

# TEXAS MEDICAL ASSOCIATION ALLIANCE

## BYLAWS

Amended May 2020

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## Article I. Name

The name of this organization shall be the Texas Medical Association Alliance (also referred to in these bylaws as TMA Alliance or the Alliance).

## Article II. Purposes and Authority

### Section 1. Purposes

The purposes of the Alliance shall be:

- To assist the Texas Medical Association (also referred to as TMA) in those programs that improve the health and quality of life of Texans;
- To provide opportunities for member growth and development;
- To assist component county organizations in defining and fulfilling the needs of their organizations and communities;
- To cultivate friendly relations and promote understanding among, and provide support for physicians' families;
- To assist TMA in its health care advocacy efforts.

### Section 2. Authority

The Alliance shall be guided by the policies of Texas Medical Association.

## Article III. Component Organizations

### Section 1. Federation

- A. The component organizations connected to county medical societies shall be united to form the TMA Alliance.
- B. The TMA Alliance is a constituent member of the American Medical Association Alliance.

### Section 2. Bylaws

All component organizations may adopt their own bylaws, provided that those bylaws do not conflict with the bylaws and purposes of the TMA Alliance.

### Section 3. Geographical Regions

County organizations shall bear the same name and encompass the same area as county medical societies chartered by the Texas Medical Association.

### Section 4. Chapters

- A. Chapter organizations may be formed in a county area where neighboring counties have formed a joint medical society or in counties where medical society membership encompasses more than one city within the county.
  - 1. Membership shall be determined as provided in Article IV.
  - 2. Petition for establishment of additional chapter organizations must be approved by the parent county or chapter organization, then presented to the TMAA Vice President of membership to be presented to and approved by the Alliance Board of Directors.
  - 3. Bylaws and plans of operation may not conflict with the bylaws and purposes of the parent county organization or the TMA Alliance.
  - 4. A component or chapter organization may grant membership to a spouse who resides under its jurisdiction, even though the physician spouse may belong to the medical society of a contiguous county.

- B. County chapters may form a branches in accordance with the following provisions:
  - 1. All Branch members must be full dues paying members for the parent alliance.
  - 2. Each branch can establish its own rules for additional branch dues.
  - 3. Branch membership shall be determined as provided in Article IV.
  - 4. Petition for establishment of a branch organization must be approved by the parent county organization, then presented to the state Vice President of Membership to be presented to and approved by the Board of Directors.
  - 5. Branch bylaws and plans of operation may not conflict with bylaws and purposes of the parent county or the TMA Alliance.
  - 6. Branches shall be represented on the governing board of the parent county organization in accordance with provisions outlined in the bylaws of each parent county organization.
  
- C. APT (Alliance Physicians in Training) chapters may be formed by student and resident physician spouse groups wherever they exist within the state of Texas. National membership dues, which are optional, are the responsibility of the individual member. Membership in an APT chapter shall not preclude membership in a county alliance.

Article IV. Membership

Section 1. Categories

The categories of membership shall be active and honorary life.

- A. Active members shall be:
  - 1. A spouse, significant other, or partner of a physician or medical student who is TMA-eligible;
  - 2. A physician or medical student who is TMA-eligible; or
  - 3. A TMA Alliance member who is in good standing at the time of divorce;
  - 4. A widow or widower of a TMA-eligible physician.
- B. Any active members described in the above categories who reside in unorganized counties shall be designated as members-at-large.
- C. Honorary life members shall be those on whom the Annual Business Meeting has conferred this honor on recommendation of the Board of Directors because of long and significant service to the Alliance.

Section 2. Rights and Privileges

- A. Active members shall:
  - 1. Be represented in the Annual Business Meeting as provided in Article V;
  - 2. Be eligible to hold office and to serve as a voting member at the Annual Business Meeting,
- B. Honorary life members shall retain all rights and privileges held at the time honorary life membership was conferred.

