

# Bexar County Medical Society Bylaws

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## BEXAR COUNTY MEDICAL SOCIETY

### **BYLAWS**

#### **CHAPTER 1. MEMBERSHIP**

##### **1.10 ADMISSION**

- 1.11 Eligibility. Physicians who are Doctors of Medicine and/or Doctors of Osteopathy who subscribe to the "Principles of Medical Ethics" of the American Medical Association and, except as provided by these Bylaws, who are licensed to practice medicine in Texas are eligible for membership.

A temporary license, certificate or permit shall not be adequate. Medical officers of the federal government and teachers in medical schools who are not required to register under the Medical Practice Act of Texas, but who are bona fide residents of Texas shall be eligible for membership. Only residents of Bexar County shall be eligible for membership, except as specified in Section 1.30 and Section 1.40 of these Bylaws. Deans of medical schools in Bexar County and presidents of Texas health science centers in Bexar County who hold other doctoral degrees also shall be eligible for membership. House staff physicians who, in Bexar County, are serving in training programs approved by the Accreditation Council for Graduate Medical Education and who are licensed by or who hold institutional permits from the Texas State Board of Medical Examiners shall be eligible for intern and resident membership. Full-time students who are pursuing a course of study in a medical school in Bexar County recognized by the Texas State Board of Medical Examiners leading to the degree of Doctor of Medicine or Doctor of Osteopathy shall be eligible for student membership.

##### 1.12 Application for Membership.

- a. General. A physician applying for membership shall fill out the appropriate application form as promulgated by the Bexar County Medical Society and the Texas Medical Association. The application form shall be submitted to the Membership Department of the Society, which 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 county medical society without also maintaining membership in the district medical society, if organized, and the Texas Medical Association, since this county medical society is a component organization of the Association.
- b. Ethics Orientation. A physician applying for active membership shall meet ethics orientation requirements as established or approved by the Board of Censors before the application is accepted as complete. A physician applying for active membership shall be permitted to attend an approved ethics orientation program of any county medical society, or at the discretion of the county medical society, shall complete an approved program provided by the Texas Medical Association.
- c. Notification of Society. Upon receipt of an application for active or associate membership in the Society, all members of the Society shall be notified of:

1. the name of the applicant;
  2. the procedure by which written objections to the applicant's membership may be directed to the Board of Censors; and
  3. the date by which such objections must be received.
- d. Board of Censors' examinations. Within 120 days from the date an application is completed, the Board of Censors shall assure itself that the applicant is duly licensed as a Doctor of Medicine or Osteopathy according to Texas law, and eligible for membership. The Board's investigation shall include an examination of the merits of any written objections received as provided above. After investigation, the Board of Censors shall provide to the Board of Directors its report on the applicant's qualifications along with a recommendation for approval or disapproval of membership or such further actions as the Board of Censors deems appropriate or necessary.

Upon good cause shown, the Board of Directors may grant the Board of Censors an extension of time not to exceed 90 days to complete its examination.

- E. Procedure on recommendation for approval of Application. If the report of the Board of Censors recommends approval of membership, the Board of Directors shall declare the applicant a member within 90 days following receipt of such report, or at the next regularly scheduled meeting, whichever comes first.
- F. Procedure on recommendation for disapproval of application. Within 90 days following receipt of the report of the Board of Censors with a recommendation for disapproval of membership, or at the next regularly scheduled meeting, whichever comes first, the Board of Directors may vote to deny or accept the applicant for membership.

When the recommendation of the Board of Censors is disapproval of an application for membership, the applicant may request a hearing before the Board of Directors. If the applicant requests no hearing or after completion of the hearing, the Board of Directors shall vote to deny or accept the applicant for membership.

When an application for membership has been denied on the basis of investigations which disclose unethical or unprofessional practices, the Secretary of the Medical Society shall report promptly to the TMA Board of Councilors the name of the physician thus denied membership.

- G. Right to hearing after Executive Board disapproval. The notice of denial of application for membership shall inform the applicant of the right of appeal by means of a hearing. The notice shall also contain a summary of the rights of the applicant at a hearing. An applicant for membership who is denied membership may request a hearing before the Board of Directors within 30 days of the applicant's receipt of the notice of denial of membership. If a timely request for a hearing is received, the Board of Directors shall conduct a hearing in conformity with the Hearings Procedures Manual.

When, after such hearing, or after the time for requesting such hearing has expired without a request for 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 Board of Directors, including a statement of the basis of the decision.

- H. Right of appeal to Board of Councilors. If no action is taken on a completed application within these 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 Board of Directors has conducted a hearing on the membership application and denied the application after the hearing.
- I. 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 reapply 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 Board of Directors 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 Board of Directors 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.

## **1.20 CLASSIFICATIONS**

- 1.21 Active members. The acceptance of the privileges 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.
- 1.22 Emeritus members. A member who has rendered exceptional and distinguished service to scientific and/or organized medicine may, with the approval of the Society, be nominated by the Board of Councilors of the Texas Medical Association for the status of emeritus membership. Any nomination shall be held by the Board of Councilors for a period of one year before recommendation to the House of Delegates, where a two-thirds majority shall be required for election. A member emeritus shall have all the prerogatives of membership and shall not be required to pay dues. The distinction thus conferred may not be removed except by action of the House of Delegates upon recommendation from the Board of Councilors.
- 1.23 Honorary members. A member of honorable standing who, because of age or laudable reasons, has reached the point of comparative inactivity in the practice of medicine as determined by the County Medical Society, and who has rendered outstanding service to organized medicine or made noteworthy contributions to scientific medicine, upon recommendation by the Board of Censors,

may be nominated by the Society after review and approval by the Board of Councilors of the Texas Medical Association as an honorary member. The member must be in good fiscal standing with the Society at the time of nomination. Except as noted here, honorary members pay no dues and are entitled to all of the privileges of membership except the right to vote, hold office, or other elected position, or serve as a delegate or alternate delegate to the Texas Medical Association. However, upon election to honorary membership, the physician so elected may retain these rights by immediately paying current dues in the same amount as required by active members. The decision to continue dues paying on a year-to-year basis shall be the option of the newly elected honorary member. However, once dues payment is discontinued, these rights can not be recovered by resumption of dues payments.

