

Approved by BOC April 28, 2016

BELL COUNTY MEDICAL SOCIETY CONSTITUTION

ARTICLE I – NAME OF SOCIETY

The name of this organization shall be the Bell County Medical Society.

ARTICLE II – PURPOSES OF THE SOCIETY

The purposes of this society are: (1) to serve the people of Bell County in matters of medical care, (2) to federate the profession licensed to practice medicine in the State of Texas, (3) to unite with other component societies to form the TMA, and through it, with other state associations to form and maintain the AMA, (4) to promote unity and cooperation among its members, (5) to secure the enactment of appropriate medical and health care legislation, (6) to extend medical knowledge and advance medical science, and (7) to strive for the prevention and cure of disease and the improvement of public health.

ARTICLE III – ELIGIBILITY & MEMBERSHIP CLASSIFICATIONS

SECTION 1. GENERAL. Those eligible for membership are physicians holding the Degree of Doctor of Medicine and/or Doctor of Osteopathy and full-time students who are pursuing a course of study in a medical school in Texas recognized by the Texas Medical Board as leading to the degree of Doctor of Medicine or Doctor of Osteopathy.

The House of Delegates added a new membership category – “special” members at the 1993 Interim Session. Special members are current deans of Texas medical schools recognized by the Texas Medical Board and presidents of Texas health science centers, provided they hold doctoral degrees (including Ph.D. degrees). Special members have all rights and privileges except the right to vote or hold elective or appointive positions. This membership category does not apply unless your society has a medical school or health science center. ref. TMA Bylaws Chapter 1.211.

SECTION 2. ETHICAL OBLIGATION. All members shall subscribe to the AMA Principles of Medical Ethics, as well as the ethics opinions of the TMA Board of Councilors, and shall not hold themselves out as practitioners of sectarian medicine.

SECTION 3. LICENSURE. All physician members, other than those specifically excepted in this section, shall be licensed to practice in Texas; a temporary license, certificate or permit shall not be deemed adequate. Further, a license that has been permanently revoked, canceled, or permanently suspended shall not be deemed adequate. The following categories of physicians are exceptions from the licensure requirement:

A. House staff physicians who are serving in training programs approved by the Accreditation Council for Graduate Medical Education who hold institutional permits from the Texas Medical Board.

B. Physicians who are military medical officers, employees of governmental entities, and those with academic and administrative appointments in medical schools who are not required to register under the Medical Practice Act of Texas, and who are for the time bona fide residents of the State of Texas.

C. Physicians otherwise eligible for TMA membership who are fully retired from the practice of medicine.

SECTION 4. MEMBERSHIP CLASSIFICATIONS. Membership in this society shall consist of the following classifications:

A society may omit membership categories that are not appropriate. For example, counties without schools may omit Student membership, counties without residency programs may omit Residency membership, counties without military bases may omit Military membership, etc. See Bylaws for further information.

If your society is incorporated, the Texas Business Organizations Code requires that there be an “annual meeting” unless the bylaws provide for more than one regular meeting. If there is more than one regular meeting, an annual meeting is not required. (Tex. Bus. Org. Code, §22.153). This is not likely to be a problem since most incorporated societies hold regular meetings.

1. Active
2. Emeritus
3. Honorary
4. Retired
5. Life
6. Resident
7. Military
8. Student

ARTICLE IV – MEETINGS

SECTION 1. REGULAR.3 Regular meetings shall be held at such time and place as may be established by vote of the society Board of Directors.

SECTION 2. SPECIAL.4 SPECIAL MEETINGS OF MEMBERS. (Texas Bus. Org. Code 22.155) A special meeting of the members of a corporation may be called by:

- (1) the president;
- (2) the board of directors;
- (3) members having not less than one-tenth of the votes entitled to be cast at the meeting; or

(4) other officers or persons as provided by the certificate of formation or bylaws of the corporation. A call for a special meeting shall state the object of such meeting, at which time no business except that stated in the call shall be transacted.

SECTION 3. BUSINESS MEETING. At least one meeting during each year shall be set apart for discussion of the business affairs of the county medical society.

ARTICLE V -- OFFICERS

SECTION 1. GENERAL. The officers of this society shall consist, at a minimum, of a President, Secretary/Treasurer, a Vice-President, and a Board of Censors. These officers, with the exception of the Board of Censors, shall be elected annually. No member shall hold more than one office at a time.

SECTION 2. DELEGATES. Delegates to the TMA shall be elected two years, in accordance with the Constitution and Bylaws of the TMA.

SECTION 3. BOARD OF CENSORS. This society shall have a board of three censors. One member of the Board of Censors shall be elected each year to serve for three years, provided that at the first election after adoption of this Constitution, one member of the board shall be elected for one year, one member for two years, and one member for three years.

SECTION 4. TERMS OF OFFICE. Terms of office for all officers, except members of the Board of Censors, shall be for one year, as established by the Bylaws of the society. The office of Secretary/Treasurer may be extended up to three years.