Section 3. Dues

- A. Payment
  - Annual dues (county and state) shall be paid by all members classified as active. National honorary and state honorary life members shall be exempt from payment of state dues.
- B. Amount
  - State dues for all members shall be determined by the Annual Business Meeting and may only be changed upon recommendation of the Board of Directors and a vote of the Annual Business Meeting.
- C. Receipt
  - Dues shall be sent to the Alliance headquarters office in Austin by January 1 with dues being delinquent March 31.

## Article V. Annual Business Meeting

### Section 1. Powers

The legislative powers of the Alliance shall be conducted at the Annual Business Meeting. The voting members attending the Annual Business Meeting shall transact all business of the Alliance not otherwise specifically stated in the bylaws.

### Section 2. Meeting and Quorum

The Annual Business Meeting shall convene annually at the same time and place as the annual session of the TMA and TMA Alliance. Thirty-five (35) voting members, ten (10) of whom shall be members of the Board of Directors, shall constitute a quorum at any meeting of the Annual Business Meeting. A maximum number of ten (10) members from each county chapter will be allowed to vote. If more than ten (10) members from a county (excluding those on the Board of Directors) attend the Annual Business Meeting, the president of that county alliance or its designee shall decide which ten (10) may vote.

## Article VI. Officers

The officers of the TMA Alliance shall be President, President-Elect, Vice President of Membership, Vice President-Elect of Membership, Vice President of Community Health and Well-Being, Vice President of Communication, Vice President of Fiscal Affairs (Treasurer), Vice President of Legislative Affairs, Vice President of Future Planning, Recording Secretary, and Parliamentarian. All shall be elected annually, except the Parliamentarian, who is an appointed officer.

### Section 1. Qualifications

- A. To be nominated for the office of TMAA President-Elect, a member shall have served at the state level for at least three years. This service shall include chairing committees and/or councils in at least two areas (i.e. Membership, Community Health, Communication, Fiscal Affairs, Legislative Affairs, Future Planning) and /or serving as an elected officer or appointed Board member. Should the need arise, the nominating committee shall have the discretion to consider other nominees with the necessary skill and knowledge for the office of President-Elect.
- B. The nominating committee shall choose the nominee for Vice President of Future Planning from the returning members of the Organizational Review and Strategy Committee.

### Section 2. Term of Office

The term for all officers shall be one year and none shall serve more than one consecutive term except the Vice Presidents, who shall be eligible for nomination to a second term. The Vice President of Legislative Affairs, who serves a two-year term, shall begin their term in a non-legislative year. The Vice President of Fiscal Affairs shall serve two consecutive terms. The Vice President-Elect of Membership shall become the Vice President of Membership in the following year.

### Section 3. Duties of Officers

All officers shall be familiar with, be guided by and adhere to the provisions of these bylaws and standing rules, Alliance policy, and general as well as specific guidelines pertaining to their offices.

### Section 4. Removal from Office

An elected officer may be removed from office for valid cause by majority vote of the Board of Directors.

## Article VII. Board of Directors

### Section 1. Composition

- A. The Board of Directors shall consist of:

1. All officers as provided in Article VI,
  2. Five Resource Liaisons appointed by the President-Elect with consideration given to geographic diversity,
  3. The three members of the Advisory Committee,
  4. The APT Representative,
  5. The Chair of the Revisions and Guidelines Committee.
- B. Non-voting member(s) of the Board of Directors are the special advisor(s) to the President.

### Section 2. Quorum

A majority of the voting members of the Board shall constitute a quorum.

### Section 3. Meetings

- A. Regular meetings of the Board of Directors shall be held at ALLMED, fall conference and winter meeting.
- B. Special meetings may be called by the president or upon written request of five voting members of the Board.