Honorary members shall be reported annually to the Association with notation of their dues status.

- 1.24 Life. A member in good fiscal standing who has been a dues paying member of organized medicine for 35 years, and who has reached the point of comparative inactivity, as determined by the County Medical Society, upon recommendation of the Board of Censors, may be nominated by the Society and elected by the Board of Councilors of the Texas Medical Association as a life member. Life members pay no dues and are entitled to hold all of the privileges of membership except the right to vote, hold office or other elected positions, or serve as a delegate or alternate delegate to the Texas Medical Association.
- 1.25 Inactive. A member of the Society in good fiscal standing who has retired from the active practice of medicine, upon recommendation of the Board of Censors, may be nominated by the Society and elected by the Board of Councilors of the Texas Medical Association as an inactive member. The member must be in good fiscal standing with the Society at the time of nomination. Inactive members pay no dues and are entitled to all privileges of membership, except the right to vote, hold office, or serve as a delegate or alternate delegate to the Texas Medical Association.
- 1.26 Military. Physicians who are serving in the armed forces within Bexar County (except as provided in Section 1.40, Leave of Absence) are eligible for military membership. Military members shall not vote, hold elective office, or serve as delegates or alternate delegates to the Texas Medical Association. Military members shall not be counted in determining the number of delegates to the Texas Medical Association.

Military membership will terminate when the physician is transferred from the jurisdiction of this county medical society or when the tour of duty terminates.

Upon completion of military obligation, a military member may apply for active membership in the county society if all eligibility requirements have been satisfied.

- 1.27 Resident. Physicians serving internships, residencies and fellowships in hospitals in Bexar County who are not in private practice, and who meet the other requirements for membership will be eligible for resident membership. Resident membership terminates automatically upon completion of the internship, residence, or fellowship program. When so elected, resident members shall be entitled to all of the privileges of membership in the Association except the right to vote and hold office. Resident members must pay the annual dues as required in the Bylaws, and must be reported in the annual report of the Society.

Resident members may serve as officers of the Resident Physician section, and as a delegate or alternate delegate to the House of Delegates from the Resident Physician section. Upon nomination



of the Resident Physician section and appointment by the President of the TMA, resident members may serve as special appointees to Association councils and committees with voting privileges. Further voting privileges on committees of this county medical society may be granted to resident members at the Society's discretion. On completion of post-graduate training, a physician who has been a resident member of this society may apply for active membership in this society should all eligibility requirements be satisfied.

- 1.28 Student members. Full-time students who are pursuing a course of study in a medical school in Bexar County approved by the Texas State Board of Medical Examiners leading to the degree of Doctor of Medicine or Doctor of Osteopathy shall be eligible for student membership. Student membership terminates upon termination of student status.

When so elected, student members shall be entitled to all privileges of membership in the Society, except the right to vote, hold office, or serve as a delegate or alternate delegate to the Association. Student members may have voting privileges on committees subject to the committee's discretion. Student members shall not be counted in determining the number of delegates to the Texas Medical Association.

- 1.29 Special. Current deans of Texas medical schools in Bexar County recognized by the Texas State Board of Medical Examiners and presidents of Texas health science centers in Bexar County may be special members provided that they hold doctoral degrees. Special members shall have all rights and privileges of membership except the right to vote or hold elective or appointive positions.

### 1.30 MEMBERSHIP IN CONTIGUOUS SOCIETY

A county medical society may grant permission for a physician under its jurisdiction to apply for membership in another contiguous county medical society. Any applicant refused membership in under Section 1.12(f) of these Bylaws shall have the right to request permission to apply for membership in a contiguous county medical society. Permission for a physician to apply for membership in a contiguous county medical society, and consideration of that application by the contiguous society, shall be denied only for a violation of the Constitution and Bylaws of the TMA or of the BCMS, a violation of the Principles of Medical Ethics, criminal conduct, or unprofessional conduct likely to deceive, defraud, or injure the public. Should a request for permission to apply for membership in a contiguous county medical society be denied, the physician shall have the right of appeal to the Board of Councilors, which, on a majority vote, may permit the physician to apply for membership in a contiguous county medical society.

A physician may not be a member of more than one component county medical society of the TMA at the same time.

### 1.40 LEAVE OF ABSENCE

- 1.41 Physician members. The Society may grant a leave of absence for a period of one year or more to a physician member who leaves the active practice of medicine for:

- (1) Further training in an approved graduate training program;
- (2) Service as a missionary outside of 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;  
or
- (5) Illness.

1.42 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 for the period of the training program.

While on leave, these members may hold direct membership in the Association; county medical society membership may be continued at the discretion of the member. The privilege of direct membership in the Association shall terminate six months after the date of termination of the training unless sooner terminated by acceptance for membership by a county society.

1.43 Out-of-State Members. Emeritus, Honorary, Life, and Inactive members in good standing shall be granted out of state membership on request. Physicians who are accorded out of state membership shall remain members of the Society and shall be included in membership reports to the Texas Medical Association.

Limitation on 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.

