

**HARRIS COUNTY MEDICAL SOCIETY  
BYLAWS  
(As Amended October 24, 2018)**

**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.** A physician must possess a license to practice medicine in the State of Texas. A license that has been permanently revoked, canceled, or permanently suspended shall not be deemed adequate.

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

A physician or medical student applying for membership in a county medical society shall subscribe to the American Medical Association (AMA) Principles of Medical Ethics and the ethics opinions of the Texas Medical Association (TMA) Board of Councilors.

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

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

Members emeritus shall have all rights and privileges of membership.

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

Honorary members shall have all rights and privileges of membership, except the right to vote and hold elective position, and shall not be required to pay dues. However, upon election to honorary membership, the physician so elected may retain the right to vote and hold elective position by immediately paying current dues in the same amount as required of active members. The decision to continue dues payment on a year-to-year basis shall be the option of the newly elected

honorary member. However, once dues payment is discontinued, it may not be reinstated at a later date, and loss of the rights described in this section will occur.

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

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

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

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

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

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

**Resident.** Physicians serving internships, residencies, and fellowships in hospitals located within the geographical boundaries of the Society, 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 and 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 boards and committees.

**Student.** Full-time students pursuing a course of study in a Texas medical school recognized by the Texas Medical Board that leads to the degree of Doctor of Medicine or Doctor of Osteopathy shall be eligible for student membership in the Society. Student membership shall cease upon termination or change of enrollment status.

Student members shall have all the privileges of membership except the right to vote and hold elective or appointive positions. However, student members may serve as special appointees to boards and committees.

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

#### **Leave of absence:**

**Physician members.** The Society may grant a leave of absence for a period of one year or more to physician members who leave an active practice of medicine for:

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

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

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

These members shall pay no dues while on leave of absence.

**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, secretary/treasurer and the four officers at large. The vice-president, president-elect, secretary/treasurer, and the four officers at large will be elected by the membership 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 Officers 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.

**Section 5. Officers at Large.** The officers at large will serve a four-year term on the Executive Board. A new officer at large will be elected each year. The four officers at large will serve as the Houston Academy of Medicine officers.

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

**Section 3. Loss of privileges.** A delinquent member shall not have the privileges of voting or holding office.

**Section 4. Reinstatement.** A delinquent member who pays dues on an annual basis may be reinstated as a member in good standing upon payment of dues, provided payment is made before March 1 of the same calendar year in which the delinquency occurred. A delinquent member who pays dues on an installment basis may be reinstated as a member in good standing upon the payment of all installment payments in arrears, provided payment is made within 60 days of the member becoming delinquent.

**Section 5. Automatic dropping from membership.** A delinquent member who pays on an annual basis and who has not been reinstated by March 1 shall automatically be dropped from membership. A delinquent member who pays on an installment basis and who has not been reinstated as provided in Section 4 shall automatically be dropped from membership. A former member who thus forfeits membership may be reinstated as a member in good standing at any time during the same calendar year upon full payment of current year dues.

## **ARTICLE VIII. NOMINATING BOARD AND ELECTIONS**

**Section 1.** The Nominating Board shall consist of the immediate past president, the president-elect, officers at large in the second and 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 Officer 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 electronic or mail proxy or in person. 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 or sent electronically 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.

## **ARTICLE IX. BRANCHES OF THE HARRIS COUNTY MEDICAL SOCIETY**

The Branches of the Medical Society will be the Central City Branch, North Branch, Northwest 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 chair 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 chair 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 vice 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 vice chair will become chair on January 1 of the following year. The chair 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 Care, Historical, Membership, Physicians Counseling, Physician Recognition and Strategic Planning. Any committee may be inactivated if it is not needed for a period of time.

**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 CARE.** 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 and the Texas 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 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.

**PHYSICIAN RECOGNITION.** 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.

**STRATEGIC PLANNING.** The committee shall develop mission and vision statements, goals and strategies on an annual basis and establish priorities. Composition of the committee shall be the eight officers of the Executive Board and the immediate past president of the Society.

**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 department 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, making proper disposition of each case.

**Section 6.** The Board shall serve as the Public Grievance Committee and it shall receive complaints from the general public against physician members.

**Section 7.** Failure of a physician to cooperate with the proceedings of 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 8.** 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 an in-person or electronic meeting for the purpose of organizing the Delegation and electing a chair, vice-chair and secretary for the calendar year. 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**

Section 8.101 of the Texas Business Organization Code 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 appealed 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 electronic or 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. 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 *The American Institute of Parliamentarians 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**

(moved to Section 2)

**Section 1.** In case of the retirement, resignation, or death of the president during his/her term, the president-elect succeeds to the presidency. In the event the president-elect assumes the office of president prior to July 1 due to the president's retirement, resignation or death, the remaining members of the Nominating Board shall convene and shall submit to the Executive Board one or more names for a replacement president-elect. The Executive Board shall publish the names in the official publication of the society within two weeks following that publication, conduct a special election by marked electronic or mail proxy to fill the vacancy. In event the president-elect assumes the office of president on or after July 1 due to the president's retirement, resignation or death, a new president-elect shall be elected during the regular annual elections, and the president shall continue to serve as president until December 31 of the following year.

**Section 2.** 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 one or more 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 election by marked electronic or mail proxy to fill the vacancy. In the event of the retirement, resignation or 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 one or more names for the position which shall be presented to the membership for an election as part of the regular election of officers. In case of the retirement, resignation, or death of the president-elect after the ballots have been sent, the fourth year officer at large shall become president on January 1st. If fourth year officer at large is elected to another position effective January 1 then s/he must resign that position and be replaced in accordance with the Bylaws.

**Section 3.** 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.