### Section 4. Responsibilities

- A. The Board of Directors shall carry out the policies of the Alliance subject to:
  1. The provisions of these bylaws;
  2. The resolutions and enactments of the Annual Business Meeting.
- B. The Board of Directors shall have the power and authority over the affairs of the Alliance during the interim between meetings of the Annual Business Meeting.
- C. The Board of Directors may transact business by electronic means when necessary. Any action taken by electronic ballot shall require a quorum and shall be duly recorded in the minutes of the next regular or special meeting of the Board.
- D. The Board of Directors shall have the authority to interpret these bylaws.
- E. The Board of Directors shall recommend items of business to the Annual Business Meeting to be considered at ALLMED. Items of business submitted by component organizations for Board consideration must be received at least 30 days prior to a meeting of the Board of Directors.
- F. The Board of Directors shall have general charge of the funds and property of the Alliance.

## Article VIII. Nominations, Elections, Appointments, and Vacancies

### Section 1. Nominating Committee

- A. The Nominating Committee shall consist of seven members:
  1. Four members shall be elected at large at the Annual Business Meeting.
  2. Three members shall be the three immediate Past Presidents with the most immediate Past President serving as chair.
  3. The Nominating Committee shall serve until the next committee is elected during the Annual Business Meeting the following year.
  4. No elected member of this committee shall serve two consecutive years.
  5. Nominations shall be in writing, and TMAA staff must receive written confirmation by the nominee signifying consent to serve. Nominations shall be sent to the Alliance office prior to the Annual Business Meeting.
  6. Election of four committee members and four alternates shall take place at the Annual Business Meeting. Results of the election shall be announced prior to the close of the meeting.
  7. Additional nominations may be made from the floor so long as the person nominated is present or has given prior written consent.
  8. The election shall be by ballot and a plurality shall elect.
  9. If any Past President is unable to serve, the chair will appoint another Past President to serve as an alternate

member of the committee.

- B. The Nominating Committee shall meet for the purpose of selecting a slate of officers to be presented to the Annual Business Meeting. The meeting of the Nominating Committee shall be held at a time and place agreed upon by the full committee, but no later than October 31.
  - 1. A quorum shall be a full committee with alternates in place of members unable to participate.
  - 2. The committee shall strive to distribute the selection of qualified nominees and to obtain a representative slate.
  - 3. A nominee shall be presented for each elective office at the Annual Business Meeting.

#### Section 2. Election of Officers for the Board of Directors

- A. Officers shall be elected and installed at the Annual Business Meeting.
- B. Nominations from the floor shall be allowed upon presentation of the written consent of the nominee.
- C. Election shall be by voice except where there is more than one nominee for an office, in which case the election shall be by ballot.

#### Section 3. Appointments

All appointments shall be made by the President, except where otherwise stated in the bylaws. Appointments are made during the President's term as President-Elect, to become effective at the time the President and other officers are installed at the close of the Annual Business Meeting. The President may delegate appointment of some committee chairs to the Vice President under whom they will serve. The Vice Presidents shall consult with the President before making appointments, and in all cases the President has final responsibility for all appointments.

#### Section 4. Vacancies

- A. In the event of a vacancy in an elected office, with the exception of that of President, the current elected nominating committee shall fill the vacancy by submitting a nominee to the Board of Directors for approval.
- B. If for any reason the President is unable to complete the term to which elected, one of the immediate Past Presidents (in successive order as determined by the nominating committee) shall fill that office for the unexpired term.

#### Article IX. Councils

Each council shall serve as a conduit for ideas and a starting point for action in areas indicated by its name and specified in its guidelines. Meetings will be scheduled as needed, preferably prior to and at the place of meetings of the Board of Directors, with the President coordinating the schedule. All councils will report to the Board of Directors at each of its regularly scheduled meetings.

##### Section 1. Council on Communication

This council shall be chaired by the Vice President of Communication. Committees shall be History of Medicine and other committees determined by the President.

##### Section 2. Council on Fiscal Affairs

This council shall be chaired by the Treasurer and shall include, but not be limited to, the chairs of Finance, Philanthropic Funds, Physicians Benevolent Fund committees and representatives to the TMA Foundation.