## 1.50 **TRANSFER OF MEMBERS**

A physician requesting transfer shall present to the new county society: (1) a completed application for transfer, (2) a copy of the original membership application, and (3) certification from the original county society that the physician's dues are paid and that no charges of unethical or unprofessional conduct which could lead to denial of membership are pending.

1.51 Relocation and termination of original membership. When an active member of the Texas Medical Association against whom no charges are pending, has moved from the jurisdiction of another county society in Texas and presents a request for transfer to this Society, the request may be honored and, if elected, the member shall retain active membership status in this society. No additional dues expense shall accrue to such applicant for the remainder of that year provided that state and county dues for that year were paid through the former county society.

1.52 Inactive, Honorary, Life, or Emeritus member. Any inactive, honorary, life, or emeritus member of another component county society of the Texas Medical Association who has moved to the jurisdiction of this society shall, upon written request, at once become an inactive, honorary, life, or emeritus member of this society with the same privileges of membership as enjoyed prior to transfer.

Such a member may return to the status of active membership only by returning to the jurisdiction of the county society which nominated the member for dues-exempt status. A member whose dues are paid and against whom no charges are pending, and who has moved from the jurisdiction of this county society shall, upon written request, be granted the right to transfer to another component society of this or any other state medical association.

**1.60**      **CHANGES OF CLASSIFICATION**

A member whose membership classification is changed during the year shall be afforded the new membership classification and privileges.

**1.70**      **WITHDRAWAL OF MEMBERSHIP**

A member whose dues are paid and against whom no charges are pending, who wishes to withdraw, shall be granted a letter of withdrawal stating that the member is in good standing.

**1.80**      **MEMBERS UNDER CHARGES**

A member who is disciplined by suspension, probation, or expulsion may not vote nor hold office.

**1.90**      **REVOCAION OF MEMBERSHIP**

Membership within the Society may be revoked and any member expelled or any membership made subject to any conditions or terms as may be imposed by the Board of Directors upon proof deemed sufficient by the Board of Directors that such member has been convicted of a felony offense, has engaged in unprofessional conduct or conduct of moral turpitude, has had his privileges to practice medicine restricted or revoked from any hospital, for non-payment of dues, or for such other conduct which the Board deems sufficient good cause to warrant suspension, probation, expulsion or imposition of any terms or conditions upon membership.

**CHAPTER 2. MEETINGS OF SOCIETY**

**2.10**      **MEETINGS OF THE GENERAL MEMBERSHIP**

Meetings of the Society shall be held at a time and place to be determined by the Board of Directors. The number of members present shall be deemed a quorum.

**2.20**      **SPECIAL MEETINGS**

The President or a majority of the Board of Directors may call special meetings. The President shall call a special meeting upon written request submitted by twenty-five voting members. The purpose of the special meeting, its place and time, shall be announced by written notice mailed to the membership ten days prior to the meeting. No business shall be transacted other than that stated in the written notice.

**CHAPTER 3. OFFICERS**

**3.10**      **PRESIDENT**

The President is the principal officer of the Society and the representative leader of the medical profession in Bexar County. The President presides at all meetings of the Society and performs such other duties as custom and parliamentary usage require. The President, ex-officio, is a member of all society boards and committees and chairs the Executive Committee. The term of office as President shall be one year except as specified in Section 9.10 of these Bylaws.

**3.20**      **PRESIDENT-ELECT**

The President-elect assists the President in the performance of duties. The President-elect shall be an ex-officio member of all boards and committees. The President-elect shall become acquainted with all matters pertaining to the work and affairs of the Society in order to properly prepare for the office of President, which office is automatically assumed at the expiration of the term as President-elect. The term of office as President-elect shall be one year. A member may only be elected once as President-elect. The President-elect shall have been a member of the Society for a minimum of five years, and shall have served three years in an elected position or as appointed chair of a Bexar County Medical Society committee.

**3.30**      **VICE PRESIDENT**

The Vice President shall assist the President in the performance of duties, shall preside in the President's absence, and, on the President's death, resignation, or removal, shall succeed to the presidency. The term of office as Vice President shall be one year. The tenure of office of Vice President shall not exceed one term. The Vice President shall have been a member of the Society for a minimum of five years.

**3.40**      **SECRETARY**

The Secretary shall: make certain that adequate records of the meetings of the Society and the Board of Directors are maintained. The Secretary shall be responsible for such records and reports as may be required by the Board of Directors or the Bylaws of the Society or the Texas Medical Association. The term of office of Secretary shall be one year. The tenure of office of Secretary shall not exceed two terms. The Secretary shall have been a member of the Society for a minimum of two years.

**3.50**      **TREASURER**

The Treasurer shall make regular reports to the Board of Directors on the financial status of the Society. The term of office of Treasurer shall be one year. The tenure of office of Treasurer shall not exceed two terms. The Treasurer shall have been a member of the Society for a minimum of two years.

**3.60**      **IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall be a member of the Board of Directors and shall perform such duties as may be directed by the President or the Board.

**3.70**      **EXECUTIVE DIRECTOR**

The Executive Director shall be an ex-officio member, without vote, of all boards and committees and shall perform such duties as may be prescribed under the terms and conditions of employment. The Executive Director shall be the chief executive officer of the Society, responsible for all management functions. The Executive Director shall manage and direct all activities of the Society as prescribed by the Board of Directors and shall be responsible to the Board. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Society and fix their compensation within the approved budget. The

Executive Director shall design the duties of the staff, supervise their performance, establish their titles, and may delegate responsibilities of management.