ARTICLE VI – FUNDS AND EXPENSES

The society shall establish annual dues for active members. Funds for meeting the expenses of the society may be raised by annual dues, special assessments,⁶ and voluntary contributions. Funds may be appropriated by vote of the society for such purposes as will promote its welfare and that of the profession.

At the 1993 Annual Session, the Board of Councilors adopted this interpretation of “special assessments.” A county medical society may impose “special assessments” on its members if two conditions are met: 1) the constitution and bylaws grant the society that power, and 2) the decision to impose that assessment is duly and legally made by the society. In such case, a “special assessment” is binding on the membership and must be paid.

Further, failure to pay the assessment may be a violation of county medical society constitution and bylaws for which a physician may be denied continued membership. However, if the society indicates that members will be denied continued membership for failure to pay, then the amount determined is a contribution which is voluntary in nature and not an assessment.

ARTICLE VII – CHARTER

The society shall apply to the Board of Councilors of the TMA for a charter as prescribed in the Bylaws of the TMA. The charter shall be maintained by the Secretary/Treasurer of the society.

ARTICLE VIII – INCORPORATION

The society shall have the authority to incorporate under Texas law as a nonprofit corporation and to conduct its affairs in accordance with those laws and the Constitution and Bylaws of the TMA. If incorporated, the Executive Board (or “Board of Directors”) has the power to amend or repeal the society’s bylaws, unless prohibited by the society’s Articles of Incorporation or Certificate of Formation. Therefore an incorporated society should amend its Articles of Incorporation or its Certificate of Formation to this effect.

ARTICLE IX – AMENDMENTS

The society may amend any article of this constitution by a two-thirds vote of the members present at any regular meeting who are eligible to vote, provided that such amendment(s) are not in conflict with the Constitution and Bylaws of the TMA, and provided that such amendment(s) will have been read in open session at a previous regular meeting and will have been distributed to each member ten days in advance of the meeting at which final action is to be taken.

ARTICLE X -- CONFLICTS

If at any time there arises a conflict between provisions of the Constitution and Bylaws of the TMA and the Constitution and Bylaws of this Society, the Constitution and Bylaws of the TMA shall prevail.

ARTICLE XI – EXECUTIVE BOARD

SECTION 1. GENERAL. The society shall form an Executive Board. The executive board shall be composed of the President, the Secretary/Treasurer and a Vice-President.

SECTION 2. DUTIES. The Executive Board shall manage the business and financial affairs of the society. All funds of the society shall be subject to the exclusive control of the Executive Board except as otherwise provided in the Bylaws. The Executive Board shall, in general, serve as a board of directors within the meaning of the Texas nonprofit corporation laws if the society is incorporated.

ARTICLE XII -- BYLAWS

The society shall adopt Bylaws in keeping with those of the TMA. Bylaw provisions shall specify matters pertaining to the day-to-day operation and administration of the society. Subject to Article X of this Constitution, if there arises a conflict between provisions of the Bylaws and the Constitution of this society, the Constitution of the society shall prevail.

BELL COUNTY MEDICAL SOCIETY BYLAWS

CHAPTER I – MEMBERSHIP

SECTION 1. AGREEMENT. By applying for, accepting, and maintaining membership in this county medical society, each member voluntarily agrees:

A. To be bound by, and comply with all provisions of the society's bylaws, the Texas Medical Association ("TMA") Constitution and Bylaws, the American Medical Association ("AMA") Principles of Medical Ethics, and the current opinions of the TMA Board of Councilors in relationships with members of the society, the TMA, and the public.

ref. TMA Constitution, Article III, Sec. 3: "All members shall subscribe to the Principles of Medical Ethics of the American Medical Association..."

ref. TMA Bylaws, Chapter 1.11: "An otherwise qualified physician may be denied membership or continued membership in a county medical society only for a violation of the TMA or county medical society constitution and bylaws, a violation of the Principles of Medical Ethics, criminal conduct, or unprofessional conduct likely to deceive, defraud or injure the public."

Associations are free to make rules regarding eligibility for membership, and admission to membership, and those rules are enforced by the courts. *Hatley v. American Quarter Horse Association*, 552 F.2d 646(5th Cir, 1977). ref. TMA Bylaws, Chapter 1.11.

B. To be subject to disciplinary action (including expulsion, probation or censure) in accordance with the disciplinary procedures for:

1. violation of the constitutions and bylaws of TMA, the county society, or both;
2. violation of the AMA Principles of Medical Ethics;
3. criminal conduct and/or
4. any other unethical or unprofessional conduct likely to deceive or defraud, or injure the public.¹⁰

SECTION 2. QUALIFICATIONS. 11 This component county medical society shall judge the qualifications of applicants. All applicants for membership shall meet the qualifications established by the TMA Constitution and Bylaws.

SECTION 3. RIGHTS AND PRIVILEGES.

A. Rights. All members shall be equally privileged to attend all meetings. Members may take part in the proceedings of the society so long as they conform to this Constitution and Bylaws, including payment of dues.