##### Section 3. Council on Community Health and Well-Being

This council shall be chaired by the Vice President of Community Health and Well-Being. Other members shall be chairs of program committees as designated by the President.

##### Section 4. Council on Legislative Affairs

This council shall be chaired by the Vice President of Legislative Affairs. Other members shall be the Alliance appointees to the TEXPAC Board and TEXPAC Alliance senatorial district chairs.

#### Section 5. Council of County Presidents and Presidents-Elect

This council shall be chaired by the TMA Alliance president. Other members are all presidents and presidents-elect of the component county and chapter organizations.

#### Section 6. Council on Future Planning

This council shall be chaired by the Vice President of Future Planning. Other members shall be the chairs of Bylaws/Guidelines Revisions, members of the Organizational Review and Strategy Committee, the Parliamentarian and any members appointed by the President.

#### Section 7. Council on Membership

This council shall be jointly chaired by the Vice Presidents of Membership. Other members shall be appointed by the President and shall include at least one APT member and the five Resource Liaisons.

#### Section 8. Council of Past Presidents

- A. This council shall be chaired by the chair of the Advisory committee (the immediate Past President).
- B. Other members shall be all past state Presidents.
- C. This council shall serve in an advisory capacity to preserve continuity in the organization and shall serve as a resource of experience to Alliance leadership.

#### Section 9. Attendance at Council/Committee Meetings

Members of councils/committees appointed to multiple-year terms may be replaced at the discretion of the president-elect at the end of any year during which they have not attended at least half of the regularly scheduled meetings of the council/committee. Consideration should be given to unavoidable circumstances causing non-attendance. Those appointed to serve an unexpired term should be informed of the remaining term of their appointment when asked to serve.

#### Section 10. Ex Officio Members

The President shall be an ex officio member of all councils except Past Presidents. The President-Elect shall be invited to attend meetings of all councils except Past Presidents.

### Article X. Committees

#### Section 1. Standing Committees

Standing Committees shall be: Advisory, ALLMED, Finance, Organizational Review & Strategy, Membership, Nominating, and TEXPAC.

- A. Committee chairs shall be appointed according to the provisions in Article VIII, Section 3.
- B. The composition and purpose of each committee shall be established in its guidelines except for the following provisions of these bylaws:
  - 1. The Advisory Committee shall consist of the three living most immediate Past Presidents with the immediate Past President as chair.
  - 2. The ALLMED Committee shall consist of members of the ALLMED city alliance. The chair shall be appointed by the TMA Alliance president after suggested names for appointees are presented by the county president who will be in office during the ALLMED year.
  - 3. The Finance Committee shall consist of a chair who shall be the immediate past Treasurer and six additional members: the current Treasurer, the immediate Past President and four appointed members who shall serve

rotating two-year terms. Two members shall be appointed each year by the incoming President. The nominated President-Elect shall be invited to the meeting of the committee. A subcommittee, chaired by the current Treasurer, which shall include but not be limited to, the immediate past, current and incoming Presidents, Treasurers and Finance Chairs, shall convene prior to fall conference for the purpose of working out details of a proposed budget to be presented for the approval of the board.

4. The Organizational Review and Strategy Committee shall consist of a chair and eight additional members. At least one member shall be a Past President. The term of membership shall be three (3) years. Three members shall be appointed annually by the President to replace the retiring members. A returning member of the committee nominated to be Vice President of Future Planning shall serve as chair.

## Section 2. Ex Officio Members

The President shall be a member ex officio of all committees except Nominations. The President-Elect shall be invited to attend meetings of all committees except Nominations.