## **CHAPTER 4. BOARD OF DIRECTORS**

### **4.10 COMPOSITION**

The Board of Directors shall consist of the officers of the Society, the Chair of the Board of Censors, the Chair of the Board of Mediations, one representative from the Bexar County delegation to the Texas Medical Association, the President of The University of Texas Health Science Center at San Antonio Medical School (or a designated representative selected from the membership of the Society), and nine members at large elected by the Society for staggered three-year terms with three members being elected each year. The tenure of office of at-large directors shall not exceed two terms.

One representative of the Medical Student Section, one representative of the Resident and Fellows Section, and one military physician recommended by the Medical-Military Liaison Committee shall be members, without vote, of the Board for one-year terms. The President of the BCMS Alliance shall be an ex-officio member, without vote, of the Board. The Executive Director shall be an ex-officio member, without vote, of the Board.

### **4.20 DUTIES**

The Board of Directors shall perform the function of an executive board as provided in the Constitution and Bylaws of the Texas Medical Association, and shall, at all times and acting for the Society, perform the following duties:

- (1) Establish and implement policies of the Society and be responsible for the business affairs of the Society;
- (2) Employ an Executive Director and define the duties of the office;
- (3) Act on applications for membership upon recommendation from the Board of Censors;
- (4) Serve as the disciplinary executive board within the meaning of the Hearings Procedures Manual of the Texas Medical Association;
- (5) Serve as the governing board within the meaning of the corporate laws of the State of Texas;
- (6) Be responsible for long range planning of the Society;
- (7) Decide all questions not specifically delegated to other authorities by these Bylaws and exercise all authority for the Society not expressly reserved to the members of the Society by the terms of these Bylaws or Articles;
- (8) Report its actions to the Society regularly.

**4.30**     **MEETINGS**

The Board of Directors shall meet six or more times per year as set by a majority vote of the Board. Special meetings of the Board may be called by the President, or by a petition to the President of five members of the Board. Ten members of the Board of Directors shall constitute a quorum. All meetings of the Board of Directors shall be open to the general membership. Executive Sessions of the Board of Directors may be called by vote of two-thirds majority of Board members present and voting.

4.31     Attendance. Any Society member who, during the calendar year, fails to attend at least 50% of the meetings of a Board, Delegation, or Committee to which he has been elected or appointed, shall be removed from that Board, Delegation, or Committee at the end of the calendar year.

**4.40**     **COMMITTEES OF THE BOARD**

4.41     Executive Committee. There shall be an Executive Committee of the Board of Directors comprised of the President, President-elect, Vice President, Secretary, Treasurer, and Immediate Past President. The President shall serve as committee chair. The Executive Committee may meet at any time to study and prepare reports and recommendations for the full Board, and may conduct other business of the Society as deemed appropriate. Decisions of the Executive Committee shall be presented to the Board of Directors for their information and review. The Executive Committee shall serve as the operational oversight committee to review as necessary and report to the Board of Directors on the Executive Director's responsibilities with respect to personnel, finances, contracts, government reporting, and operations.

**CHAPTER 5. BOARD OF CENSORS**

**5.10**     **COMPOSITION**

The Board of Censors shall have six members, each elected for a term of three years; two to be elected each year. Nominees for this Board shall have been active members in the Bexar County Medical Society for at least ten years. The member receiving the largest number of votes at the time of election shall become the chair during the third year. The other senior member shall serve as vice-chair. Three members shall constitute a quorum.

**5.20**     **DUTIES**

5.21     General. The Board of Censors shall supervise the medical ethics of the membership and shall counsel individual members where circumstances warrant.

5.22     Examination of Applicants. Applicants shall be examined as set forth in Section 1.12.

5.23     Investigations. As provided in the Texas Medical Association Hearings Procedures Manual, the Board of Censors shall have the authority on their own initiative to investigate suspected violations of the code of conduct and to prefer charges when indicated after thorough investigation. They shall receive the investigative charges of unethical conduct made against Society members by another member, and shall, upon request, review the findings of the Board of Mediations and make proper disposition of each case.

## **CHAPTER 6. BOARD OF MEDIATIONS**

### **6.10 COMPOSITION**

The Board of Mediations shall have 15 members, each elected for a term of three years; five to be elected each year. The member receiving the largest number of votes at the time of election shall become the chair of the board during the third year. The vice-chair of the Board of Mediations shall be the second highest vote recipient at the time of election. Nominees for this Board shall have been active members in the Bexar County Medical Society for at least ten years. Seven members shall constitute a quorum.

### **6.20 DUTIES**

To receive, investigate, and mediate complaints from patients or insurance companies which are brought against a member of the Bexar County Medical Society. It shall hear matters of unprofessional conduct, violations of the principles of medical ethics or any other matter involving the patient/physician relationship. It shall hear and/or review insurance complaints. Serving as the public grievance committee, this Board shall have the duty of investigating and supervising the ethical department of the membership and shall receive complaints from the general public.

## **CHAPTER 7. DELEGATES**

### **7.10 ELECTION**

The Society shall elect delegates and alternate delegates for terms and in such numbers as provided in the Bylaws of the Texas Medical Association, and by such method as is provided in Chapter 8 in these bylaws.

### **7.20 DUTIES**

It shall be the duty of the delegates and alternates, individually and collectively, to study the needs and desires of the medical profession of Bexar county in its relation to the State and National Associations, so that they may effectively and intelligently represent the membership of the Bexar County Medical Society in the House of Delegates of the Texas Medical Association.

### **7.30 ORGANIZATION**

Within 90 days after the annual election of officers of the Bexar County Medical Society, and upon call of the Delegation Chair, the Delegation shall organize and elect a chair, a vice-chair, and a representative to the Board of Directors.

### **7.40 REPORT**

The Bexar County Medical Society delegation representative to the Board of Directors shall present reports on delegation activities as appropriate.