B. Limitations. Active, life, honorary, retired and emeritus members shall be entitled to all the privileges of membership as outlined in this Constitution and Bylaws, except where specific exceptions are provided.

C. Effect of disciplinary action. A member, who has been disciplined by probation or expulsion, and in whose case no appeals are pending, shall be denied participation in any of the proceedings of the society and shall not be eligible to hold any office until the disciplinary sanction has been lifted.

SECTION 4. MEMBERSHIP CLASSIFICATIONS. The following shall constitute the categories of membership in the society.

A. Active members. Every physician who meets the qualifications described in Section 1 of this chapter and elsewhere in the TMA Constitution and Bylaws shall be eligible for active membership. The acceptance of the privilege of active membership carries with it the obligation and privilege to assume the duties of any office to which the member may be elected or appointed by the society and the TMA.

B. Retired members.

1. Qualifications. A physician member who has fully retired from the active practice of medicine, upon recommendation of the Board of Censors, may be elected by the society as a retired member. A physician shall be in good fiscal standing with the society at the time of nomination to retired status.

2. Dues obligation. When a physician, who in the preceding year was in good fiscal standing, is nominated for retired membership, payment of dues will not be required for the year in which the physician's name is presented to the society, provided the name of the nominee is received by the TMA prior to March 1.

3. Applicability to special situations. A physician member of another state medical society, who has established residence in Texas and is fully retired from medical practice, may be elected to retired membership. Dues shall not be required of a physician elected to retired membership, who at the time of retirement was a member in good standing of another state medical society.

4. Rights and privileges. Retired members shall be entitled to all privileges of membership, except the right to vote and hold elective position.

C. Life members.

1. Qualifications. A physician member in good fiscal standing who has been a dues-paying member of organized medicine for 35 years, of which 25 years must have been dues paying years in the TMA and who has reached a point of comparative inactivity, as determined by the society, upon recommendation of the Board of Censors, may be elected by the society as a life member.

2. Dues obligation. Life members shall pay no dues. When a physician, who in the preceding year was in good fiscal standing, is nominated for life membership, payment of dues will not be required for the year in which the physician is nominated if the nominee's name is received by the TMA prior to March 1.

3. Rights and privileges. Life members shall be entitled to all of the privileges of membership except the right to vote and hold elective position.

D. Honorary members.

1. Qualifications. A physician member of honorable standing who has reached a point of comparative inactivity in the practice of medicine as determined by the society and who has rendered outstanding service to organized medicine and made noteworthy contributions to scientific medicine, may be nominated by the society upon recommendation of the Board of Censors and after review and approval by the TMA Board of Councilors, may be elected to honorary membership by the House of Delegates. Physicians shall be in good fiscal standing with the society at the time of nomination.

2. Dues obligation. When a physician, who in the preceding year was in good fiscal standing, is nominated for honorary membership, payment of dues will not be required for the year in which the physician's name is presented to the House of Delegates, provided the nomination is received by the TMA prior to March 1.

3. Rights and privileges. Honorary members shall have all the rights and privileges of membership except the right to vote and hold elective position, and shall not be required to pay dues.

4. Retention of rights and privileges. A physician elected to honorary membership may retain the rights to vote, hold office or other elective positions, or serve as delegates or alternate delegates to the TMA by immediately paying current dues in the same amount as required by 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 the above section shall occur.

E. Emeritus members.

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

2. Dues obligation. Emeritus members are exempt from payment of dues.

When a physician, who in the preceding year was in good standing, has been nominated for emeritus membership, payment of dues will not be required for the year in which the physician's name is presented to the House of Delegates.

3. Rights and privileges. Member emeritus shall have all rights and privileges of membership.

F. Resident members.

1. Qualifications. Physicians serving internships, fellowships, or residencies in hospitals within the geographic jurisdiction of the society, who are not in private practice, shall be eligible for resident membership.

2. Dues obligations. Resident members shall pay annual dues as required in the Bylaws, and must be reported in the annual report of the society.

3. Rights and privileges. Resident members shall be entitled to all of the privileges of membership, except the right to vote and hold office. Voting privileges on committees of the society may be granted to resident members at the society's discretion.

4. Termination of status. Resident membership shall cease upon completion of the internship, fellowship, or residency program.

G. Military members.

1. Qualifications. Physicians serving in the armed forces within the geographical jurisdiction of this society (except as provided in the TMA Bylaws, Leave of Absence) are eligible for military membership.

2. Rights and privileges. Military members shall not vote, hold elective office, or serve as delegates or alternate delegates to the TMA.

3. Dues obligation and annual report status. Military members shall pay dues as provided in the bylaws, and shall not be included in the number of members of the society when calculating the number of delegates or alternate delegates to the TMA. Military members shall not be included in the Annual Report of the society.

4. Termination of status. Military membership shall terminate when the physician is transferred from the jurisdiction of the society, or when his/her tour of duty terminates.

5. Application for active membership. A physician who has been a military member of this society, who is a member in good standing against whom no charges of unethical conduct are pending, and who meets other requirements for active membership, may apply for active membership.