## Section 3. Joint TMA-TMAA Committees/Councils

- A. The Committee on Physicians Benevolent Fund of the TMA and TMA Alliance shall be composed of at least one member of the TMA Finance Committee and at least three members of the TMA Alliance recommended by the Alliance. The chair of the TMA Board of Trustees shall designate annually the chair of the Committee on Physicians Benevolent Fund. Members shall be appointed annually, by the Board chair, for one-year terms, and shall be eligible for continued reappointment. Nominations for up to nine members of the committee, including a recommendation for chair, shall be submitted annually by the TMA Alliance.
- B. The Council on Health Promotion shall plan and oversee programs and activities that enable TMA, TMA Alliance, and the TMA Foundation to improve the health of all Texans. The council shall be composed of nine TMA member physicians, three alliance members, and three members representing the TMA Foundation, one of whom shall be a public member of the TMA Foundation Board of Trustees.

## Article XI. Fiscal Requirements of the Alliance

### Section 1. Financial Status

This Alliance is a non-profit association duly established under Section 501(c) (6) of the United States Internal Revenue Code.

### Section 2. Fiscal Year

The fiscal year shall be from January 1 through December 31.

### Section 3. Accounts and Audits

- A. The books and accounts of the Alliance shall be kept in accordance with generally accepted accounting principles or other comprehensive basis of accounting and shall be audited annually by a certified public accountant.
- B. A copy of the audited financial report shall be sent to TMAA Board of Directors.

### Section 4. General Operating Account

- A. The fund of the Alliance shall be the General Operating Account.
- B. The General Operating Account budget shall be adopted and governed by the Alliance Board of Directors as follows:
  1. General operating budget: Fall Conference Board of Directors meeting.
  2. All conference line-item budgets shall be sent in a timely manner to the TMAA Finance Committee and Board of Directors for approval.
- C. Unbudgeted or over-budget expenses must be ratified by the Board of Directors.

### Section 5. Contingency

The Alliance shall maintain a contingency reserve of not less than one-third of annual expenses of the General Fund.

### Article XII. TMA Alliance Headquarters and Staff

Alliance headquarters offices are located in the TMA building at 401 West 15th Street, Austin, Texas, 78701-1680 through the courtesy of the Texas Medical Association. The Alliance staff shall be members of the staff of the Texas Medical Association assigned to work with the Alliance.

### Article XIII. Parliamentary Authority

The rules contained in Roberts Rules of Order, Newly Revised shall govern all proceedings of the Alliance to which they are applicable and in which they are not inconsistent with these bylaws.

### Article XIV. Amendments

The bylaws may be amended at any regular business session of the Annual Business Meeting by a two-thirds vote of all accredited members of the personnel of voters present and voting, previous notice having been given. Proposed amendments as prepared by the Revisions/Guidelines Committee shall be submitted in writing to the component county or chapter organizations no less than thirty (30) days prior to the Annual Business Meeting.

### Article XV. Disposition of Assets

All of the property of the corporation and accumulations thereof shall be held and administered to effectuate the purposes of the corporation. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, the assets and properties of the corporation shall be distributed and disposed of by the Board of Directors of the corporation in furtherance of exempt purposes to a nonprofit charitable, educational or scientific organization which is itself exempt or to the State of Texas.

**STANDING RULES**  
**Amended May 2020**

1. Districts of the Alliance shall correspond to the fifteen (15) councilor districts of the Texas Medical Association.
2. Membership files shall be maintained in the headquarters office by the Alliance staff.
3. A registration fee may be paid by all attending TMAA meetings and conferences with the exception of any non-member speaker(s), and non-attendee host alliance volunteers.
4. The names of deceased alliance members shall be printed in the Annual Business Meeting program, and the names shall be read aloud, followed by a moment of silence.
5. A board member wishing to resign before the term of office expires must submit a resignation in writing to the President and Executive Director.

**Standing Rules on Dues**

1. Current state dues are as follows:
  - a. Regular active members are fifty dollars (\$50);
  - b. Special active members widows/widowers are ten dollars (\$10);
  - c. Retired physicians spouses/partners are twenty-five dollars (\$25);
  - d. Resident and resident spouses are one dollar (\$1);
  - e. Medical students and their spouses/partners are free (\$0).