### **7.50 VACANCIES**

At such time that vacancies on the Delegation occur after the Society's annual election, the Society's president shall appoint a replacement recommended by the Delegation Chair, and if there

is no agreement between the president and the chairman, the appointment will be made by the Board of Directors. The newly appointed delegate or alternate delegate will hold a seat on the Delegation for the unexpired term of that position at which time the individual may stand for re-election.

## **CHAPTER 8. ELECTIONS**

### **8.10 POSITIONS FILLED BY ELECTION**

The President-Elect, Vice President, Secretary, Treasurer, three members of the Board of Directors, two members of the Board of Censors, five members of the Board of Mediations, two at-large members of the Nominating Committee, and approximately one-half of the delegates and alternate delegates to the Texas Medical Association shall be elected each year. The Representative to the Bexar County Medical Society Board of Directors from the Delegation shall be elected by the Delegation.

### **8.20 NOMINATING COMMITTEE**

8.21 The Nominating Committee shall consist of the two immediate living past presidents, president-elect, the chairs of, or a designee from, the Board of Mediations and the Board of Censors, and two at-large members elected by the membership. The past president once removed shall serve as chair. The vice chair shall be the immediate past president. Members of the committee will not seek an elected position (other than Delegate or Alternate Delegate) in the Society.

8.22 Duties. The Nominating Committee shall study the challenges and leadership requirements of the organization. The committee will commence its functions from January 1 of each year. Meetings of the committee shall be held at least two times a year and as often as necessary. Four members of the Nominating Committee shall constitute a quorum.

### **8.30 PROCEDURES**

8.31 Nominations. At least 120 days prior to the annual election of officers (the election being held on the second Tuesday in October), the membership shall be notified of the "Call for Nominations." The method of notification shall be through one or more of the Society's publications, facsimile, electronic mail, or mail. Each member shall have the opportunity to correspond in writing for the purpose of submitting nominations to the Nominating Committee. Nominations shall be submitted no later than 90 days prior to the annual election date and shall reflect nominee's character, integrity, and attributes and qualifications for the position. Nominees shall sign attestations provided by the Society allowing background and credential checks on nominee. Each nominee must submit at least three references. Each reference must be signed by a current member of BCMS in good standing. Each reference must be reasonably current and, in no event, more than three years old. Each reference must attest to the character of the nominee, the nominee's qualifications for the position, and the basis upon which the member attesting to the reference has such beliefs.

The Nominating Committee shall approve or deny all nominations for any elected office. The Committee shall review each nomination to determine if the nominee is eligible for office. The Committee shall conduct such background or investigational research on each nominee as the Committee deems appropriate, including checks with nominee references and interviews of each nominee, or such other research as the Committee, in its sole discretion, deems reasonable, necessary or appropriate. Upon completion of its investigation, the Committee shall either approve



or reject each nomination. Subject to the nominee's right to appeal, a nominee may not be elected to office unless the Committee has approved the nomination.

The Nominating Committee shall notify the membership of the slate of candidates by the second Tuesday in August.

Decisions of the Nominating Committee considered unfavorable to the nominee may be appealed by the nominee to the Executive Committee of the BCMS. Any such appeal must be requested in writing by the nominee of the decision of the Nominating Committee and, in its sole discretion, may affirm, reverse, or modify the decision. The Executive Committee may consider such information and/or evidence as the Executive Committee, in its sole discretion, deems appropriate, including statements of current BCMS members, including the nominee, in support of or against the decision of the Nominating Committee. The decision of the Executive Committee shall be by majority vote of the Executive Committee and shall be final and not subject to further appeal or reconsideration.

8.32 Eligibility. Officers of the Society shall be elected from among active, dues paying members who have been members of the Society for a minimum of five years. For the office of President-elect, candidates must have served a minimum of three years in an elected position or as appointed chair of a Bexar County Medical Society committee.

8.33 Ballots. Voting shall be by prepared ballots which shall be mailed to the membership at least thirty days prior to the deadline for voting. Deadline for voting shall be 5:00 p.m. on the second Tuesday in October. Notice of the deadline shall be prominently printed on the face of the ballot. If more than one person is nominated for any position, the nominees shall appear on the ballot in alphabetical order.

8.34 Voting. A voting member will place a check mark by the name of the nominee of choice, or may write in another name of choice on the ballot. In order to be included in the vote count, ballots must be received in the Society office either by mail or in person by 5:00 p.m. on the second Tuesday in October.

8.35 Elections. Elections shall be held on the second Tuesday of October.

The Nominating Committee, acting as an election committee, shall count the ballots and prepare a tally sheet showing the number of votes received by each candidate. The Nominating Committee shall discard any ballot not prepared in accordance with voting instructions.

The person receiving the greatest number of votes for a position shall be declared elected, except where more than two names are submitted for any position, more than 50 percent of the vote shall be necessary for election. In the event no candidate received more than 50 percent of the vote, a runoff election will be held between the two candidates receiving the highest number of votes. If a runoff election is required, the election shall be held on the second Tuesday of November.

8.36 Certification. Each member of the Nominating Committee present shall duly certify the tally sheet and it shall be promptly delivered to the President of the Society who shall make the results of the elections known to the Membership within 48 hours. The tally sheet and all ballots shall be kept intact subject to call of the Board of Directors for a period of 30 calendar days following the election.

All ballots shall be destroyed 30 working days after the election if uncontested, or five days after the final disposition of a contest.

- 8.37 Contests. Contests must be submitted in writing within five working days after the results have been announced. No person whose office is contested shall assume office until after such contest is decided. The Board of Directors shall decide a contested election within 14 days, at a special called meeting of the Board of Directors.

