority to appoint, with the approval of the Executive Board, other committees to undertake specific assignments. Appointments will be for the duration of the assignment, and the committee will be disbanded upon completion of its charge.

ARTICLE XIV. BOARD OF ETHICS

Section 1. The Board of Ethics shall consist of seven members, each with a term of three years. Election of members shall be arranged so that no more than three vacancies normally occur each year. The board shall elect its chair each year. Tenure of office by election shall be limited to one three-year term. Serving as much as two years of a three-year term shall be considered as serving a full term. Vacancies shall be filled by appointment by the president with the approval of the Executive Board. It is preferable that members nominated for the board have previous experience participating on peer review committees and adequate practice experience to effectively serve on the Board.

Section 2. The Board of Ethics shall investigate and approve or disapprove applicants for membership.

Section 3. The Board will supervise the ethical deportment of the members of the Society and will counsel individual members where circumstances warrant.

Section 4. The Board will be involved in the Disciplinary Process in accordance with the Hearings Procedures Manual of the TMA.

Section 5. As provided in the TMA Bylaws, the Board of Ethics shall have the authority to investigate on its initiative suspected violations of ethical conduct and to prefer charges when indicated after thorough investigation. The Board of Ethics shall receive and investigate charges of unethical conduct made against members by fellow members of the Society, and shall review the findings of the Public Grievance Committee, making proper disposition of each case.

Section 6. Failure of a physician to cooperate with the proceedings of the Public Grievance Committee or the Board of Ethics is grounds for discipline. The potential disciplinary actions may be censure, probation, or expulsion from membership. Disciplinary actions will be conducted in accordance with the Hearings Procedures Manual of the TMA. Disciplinary action against a member shall be reported in the HCMS *Physician Newsletter* and, when appropriate, notification will be given to the Texas Medical Board and the National Practitioner Data Bank as required by law.

Section 7. A record will be made of Society membership and status of each member nominated for Emeritus, Honorary, Life or Retired membership.

ARTICLE XV. BOARD OF MEDICAL LEGISLATION

Section 1. The Board of Medical Legislation shall consist of twelve members elected to four-year terms. Elections shall provide that three new members are elected each year. The board shall elect its Chair each year.

Section 2. It is the duty of the board to keep abreast of all legislative matters and proposals affecting the profession and to keep the membership informed through appropriate channels. It will work closely with the TMA Council on Legislation to insure that the Society membership is informed in all matters pertaining to legislation.

ARTICLE XVI. BOARD ON SOCIOECONOMICS

Section 1. The Board on Socioeconomics shall consist of nine members elected to three-year terms. Elections shall provide that three new members are elected each year. The board shall elect its Chair each year.

Section 2. It is the duty of the board to keep abreast of all Socioeconomic matters affecting the profession and to keep the membership informed through appropriate channels. It will work closely with the TMA Council on Socioeconomics to ensure that the Society membership is informed in all matters pertaining to Socioeconomics.

ARTICLE XVII. DELEGATES AND ALTERNATE DELEGATES TO THE TMA

Section 1. Meetings. The president will call the elected Delegates and Alternate Delegates to a meeting early in the calendar year for the purpose of organizing the Delegation and electing a chair, vice-chair and secretary. The Delegates and Alternate Delegates will then hold caucuses as often as necessary to adopt operating rules of procedure and to discuss current problems and legislation that may be brought before the House of Delegates at the forthcoming session. At least one meeting shall be held prior to each opening session of the House of Delegates of the Texas Medical Association. All officers and members of the Harris County Medical Society and officers of the Texas Medical Association and the American Medical Association from Harris County are encouraged to make suggestions and express their views on pending problems and legislation. The Delegates will attend and faithfully represent the Society in the House of Delegates of the Texas Medical Association and will make a report of the proceedings of the body to the Society at the earliest opportunity. In the event a Delegate is unable to perform his or her duties, the credentials will be signed over to an Alternate Delegate chosen by the Society.