H. Student members.

1. Qualifications. Full-time students pursuing a course of study in a Texas medical school approved by the Texas Medical Board who are seeking the degree of Doctor of Medicine or Doctor of Osteopathy shall be eligible for student membership if this school is located within the geographic boundaries of this society. Student members shall be reported in the annual report of the society.

2. Rights and privileges. Student members shall be entitled to all the privileges of membership, except the right to vote, hold office, or serve as a delegate or alternate delegate to the TMA. However, student members may serve as voting Medical Student Section delegates or alternate delegates, may be elected to the designated position on the AMA delegation, may serve as special appointees to the Board of Trustees with the right to vote, may be appointed to the designated member position on the Committee on Membership, and may serve as special appointees to councils and committees. Voting privileges on committees of this society may be granted to student members at the society's discretion.

3. Calculating delegates. Student members shall not be included in calculating the number of this society's delegates to the TMA.

4. Termination of status. Student membership shall cease upon termination of student status.

SECTION 5. LEAVE OF ABSENCE FOR 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:

a. further training in an approved graduate training program;

b. service as a missionary outside the geographical limits of the United States of America;

c. temporary service in the armed forces of the United State of America;

d. temporary civilian service outside the geographical limits of the United States of America;

e. illness; or

f. family leave, including but not limited to, maternity leave, paternity leave, care of an elderly parent, or care of a child.

SECTION 6. LEAVE OF ABSENCE FOR RESIDENT OR STUDENT MEMBERS.

Resident members or graduating medical student members who are accepted to an out-of-state graduate training program approved by the Accreditation Council for Graduate Medical Education, or its equivalent, may be granted a leave of absence by the county medical society for the period of the training program. While on leave, these members may hold direct membership in the TMA; society membership may be continued at the discretion of the member.

SECTION 7. SABBATICAL LEAVE. The society 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 non-clinical or administrative positions that do not require a transfer of licensure to practice medicine.

SECTION 8. OUT-OF-STATE MEMBERS. This society may grant out-of-state membership to physicians who are emeritus, honorary, life, and retired members.

A. Qualifications. Emeritus, honorary, life and retired members against whom no charges of unethical or unprofessional conduct are pending which could lead to denial of membership shall be granted out-of-state membership on request. Physicians who are accorded out-of-state membership shall remain members of the society.

B. Rights and privileges. When so designated, these physicians shall retain all rights and privileges of membership, except the right to vote, hold office, or serve as delegates or alternate delegates to the Association.

C. Annual report status. Physicians accorded out-of-state membership shall be included in Annual Report of the society.

CHAPTER II – ADMINISTRATION

SECTION 1. APPLICATION FOR MEMBERSHIP.

A. General. A physician applying for membership shall fill out the appropriate application form as promulgated by the TMA from time to time. The application form shall be submitted to the Secretary/Treasurer of the society, who shall retain the original application and forward a copy along with the dues to the TMA Membership Department. No physician or medical student may become a member of this society without also maintaining membership in the district medical society, if organized, and the TMA, since this society is a component organization of the TMA.

B. Ethics. A physician applying for active membership in the society shall agree to abide by the AMA Principles of Medical Ethics and the ethics opinions of the TMA Board of Councilors.

C. Board of Censors' examination. Within 60 days from the date an application is completed, the Board of Censors shall complete its examination of the applicant's qualifications. The Board of Censors shall, in general, determine that the applicant is duly licensed to practice medicine according to Texas law, and eligible for the membership classification that is requested.

After investigation, the Board of Censors shall provide to the Executive Board (or to the other officers if there is no Executive Board) its report on the applicant's qualifications along with a recommendation for approval or disapproval of membership.

D. Procedure on recommendation for approval of application. If the report of the Board of Censors recommends approval of an application for membership, the Executive Board (or other officers if there is no Executive Board) shall declare the applicant a member within 10 business days following receipt of such report, or at the next regularly scheduled meeting, whichever comes first.

E. Procedure on recommendation for disapproval of application. If the Board of Censors recommends disapproval of an application for membership, the applicant may request a hearing before the Executive Board (or other officers if there is no Executive Board). In such case, the society will follow the procedures set forth in the Hearings Procedures Manual. If the applicant fails to request a hearing, or after completion of a hearing, the Executive Board shall vote to either accept or deny the applicant for membership.

F. Reporting to Board of Councilors after denial of membership application. When, after such hearing, or after the time for requesting such hearing has expired without a request for a hearing, an application for membership has been denied on the basis of investigation which discloses unethical or unprofessional practices, the Secretary/Treasurer of the society shall report promptly to the TMA Board of Councilors the name of the physician thus denied membership. The physician denied membership shall also, after such hearing, receive a copy of the final decision of the applicable executive board, including a statement of the basis of the decision.

G. Right of appeal to Board of Councilors. If no action is taken on a completed application within the specified periods of time, the applicant may appeal to the TMA Board of Councilors. The applicant may appeal to the TMA Board of Councilors after the applicable executive board has conducted a hearing on the membership application and denied the application after the hearing.