**8.40 ASSUMPTION OF OFFICE**

All positions filled by regular election shall become effective on January 1 next following, and a person elected to these positions shall automatically assume office on that date, although formal installation may be held at another time.

**CHAPTER 9. SUCCESSION AND VACANCIES IN ELECTED POSITIONS**

**9.10 ORDER OF SUCCESSION TO THE PRESIDENCY**

In the case of death, resignation, or removal from the county of the President during the term of office, the Vice President succeeds to the Presidency. In the event of such succession, the term of office as President begins on the date of the succession and ends on December 31 of the same year.

**9.20 VACANCIES**

- 9.21 Office of President-elect. In the case of the death, resignation, or removal from the county of the President-elect during the term of office as President-elect, the Nominating Committee shall submit to the Society the names of one or more nominees and conduct a special mail ballot to fill the vacancy.

- 9.22 Other Elected Positions. In the case of death, resignation or removal from the county of a member of an elected board, an officer other than the President-elect, a delegate or alternate delegate to the Texas Medical Association, the President will, with the advice and approval of the Board of Directors, appoint a successor for the unexpired term of that position.

**CHAPTER 10. COMMITTEES**

**10.10 STANDING AND SPECIAL COMMITTEES**

There shall be a Board of Directors, Executive Committee, Finance Committee, Board of Censors, Board of Mediation, Nominating Committee, Legislative Committee, Peer Support Committee, and Communications Committee (Public Relations).

**10.20 COMMITTEE ON PHYSICIAN HEALTH AND REHABILITATION**

This Committee shall consist of three or more members. The Chair shall be appointed by the President.

It shall be the duty of the Committee to identify, strongly urge treatment, review rehabilitation provided to, and evaluate the competence of impaired physicians within the geographic boundaries of the Society.

Confidentiality for all records, documents, and any other materials is to be afforded the maximum protection available under law.

10.21 Finance Committee. There shall be a Finance Committee of the Board of Directors comprised of the President-elect, Treasurer, the BCMS Service Bureau President or his designee, and two at-large members selected by the BCMS President, and shall be staffed by the Chief Financial Officer of the Society. The Treasurer shall serve as committee chair. The Finance Committee shall meet at least every other month to study and prepare financial reports and recommendations for the full Board. Decisions of the Finance Committee shall be presented to the Board of Directors for their information and review. The Finance Committee shall serve as the financial oversight committee to review all finances and report the Board of Directors.

10.22 PEER SUPPORT COMMITTEE.

This Committee shall consist of five or more members appointed by the President.

It shall be the duty of the Committee to assist any physician who may be impaired in any manner whatsoever because of professional or personal issues concerning that physician or his family and to take such action as may be reasonable or appropriate to offer support.

All oral or written information or reports to, from or by this Committee shall be strictly confidential and afforded the maximum protection according to law. All proceedings of the Committee are confidential.

10.30 APPOINTMENTS AND LENGTH OF SERVICE

With exception as noted, all standing committee appointments shall be made by the President. Committee chairs, except as noted, shall be appointed by the President. Committee members shall be appointed for terms of one year and may be reappointed to additional terms at the discretion of the President.

10.40 SPECIAL COMMITTEES

Special, ad hoc, and task force committees may be formed by the President and shall serve at the pleasure of the President.

10.50 LIAISON WITH TEXAS MEDICAL ASSOCIATION

Where appropriate, all committees should maintain contact and liaison with similar committees of the Texas Medical Association.

10.60 COMMITTEE REALIGNMENT

The President, with the approval of the Board of Directors, may create, combine, or discontinue all committees in accordance with the needs of the Society.

## CHAPTER 11. FINANCES

### 11.10 DUES

11.11 Annual dues. The annual dues shall be payable on or before January 1 of each year. Dues amounts or exemptions shall be established by the Board of Directors for each classification of membership.

11.12 Assessments. Special assessments may be made for such purposes as the Board deems necessary, and such assessments shall be due and payable upon notice.

11.13 Other dues. The Treasurer shall be authorized to collect the dues assessed by the Texas Medical Association as part of the annual dues, and forward such dues to the proper association.

### 11.20 FUNDS

11.21 General Fund. The general fund shall be used for the ordinary current expenses for the Society, and for such other purposes as shall be authorized by the Board of Directors.

11.22 Special Funds. Special funds may be created by the Society to provide for the income derived from assessments, gifts, or appropriations from the general fund.

### 11.30 ANNUAL BUDGET

The preparation of the annual Society budget shall be the responsibility of the Executive Director. The Executive Director shall prepare an annual budget of anticipated receipts and expenditures which shall be presented to the Finance Committee, Executive Committee, approved by the Board of Directors, and reported to the Society.

### 11.40 FISCAL YEAR

The fiscal year of the Society shall be the calendar year.

## CHAPTER 12. DISCIPLINARY PROCESS

### 12.10 REFERRAL OF CHARGES

Complaints from the general public against physician members shall be referred to the Board of Mediations (Public Grievance Committee). Complaints from physicians, whether members or not, against physician members shall be referred to the Board of Censors. All charges shall be referred in accordance with the Hearings Procedures Manual of the Texas Medical Association.

### 12.20 DISCIPLINARY PRINCIPLES

All matters of a disciplinary nature, including hearings and proceedings that involve any member of this county society, shall be conducted in accordance with the following principles:

- a. 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.

- b. 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 each 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.
- c. 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 TMA 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 material items, and how much credibility and weight to give each item.
- d. All hearings and proceedings that involve any member of this county society shall be conducted in accordance with the TMA Hearings Procedures Manual.