Section 2. Members. The Delegation shall consist of the duly elected and appointed Delegates and Alternate Delegates from the Society, those members of the Society who have a vote in the House of Delegates of the Texas Medical Association by virtue of the elected position they hold in the Association (ex-officio members) and those members of the Society who are the representatives of the specialty societies to the House of Delegates. Each member of the Delegation shall have an equal voice in its deliberations; provided, however, that only the Delegates, Alternate Delegates and ex-officio members shall have the privilege of voting and only Delegates, Alternate Delegates, and ex-officio members may hold elected office in the Delegation.

Section 3. Vacancies. In the event of a vacancy in a Delegate position, this vacancy shall be filled by a vote of a majority of the members of the Executive Board; provided; however, that such position shall be filled by an Alternate Delegate based objectively on the criteria of cumulative tenure of service, attendance at caucuses and recorded participation in the activities of the Delegation by such Alternate Delegate. A vacancy in an Alternate Delegate position shall be filled by the president with the approval of the Executive Board.

Section 4. Apportionment. Should one or more Delegate positions be eliminated as a result of either reapportionment of the House of Delegates by TMA, or decreased membership in the Society, or both, the Delegate(s) having the least cumulative tenure of service, least attendance at caucuses, and least recorded participation in the activities of the Delegation shall be restored to positions as Alternate Delegate(s) with full seniority. Those Alternate

Delegates having the least cumulative tenure of service, least attendance at caucuses, and least recorded participation in the activities of the Delegation shall be relieved of responsibility and removed from the Delegation in order to accommodate the return of the former Delegates to positions as Alternate Delegates. If necessary, such reapportionment shall be executed by a majority vote of the duly elected Delegates and Alternate Delegates present and voting at any regular or special meeting of the Delegation.

ARTICLE XVIII. STAFFING

Section 1. An Executive Vice President shall be employed by and shall be under the direction of the Executive Board. The Executive Vice President (EVP) shall be the chief executive of the corporation; shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Executive Board are carried into effect. The EVP shall execute in the name of the corporation all deeds, bonds, mortgages, contracts and other documents except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Executive Board to some other officer or agent of the corporation. The EVP shall have full authority over the personnel employment. The EVP may be assigned other duties and responsibilities as directed by the Executive Board. The EVP shall have all authority necessary to carry out these duties.

ARTICLE XIX – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Article 1396-2.22A of the Texas Non-Profit Corporation Act permits the Corporation to indemnify its present and former directors and officers to the extent and under the circumstances set forth therein. The Corporation hereby elects to and does hereby indemnify all such persons to the fullest extent permitted or required by such Article promptly upon request of any such person making a request for indemnity hereunder. Such obligation to so indemnify and to so make all necessary determination may be specifically enforced by resort to any court of competent jurisdiction. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by such Article and subject to the conditions thereof.

ARTICLE XX. AMENDMENTS TO THE BYLAWS

Section 1. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the legal votes cast by at least 10% of eligible voting members under the process outlined in Section 2 or as outlined in Article XXI for compliance changes. Amendments to these Bylaws may be proposed by the Executive Board or through a petition endorsed by any twenty-five members eligible to vote. Any proposed amendment will be referred to the Bylaws Committee to verify that it does not conflict with common law, regulation or the TMA Bylaws and is appropriate for inclusion in the Bylaws of the Society.

Section 2. After fulfilling its responsibilities, the Bylaws Committee will issue a report to the Executive Board on the proposed amendment noting conflicts, if any, with the HCMS or TMA Bylaws or common law. The Executive Board will then present the proposed change with appropriate corrections along with the present provisions to the membership in either the official publication of the Society or by mail. At least 14 days, but not longer than 28 days, must elapse between the notice and the close of voting on the amendment by the membership. Voting on Bylaw amendments shall be by numbered mail proxy or in person. The voting period for the amendment shall be determined by the Executive Board and will be printed on the proxy. Voting may take place at a Regular Business Meeting or special called meeting. After the close of the voting period, the votes shall be counted by official tellers selected by the president and supervised by the immediate past presidents, members of the Executive Board and members of the Board of Ethics. The results shall be reported in the official publication of the Society.