H. Moratorium on reapplication. When an application for membership is disapproved following the "Procedure on Recommendation for Disapproval of Application" set forth above, the physician may not re-apply to the society for membership for a period of one year. Time shall be calculated as follows:

1. one year from the deadline to request a hearing before the TMA Board of Councilors following a hearing before the applicable executive board and rendition of judgment when no hearing has been requested;
2. one year from the deadline to perfect an appeal to the TMA Board of Councilors following a hearing before the applicable executive board and rendition of judgment when no appeal has been perfected;
3. one year from the deadline to perfect an appeal to the AMA Council on Ethical and Judicial Affairs following rendition of judgment by the TMA Board of Councilors when no appeal has been perfected;

4. one year following rendition of judgment by the AMA Council on Ethical and Judicial Affairs.

SECTION 2. TRANSFER OF MEMBERSHIP.12

Ref. TMA Bylaws Chapter 1.60.

A. Transfer to another society. A member of this society, regardless of membership classification, who relocates from the jurisdiction of this society to another county medical society, shall notify the executive vice president. At that time, the member's status will be changed to reciprocal until the following procedure is completed: (1) the TMA will inform the original society and the society to which the member is transferring; (2) a copy of the member's current application will be forwarded to the society to which the member is transferring; that society will collect any additional information needed from the member; (3) membership benefits of the TMA will continue, those from the original society will cease and those of the society to which the member is transferring will begin.

If after 90 days the society has neither disapproved the member nor asked for an extension, the member shall automatically become a member of that society and reciprocal status shall terminate.

1. Dues obligations. If a physician is accepted as a member of a county society where the physician has paid current year dues at the county and state levels, current year dues of the county society and the TMA shall be waived. However, if such dues have not been paid, the member shall pay dues as provided in Chapter 13 of the TMA bylaws. 2. In the event membership in the county society to which the member is transferring disapproves the membership, only after any appeals procedure will membership in the TMA be terminated according to the provisions of 1.11 and 1.19 of the TMA bylaws, the payment of current TMA dues notwithstanding.

B. Transfer from another society. A physician member, who relocates from the jurisdiction of another county medical society to this society, shall apply for membership according to the terms set forth in Section 1 of this Chapter, except that the ethics orientation requirement shall not be required.

C. Transfer of retired, life, honorary and emeritus members.

1. Retired and fully retired members. Physicians who are retired members and those who are fully retired from the practice of medicine and who relocate from the jurisdiction of another society to this society shall be granted the right to transfer to this society, or may retain membership in the original society. Such physicians who are members of this society and who relocate to the jurisdiction of another county society may retain membership in this society.

2. Return to active status by emeritus, honorary, life or retired members. An emeritus, honorary, life or retired member of another society who has moved to the jurisdiction of this society may return to active membership status only by returning to the jurisdiction of the original county

society, or by applying for active membership in this society and complying with all requirements for membership. An emeritus, honorary, life or retired member of this society who has moved to the jurisdiction of another county medical society may return to active membership status only by returning to the jurisdiction of this society, or by applying for active membership in the new county medical society and complying with all requirements for membership.

D. Charges against a relocating physician.

1. Charges brought during relocation procedures. If charges are brought against a relocating member of this society, arising from events occurring during membership in this society, which could lead to a denial of membership, then this society shall process the complaint according to these bylaws and the Hearings Procedures Manual. If such charges are brought against a physician who is relocating from another society, arising from events occurring during membership in that society, all relocation procedures in this society shall cease until such time as the complaint is resolved by that society.

2. Charges brought after relocation. In the event that charges are brought after relocation to this society is complete, this society shall process the complaint according to these bylaws and the Hearings Procedures Manual and notify the original society of all circumstances of the charges, and the Secretary/Treasurer shall notify the TMA of the transaction.

E. Membership in contiguous county medical society.¹³

ref. TMA Bylaws Chapter 1.40.

1. Membership in this society. A physician in another contiguous county medical society may apply for membership in this society in the same manner and upon the same terms as a physician living within the jurisdiction of this society. However, such physician must first obtain the permission of the county society in the jurisdiction of which he or she resides and present evidence of such at the time of application.

2. Membership in contiguous society. A physician living within the jurisdiction of this society may request permission to apply for membership in another contiguous county medical society. If granted, this society shall furnish evidence of permission to the physician.

3. Denial of permission and appeal. Permission for a physician to apply for membership in a contiguous county medical society, and consideration of the application for membership received from a physician in a contiguous county medical society, shall be denied only for a violation of the constitution and bylaws of the TMA or a county medical society, a violation of Principles of Medical Ethics of the AMA, criminal conduct, or unprofessional conduct likely to deceive, defraud or injure the public. Should this request be denied, the physician shall have the right to appeal to the TMA Board of Councilors, which, on a majority vote, may permit the physician to apply for membership in an adjacent county medical society.