**12.30 DISCIPLINARY REPORTS**

- 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.
  - 1. Such information shall consist only of the respondent member's name, the charges or complaints, and the final resolution or other status, including disciplinary action taken and appropriate dates.
  - 2. Such information in the possession of the county society executive or officers, or the TMA Board of Councilors, may be communicated to any other county society executive officer or to any member of the TMA in response to a written request filed with this Society and/or with the TMA Board of Councilors.
- b. Information to be reported to the Texas Board of Medical Examiners. Information concerning the final resolution of all disciplinary actions by this Society resulting in expulsion probation shall be communicated by the secretary-treasurer of this Society to the Texas State Board of Medical Examiners. Such information shall consist of the respondent member's name, the charges or complaints, and the final resolution, and the results and circumstances of such disciplinary action, including disciplinary action taken and appropriate dates.
- 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 probation shall be communicated by the secretary-treasurer of this Society to the National Practitioner Data Bank on forms furnished by the Data Bank. The Society shall report such information as the National Practitioner Data Bank shall require as published from time to time in official sources.
- d. Effect on privileges of membership. Members placed on probation or expelled under the provisions of these Bylaws and those of TMA will be denied all privileges of the Society and the Texas Medical Association through the effective period of their probation or non-

membership, but such loss of membership privileges shall commence only after final resolution of appeals, if any.

**12.40 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.

**CHAPTER 13. ADVISORY COUNCIL**

**13.10 COMPOSITION**

There shall be an Advisory Council composed of all past presidents who are members of the Society, the current President and President-elect. The President of the Society shall be the chairman of the Council.

**13.20 DUTIES**

The Council shall make their experience and knowledge available to the Board of Directors of the Society.

**13.30 MEETINGS**

The Council shall meet at the call of the President.

**CHAPTER 14. RULES OF ORDER**

**14.10 PARLIAMENTARY PROCEDURES**

The deliberations of the Society shall be governed by parliamentary procedure as contained in Davis' Rules of Order, unless otherwise provided by this Constitution and Bylaws.

## CHAPTER 15. AMENDMENTS

### 15.10 PROPOSED AMENDMENTS

- 15.11 Procedures. Amendments to these Bylaws may be proposed by the Board of Directors, or by a petition endorsed by any twenty-five members eligible to vote. Proposed amendments will be given to the Committee on Constitution and Bylaws for evaluation as to appropriateness for inclusion in the Bylaws of the Society. After fulfilling its responsibility, the Committee will issue a report to the Board of Directors on proposed amendments.

A proposed amendment, along with present provisions, shall be presented to the membership by mail. Marked amendment provision ballots must be returned to the Society no later than 30 days following mailing of the ballots. The voting period for the amendment shall be determined by the Board of Directors and shall be printed on the ballot. After the close of the voting period, the Nominating Committee of the Society shall convene as the Election Committee and supervise the vote count.

Each member of the Nominating Committee present shall duly certify the tally sheet and promptly deliver it to the President of the Society who make the results of the election known to the membership.

- 15.12 Votes required—Constitution. A two-thirds vote of the members voting shall be required to amend the constitution.

- 15.13 Votes required—Bylaws. A majority vote of the members voting shall be required to amend the bylaws.

### 15.20 COMPLIANCE AMENDMENTS

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

## CHAPTER 16. INDEMNIFICATION

### 16.10 INDEMNIFICATION

- (a) Nature of Indemnity.

- (1) The Society shall indemnify any person (an "Indemnitee") who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including any appeal in any such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding (a "proceeding"), because such person is or was a director, officer, employee or agent of

the Society, or because such person is or was serving at the request of the Society as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise or other entity, from and against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with any such proceeding; provided, however, that for such indemnification to be effective, the Society must determine in the manner set out in paragraph (b) below that the person conducted himself or herself (i) in good faith, (ii) in a manner reasonably believed to be in or not opposed to the best interests of the Society, and (iii), with respect to any criminal proceeding, that the person had no reasonable cause to believe the person's conduct was unlawful.

- (2) Irrespective of any determination as to the conduct of any Indemnitee under paragraph (b), below, the Society shall indemnify the Indemnitee against reasonable expenses incurred by the Indemnitee in connection with any proceeding in which the Indemnitee is a named defendant or respondent because the Indemnitee is or was a director, officer, employee or agent, but only if the Indemnitee has been wholly successful, on the merits or otherwise, in the defense of such proceeding. The Society may also pay or reimburse expenses incurred by any Indemnitee in connection with the Indemnitee's appearance as a witness or other participation in a proceeding at a time when the Indemnitee is not a named defendant or a respondent in the proceeding. If any proceeding is brought by or in behalf of the Society, the indemnification of the Indemnitee shall be limited to reasonable expenses actually incurred by the Indemnitee in connection with said proceeding.
- (3) The indemnification of an Indemnitee hereunder shall expressly exclude any obligations resulting from any proceeding in which the Indemnitee is found liable on the basis that personal benefit was improperly received by the Indemnitee, or in which the Indemnitee is found liable to the Society. Notwithstanding any provision of these Bylaws to the contrary, the Indemnitee shall be entitled to apply to a court of competent jurisdiction to seek indemnification to the fullest extent authorized by these Bylaws or by any applicable law.
- (4) The Society may indemnify and advance expenses to persons who are not or were not officers, employees, or agents of the Society but who are or were serving at the request of the Society as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise or other entity to the same extent that it may indemnify and advance expenses to directors under this Bylaw Section.

(b) Determination that Indemnification is Proper.