Section 3. Any amendments approved by the membership go into effect immediately upon approval by the TMA Board of Councilors unless the motion to adopt provides that the Bylaws or some portion of them is not effective until a later date. The proposed effective date for the amendment shall be explained in the printed notice from the Executive Board, but it does not need to be included in the final printed Bylaws.

ARTICLE XXI. PREVAILING BYLAWS

If at any time there arises a conflict between the Texas Medical Association Constitution and Bylaws and the Constitution and Bylaws of the Society, the Constitution and Bylaws of the Texas Medical Association shall prevail. The conflict shall be referred to the Bylaws Committee. The committee shall draft language to bring the Constitution and Bylaws of the Society into compliance with the TMA Constitution and Bylaws and shall report such changes to the Executive Board and then to the membership. Implementation of such "compliance" changes shall be automatic and shall require no vote of the membership.

ARTICLE XXII. RULES OF ORDER

Section 1. Parliamentary Authority. The parliamentary rules and procedures contained in the current edition of Sturgis' *The Standard Code of Parliamentary Procedure* shall govern all general meetings of the Society, and all meetings of the Executive Board, Boards and Committees of the Society, in all cases in which they are applicable and in which cases they are not inconsistent with the Charter, Bylaws, Special Rules of Order, Standing and Procedural Rules and Resolutions adopted by the Society, or any provision or law specifically applicable to the Society.

Section 2. Procedural Rules and Administrative Guidelines. The Society through its Executive Board, may adopt such Special Procedural Rules, Administrative Guidelines and Resolutions as may be necessary to implement the purposes set forth in the Charter and Bylaws. These Rules, Guidelines and Resolutions may not be in conflict with the Charter and Bylaws. Such Rules, Guidelines and Resolutions may be adopted by a majority vote of the Executive Board without previous notice and they may be suspended, amended or rescinded whenever the best interest of the Society shall be served by such action.

ARTICLE XXIII. ORDER OF SUCCESSION TO THE PRESIDENCY AND VACANCIES ON ELECTED BOARDS AND COMMITTEES

Section 1. In case of the retirement, resignation, or death of the president-elect after the ballots have been mailed, the person elected Vice President-to-be for the next year shall become President on January 1st.

Section 2. In case of the retirement, resignation, or death of the President during his term, the Vice President succeeds to the Presidency.

Section 3. In case of the retirement, resignation, or death of the president-elect between January 1st and July 1st, the remaining members of the Nominating Board shall convene and shall submit to the Executive Board two names for the position. The Executive Board shall publish the names in the official publication of the Society and within two weeks following that publication, conduct a special mail ballot to fill the vacancy. In the event of the death of the president-elect after July 1st, but before the annual elections, the office shall remain vacant. The remaining members of the Nominating Board shall submit to the Executive Board two names for the position which shall be presented to the membership for an election as part of the regular election of officers.

Section 4. In the case of the retirement, resignation, or death of a member of an elected board or of an officer (except president-elect) or of a member of a committee, the president, with the advice and approval of the Executive Board, will appoint a successor for the unexpired term of that position.

ARTICLE XXIV. STANDING RULES AND POLICIES OF THE SOCIETY

- The Society may collect dues for the County Society, the Texas Medical Association and the American Medical Association. In addition, it may collect and apportion funds for the Houston Academy of Medicine.
- The Executive Board shall have the authority to insist on the efficient performance of the duties of the Delegation to the TMA.

- All changes in the membership status of a member, all investigation of complaints against a member and all disciplinary action taken against a member shall be in accordance with the applicable sections of the TMA Bylaws and the Hearings Procedures Manual of the TMA and shall respect the accepted tenets of due process.
- Thirty members constitute a quorum at a business or special meeting of the Society.
- Any appointed or elected member who has three consecutive unexcused absences from Board or Committee meetings may be replaced after confirmation of such absences with the Board or Committee chair.
- When a candidate receives a plurality (more votes than any other candidate), he will be declared the winner by the official tellers.
- The date of notice to the membership of any meeting or bylaw change or election shall be the day such notice is placed in the mail.