4. Dual membership prohibited. A physician may not be a member of this society and another county medical society of the TMA at the same time.

SECTION 3. PAYMENT OF DUES.

A. Amount. The dues shall be established annually by vote of this society board of directors for the fiscal year. These dues shall be returned if the applicant is not accepted for membership.

B. Deadline for dues payment. The annual dues of this society and the TMA shall be payable on January 1st December 31st of each year. If paying by installments, payment is due no later than the first business day of the month payment it is due.

C. Temporary waiver or reduction. The society may grant a temporary waiver or reduction of society and TMA dues for physicians whom the society believes deserve due to financial hardship or disability. Such waiver or reduction will apply only to a single annual dues period; additional waivers or reductions may only be granted after complete review. The society shall notify the TMA of each action, providing such information as may be required by the TMA Committee on Membership.

D. Special Assessments. The society may levy such per capita special assessments as deemed necessary to defray specific society expenses. Such special assessments shall be collected and paid by members in the same manner as dues and shall carry the same penalty for nonpayment.

SECTION 4. DELINQUENCY.

A. Date of Delinquency. Members who pay annually and have not paid dues by February 1st 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.

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

C. Reinstatement. A delinquent member may be reinstated as a member in good standing upon payment of unpaid dues. Delinquency for nonpayment of dues is not a disciplinary matter; hence, the provisions of the Hearings Procedures Manual do not govern whether a member is considered delinquent. There is no right to a hearing on the question of delinquency for nonpayment of dues. However, a former member who forfeits membership may be reinstated as a Member in good standing at any time during the same calendar year upon payment of current year dues.

SECTION 5. FISCAL YEAR. The fiscal year of this society shall be from January 1st to December 31st.

CHAPTER III – OFFICERS

SECTION 1. DESIGNATION. The officers of this society shall be a President, a Secretary-Treasurer, a Vice-President, and a Board of Censors as set forth in the TMA Bylaws. No member shall hold more than one office at the same time. These officers shall be elected by the county society membership. Other officers may be elected as required including the members of the executive board.

SECTION 2. TERM OF OFFICE. The term of office for all officers, except the Board of Censors, shall be for the TMA year.

SECTION 3. TIME OF ELECTIONS. Election of officers of the society shall be held during the last quarter or at the last meeting of the year if there is no meeting in the last quarter. A majority vote of all members present will be necessary for election.

SECTION 4. DUTIES OF THE PRESIDENT. The president shall preside at the meetings of the society and of the executive board of which he shall serve as chair. The president shall appoint members of Committees.

The president of the county medical society is the leader of the profession and its major spokesperson in the community. His/her primary responsibility is to give knowledgeable leadership to keep members informed about local, state, and national matters which are important to the profession of medicine. He/she is responsible for the activities and programs of the county society and signs letters and documents on its behalf. As president, he/she is to preside over county medical society meetings and consequently, shall have some knowledge about parliamentary procedure. The president shall be responsible for seeing that the requirements of this constitution and bylaws are followed. Additionally, he/she appoints committees to formulate and implement society policy and goals.

SECTION 5. DUTIES OF THE SECRETARY/TREASURER. The secretary-treasurer along with any county medical society staff shall:

1. maintain books, papers, and records of the society including the charter and certificate of incorporation, if any;
2. maintain membership records;
3. receive, give receipt for, and make records of all moneys and property coming into possession of the society and supervise the expenditure of funds as authorized by the society or its executive board;
4. forward to the Executive Vice President of the TMA the names and annual dues of society members;
5. promptly provide written notice to the Executive Vice President of the TMA of the relief of any disqualification of membership suffered by any member.

The Executive Vice President shall acknowledge receipt of such notice and inform the secretary/treasurer of the steps to correct the member's record;

6. file an annual report, on forms provided by the Executive Vice President of the TMA, showing the officers, delegates and members of the society as of December 31st of the previous year. The report shall be transmitted to the Executive Vice President no later than February 1st of each year;

7. serve as the authorized representative for the purpose of communications with the National Practitioner Databank;

8. upon notification of a vacant vice councilor position, shall give written notice to the membership of the vacancy, describe the duties, term and tenure of the vice councilor position and ask for nominees to be submitted within two weeks. He/she shall then submit the name(s) to the district councilor. (The district councilor shall then conduct the election process by the delegates from the respective district);

9. report information in accordance with the Hearings Procedures Manual concerning final resolution of all disciplinary actions at the society level resulting in expulsion, probation, or censure to the TMA Board of Councilors and the society's own membership;

10. report annually to the TMA Board of Councilors the name of any physician denied membership when the application has been investigated and reflects questionable ethical or professional practices; and

11. perform such other duties as may be required by the society.

SECTION 6. BOARD OF CENSORS.

A. General. The society shall form a Board of Censors of those members elected as provided in Section 1 of this Chapter.

B. Terms of office.

The Board of Censors shall be composed of at least three but no more than seven members, with no more than three members elected in any one year. However, in the first year that the society elects to increase the size of the board, the terms of additional members shall be so modified that they do not conflict with the terms of future members.