**Standing Rules on Reimbursement**

1. President & President-Elect
  - a. The President and President-Elect shall have a budgeted discretionary fund which shall cover office expenses and travel when officially representing the Alliance including meetings of the Board of Directors.
  - b. The President and President-Elect shall be reimbursed to the maximum budgeted amount. One half of the fund shall be advanced to them upon assuming office and the remainder in January.
  - c. The President and President-Elect shall present an itemized report of expenses with receipts to the executive director. Expenses shall be accounted for semi-annually.
2. Immediate Past President
  - a. The immediate Past President shall present an itemized voucher, with receipts, for expenses and travel related to AMAA Convention attendance. Reimbursement shall not exceed budgeted amount.
3. Vice Presidents, Other Officers and Committee Chairs
  - a. The Vice Presidents, other officers and committee chairs shall have a budget to cover office expenses and will be reimbursed for expenses upon submission of receipts. Reimbursement shall not exceed budgeted amount.
  - b. Resource Liaisons shall have a budgeted fund. Resource Liaisons must present receipts to the Executive Director for reimbursement. Reimbursed amounts shall not exceed budgeted amount.
4. Alliance Executive Director
  - a. The Alliance executive director shall have a budget to cover expenses incurred while on official Alliance business including ALLMED, county travel, and planning meetings.
  - b. The Alliance executive director shall be reimbursed upon submission of receipts. Reimbursement shall not exceed budgeted amounts.
5. Reimbursement Procedures
  - a. All vouchers for expenses must be submitted to the executive director for approval and payment as soon as possible within the current fiscal year.
  - b. For travel reimbursement, a travel expense record must also be included with the vouchers.

### **Standing Rules on Expenditures for Meetings**

1. An appropriation shall be budgeted each year to cover Alliance planning meetings, special and planned meetings called by the President, with expenditures being made at the discretion of the President and only with the President's approval.
2. Alliance members other than the President, the President-Elect, and the APT Representative shall attend the Board of Directors meetings at their own expense.
3. County presidents, presidents-elect or other county level representatives may receive a stipend to attend TMAA-related educational opportunities as budgeted funds allow. Stipends are limited to two stipends per county per fiscal year.

### **Standing Rules on Travel Reimbursement**

1. Transportation allowance, including ground transportation where needed, shall be determined by one of the following methods:
  - a. Plane: Economy, coach, or lowest possible fare. Ground transportation: The most economical form of transportation shall be used (either shuttle bus or cab). If transportation is not available to home city, mileage reimbursement based on the current allowance of the Internal Revenue Service shall be allowed for ground travel to nearest transportation facility. If transportation is not available to destination city, car rental will be allowed. Parking and toll charges will be allowed.

### **Standing Rules on Special Expenditures**

1. Upon the death of a past president or spouse, a gift of one hundred dollars (\$100) shall be made to one of the philanthropic funds of the alliance chosen by the family of the deceased.
2. A donation of no less than \$1000 shall be made each year to the Physicians Benevolent Fund.

### **Standing Rules on Unbudgeted Funds**

1. The accumulated unbudgeted funds (fund balance) may be used for education, philanthropic or special projects of the alliance as approved by a committee composed of the immediate Past President and the Finance Committee.
2. All changes in or additions to the budget shall be approved or ratified by the Board of Directors at a meeting prior to or immediately following such additions or changes.
3. The President is authorized by the Board of Directors to approve extensions to existing line items in the budgets and additions to the budget in the amount of \$500 or less. The Board of Directors at its next meeting shall ratify such changes or additions.
4. Changes to or additions to the budget in excess of \$500 shall be referred to the Finance Committee for study and a recommendation made to the Board of Directors for its consideration.

### **Standing Rules on Investments**

1. The Board of Directors shall determine the investment policy of the Alliance.
2. The President and/or the Treasurer are authorized to invest and reinvest funds of the Alliance or to withdraw funds from investment.

### **Amendment**

The standing rules may be amended or suspended at any regular business session without previous notice by a majority vote of those present and voting.