- (1) A determination of entitlement to indemnification hereunder (unless otherwise ordered by a court of competent jurisdiction) shall be made by a majority vote of a quorum consisting of Directors of the Society who at the time of such vote are not named defendants or respondents in the particular proceeding, or, if a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.



- (2) In addition, special legal counsel may be selected by the Board of Directors or by a committee of the Board by the vote set out above, but, if a quorum cannot be obtained or a committee cannot be established, special legal counsel may be selected by a majority vote of all Directors of the Society.
- (3) Finally, a determination of indemnification can also be made by the voting Members of the Society in a vote that excludes the votes of Indemnitees who are named defendants or respondents in the proceeding.
- (4) In determining the entitlement to indemnification hereunder, it shall not be determinative of itself that any proceeding has been terminated by judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent. Determination of the reasonableness of any expenses shall also be made in the manner set out above, provided, however, that if special legal counsel is utilized, the determination of reasonableness of expenses must be made by such special legal counsel.

(c) Procedure for Indemnification.

- (1) Any indemnification or reimbursement of expenses, or any necessary determination of entitlement thereof, shall be made promptly, and in any event within thirty (30) days from receipt of a written request for the same by an Indemnitee. If a determination by the Society that an Indemnitee is entitled to indemnification pursuant hereto is required, and the Society fails to respond within sixty (60) days to a written request for indemnity, the Society shall be deemed to have approved the request.
- (2) If the Society denies a written request for indemnity or reimbursement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty (30) days of receipt of it by the Society, the right to indemnification or reimbursement as granted hereunder shall be enforceable by an Indemnitee in any court of competent jurisdiction.
- (3) The Indemnitee's costs and expenses incurred in connection with successfully establishing the Indemnitee's right to indemnification, in whole or in part, in any such action shall also be indemnified by the Society. It shall be a defense to any such action that the claimant has not met the standard of conduct set forth in this Bylaw, but the burden of proving that defense shall be on the Society. Neither the failure of the Society to have made a determination prior to the commencement of such action that indemnification of Indemnitee is proper under the circumstances because the Indemnitee has met the applicable standard of conduct hereunder, nor the fact that there has been an actual determination by the Society that Indemnitee has not met the applicable standard of conduct, shall be a defense to the action nor create a presumption that the Indemnitee has not met the applicable standard of conduct.

- (d) Advance Payment of Expenses. The Society shall pay or reimburse reasonable expenses incurred by an Indemnitee who was, is, or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of such proceeding, but only if the Society receives a written affirmation by the Indemnitee of the Indemnitee's good faith belief that the Indemnitee has met the standard of conduct necessary for indemnification hereunder, accompanied by a written undertaking by or on behalf of the Indemnitee to repay

any amount so paid or reimbursed if it is ultimately determined that the Indemnitee has not met the requirements, and then only if the Society makes a determination that the facts then known would not preclude indemnification hereunder. The written undertaking to repay required hereunder must be an unlimited general obligation of the Indemnitee, shall not be secured, shall be accepted without reference to the Indemnitee's financial ability to make repayment, and shall be determined in the manner set out in paragraph (a) above for determination of the entitlement to indemnification.

- (e) Report to Members of the Society. Any indemnification of or advance of expenses to an Indemnitee in accordance herewith shall be reported in writing to the Members of the Society with or before the notice or waiver of notice of the next meeting of Members, or with or before the next submission to Members of a consent to action without a meeting pursuant to the provisions hereof, and, in any case, within 12 months following the date of the indemnification or advance.
- (f) Employee Benefit Plans. For the purposes hereof, the Society shall be deemed to have requested an Indemnitee to serve as a trustee, employee, agent or similar functionary of an employee benefit plan whenever the performance by the Indemnitee of the Indemnitee's duties to the Society also imposes duties on or otherwise involve services by the Indemnitee to the plan or participants or beneficiaries of the plan. Excise taxes assessed on an Indemnitee with respect to any employee benefit plan in the performance of the Indemnitee's duties for a purpose reasonably believed by the Indemnitee to be in the interest of the participants and beneficiaries of the plan is deemed to be for a purpose which is not opposed to the best interests of the Society.
- (g) Insurance. The Society may purchase and maintain insurance on behalf of any Indemnitee against any liability asserted against the Indemnitee and incurred by the Indemnitee in the capacity of an Indemnitee or arising out of the Indemnitee's status as such, whether or not the Society would have the power to indemnify any person hereunder against any such liability.
- (h) Miscellaneous. The indemnification and expense reimbursement provisions hereof shall be deemed to be a contract between the Society and each Indemnitee, and the contract rights may not be modified retroactively without the written consent of any Indemnitee. The indemnification and reimbursement rights of an Indemnitee hereunder shall continue as to a person who has ceased to be an officer, director, employee or agent of the Society, and shall inure to the person's heirs, executors and administrators. In the event of any merger, conversion, consolidation or sale of substantially all of the assets of the Society, the Society shall take such steps as are reasonably necessary to insure that the entity that remains responsible for all obligations hereunder has and retains the financial ability to honor such obligations. The indemnification and reimbursement rights hereunder shall be expressly made subject to the provisions of applicable laws, including but not limited to the provisions of Article 2.22A of the Texas Non-Profit Act (or its successor). The Society in adopting these Bylaws hereby intends, in order to attract and to retain the best qualified Directors, officers, employees and agents, that the indemnification and reimbursement rights hereby contractually conferred shall be construed so as to obligate the Society to provide the fullest amount of indemnity and reimbursement to the persons covered hereby. If any provision hereof shall, for any reason, be found to be violative of any applicable law, rule or regulation, the invalidity of the provision shall not affect the remainder hereof, but these Bylaws shall be deemed to be amended so as to comply with any such law, rule or regulation.

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