C. Duties. The Board of Censors shall:

1. supervise the ethical deportment of the members of the society and shall counsel individual members where circumstances warrant;

2. examine applicants for membership as provided in Chapter II;

3. receive and investigate charges of unethical conduct made against members of the society by another member;
4. review and investigate charges of unethical conduct made against members of the society by the public if the Board of Censors is acting as the Public Grievance Committee;
5. review the findings of the county society public grievance committee and make proper disposition of each case; if a public grievance committee is established.
6. investigate, on its own initiative, suspected violations of conduct and prefer charges when indicated after thorough investigation pursuant to the Hearings Procedures Manual.

SECTION 7. DELEGATES TO THE TMA.

A. Election and term of office. Delegates are elected by this society for a term of two years and represent the society in the TMA House of Delegates. The number of delegates shall be determined by the number of members on record 60 days prior to a session of the House of Delegates, and in accordance with the TMA Bylaws.

B. Duties of delegates. The delegate is expected to attend the Annual Session, the Interim Session, and any called special sessions of the House of Delegates. Following the meeting, the major actions of the House should be reported to the society.

SECTION 8. ADDITIONAL OFFICERS.

The duties of vice-president shall be to perform the duties of the president upon the death, absence, or resignation of the president or upon his or her inability to perform the duties of that office. The vice-president shall perform such other duties as may be required by the society.

SECTION 9. VACANCIES. Vacancies in the offices referred to in this Chapter shall be filled by the county society President Board of Directors until the next annual election.

CHAPTER IV – EXECUTIVE BOARD

SECTION 1. COMPOSITION. This society shall form the Executive Board composed of the President, Secretary/Treasurer and Vice-President.

SECTION 2. DUTIES. The Executive Board shall:

1. transact the routine business of the society;
2. receive and act upon applications for membership as provided in Chapter II of these Bylaws;
3. employ and direct society staff should staff be deemed necessary.

4. refer to the society questions of policy;

5. provide for and superintend the publication of (insert name of society's publication) and all proceedings, transactions and memoirs of the society. It shall have full discretionary powers to publish in whole or in abstract in submitted scientific paper, article, editorial, advertising or other material;

6. perform such other duties as may be required by the Constitution and these Bylaws; and

7. conduct all meetings, in the absence of provisions to the contrary, under the procedures of Sturgis' The Standard Code of Parliamentary Procedure;

SECTION 4. MEETINGS. The Executive Board shall meet upon call of the president at such times and places as he/she may designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Executive Board shall be sent by mail or other mode of transmittal to each member of the Executive Board at his/her last recorded address at least ten (10) days in advance of such meeting.

SECTION 5. QUORUM. A majority of the whole Executive Board shall constitute a quorum at any meeting of the board. Any less number may adjourn from time to time until a quorum is present.

CHAPTER V – COMMITTEES

SECTION 1. STANDING COMMITTEES. The Society may establish standing or ad-hoc committees appointed by the president.

CHAPTER VI – DISCIPLINARY PROCESS AND RULES OF CONDUCT

SECTION 1. REFERRAL OF CHARGES. Complaints from the general public against physician members shall be referred to the Public Grievance Committee if one exists, otherwise to the Board of Censors. Complaints from physicians, whether members or not, against physicians members shall be referred to the Board of Censors. All charges shall be referred and processed in accordance with Hearings Procedures Manual.

Ref. Hearings Procedures Manual.

Texas courts have held that the essential elements of due process applicable to a voluntary association's disciplinary proceeding are 1) notice and 2) an opportunity to be heard and 3) to defend in an orderly proceeding adapted to the nature of the cases. *Masonic Grand Lodge Chap. Order of Eastern Star v. Sweatt*, 329 S.W. 2d 334, 337 (Tex. Civ. App. – 1959, writ ref'd n.r.e.). Only where the bylaws of the organization do not cover such procedures (as do those of the Texas Medical Association) are members entitled to a "procedure analogous to judicial proceedings." *Adams v. American Quarter Horse Association*, 583 S.W. 2d 828, 834 (Tex. App. 1990). The Hearings Procedures Manual specifically does not require "procedure analogous to judicial proceedings."

SECTION 2. DISCIPLINARY PRINCIPLES. All matters of a disciplinary nature, including hearings and proceedings that involve any member of this society, shall be conducted in accordance with the following procedures:

1. To the maximum extent possible, all disciplinary matters should be handled and decided on a physician-to-physician peer basis and on the merits of the substantive issues involved instead of on procedural or technical grounds.
2. Due process for such disciplinary matters does not require a judicial court-type trial, hearing, or proceeding. What is required is fundamental fairness to the respondent member consisting of adequate notice of the nature of the complaint or charge, adequate notice of any disciplinary hearing, adequate opportunity to be heard and to present a defense, and a fair and good faith proceeding.
3. Not being subject to strict judicial rules of procedure or evidence, all county society boards and committees exercising any disciplinary authority or conducting any hearing relating to an application for membership described in the Hearings Procedures Manual shall have reasonable discretion as to what to consider as relevant and material, in what form and manner to receive relevant and materials items, and how much credibility and weight to give each item.
4. All hearings and proceedings that involve any member of this society shall be conducted in accordance with the Hearings Procedures Manual.

Section 3. Reporting results of disciplinary actions.

A. Information to be reported to the Board of Councilors. Information concerning the final resolution of all disciplinary actions by this society resulting in expulsion, probation, or censure shall be communicated by the Secretary/Treasurer of this society to the TMA Board of Councilors. Such information shall consist only of the respondent members' name, the charges or complaints, and the final resolution or other status, including disciplinary action taken and appropriate dates.

B. Information to be reported to the Texas Medical Board. The society shall report information concerning final resolution of all disciplinary actions resulting in expulsion or probation to the Texas Medical Board. The Secretary/Treasurer shall report the respondent members' name, the charges or complaints, and the final resolution, and the results and circumstances of such disciplinary action.

C. Information to be reported to the National Practitioner Data Bank. Information concerning the final resolution of all disciplinary actions by this society resulting in expulsion or probation shall be communicated by the Secretary/Treasurer of this society to the National Practitioner Data Bank (NPDB). The society shall report such information as the NPDB shall require as published from time to time.

SECTION 4. EFFECT OF DISCIPLINE ON MEMBERSHIP. Members placed on probation or expelled under the provisions of these bylaws and those of the TMA will be denied all

privileges of the society and the TMA through the effective period of their probation or non-membership. Loss of membership privileges shall commence after final resolution of any appeals.

SECTION 5. DISCIPLINARY RESPONSIBILITIES OF MEMBERS.

Members notified of the referral of charges against them in accordance with the Hearings Procedures Manual shall respond to the appropriate investigating committee/board within a reasonable time, or show good cause why a response is not possible. Members summoned before an investigating committee/board in accordance with the Hearings Procedures Manual shall comply with such summons or show good cause why compliance is not possible. When a reason for non-response or non-compliance is offered, the appropriate investigating committee/board shall determine whether such reason is acceptable and may take further action under the Hearings Procedures Manual. Failure to respond to the appropriate investigating committee/board shall constitute a violation of the Bylaws of this society and is an independent ground for disciplinary action.

SECTION 6. PROHIBITED PRACTICES.

A. No fee schedule. No official actions shall be taken by the society establishing a fee schedule for the services of its members.

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

CHAPTER VII – MEETINGS

SECTION 1. GENERAL. The society met upon call of the President at such times and places and he/she designate and shall be called to meet upon demand of a majority of its members.

SECTION 2. NOTICE. Notice of all meetings of the society shall be sent by mail or other mode of transmittal to each member of the society at his/her last recorded address at least ten (10) days in advance of such meetings.

SECTION 3. QUORUM. (Specify number) members at any meeting of the society shall constitute a quorum, and in case there is less than this number, the President or other presiding officer may adjourn the meeting from time to time until a quorum is present.

SECTION 4. PARLIAMENTARY PROCEDURE. All meetings shall be conducted under the procedures of Sturgis' The Standard Code of Parliamentary Procedure.

SECTION 5. ORDER OF BUSINESS. The order of business at meetings shall be as follows:

This section is modeled after Sturgis' The Standard Code of Parliamentary Procedure.

1. Call to order.

2. Disposition of minutes of previous meetings.
3. Reports of officers.
4. Reports of board and standing committees.
5. Reports of ad hoc and special committees.
6. Unfinished business.
7. New business.
8. Announcements.
9. Adjournment.

SECTION 6. BUSINESS MEETING.

ANNUAL MEETING. (a) Except as provided by Subsection (b), a corporation shall hold an annual meeting of the members at a time that is stated in or determined in accordance with the corporation's bylaws.

(b) If the bylaws provide for more than one regular meeting of members each year, an annual meeting is not required. If an annual meeting is not required, directors may be elected at a meeting as provided by the bylaws.

SECTION 7. ACTION WITHOUT MEETING BY MEMBERS.

Unanimous Vote-Members may take action without holding a meeting if each member entitled to vote on the action signs a written consent stating the action taken. This vote may be conducted by mail, by facsimile transmission, by electronic message or any combination of those methods.

CHAPTER VIII – AMENDMENTS

Upon proposal by the Executive Board, these bylaws may be amended at any regular meeting of this society by a majority vote of the members present constituting a quorum after the amendment has lain on the table at least one day.

CHAPTER IX – EFFECT OF CONSTITUTION

The Constitution of this society shall be deemed to be a bylaw for purposes of the Texas Nonprofit Corporation Law.

CHAPTER X – INDEMNIFICATION

To the extent that liability insurance is not available, the Bell County Medical Society shall have the power and the authority to indemnify and to hold harmless, to the full extent permitted by law, any person who is or was a director, officer, employee, or agent of the Society or who is or was serving at the request of the Society as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the Society would have the power to indemnify against such liability.