

CONSTITUTION & BYLAWS
OF THE
TEXAS SOCIETY
OF THE
AMERICAN COLLEGE
OF
OSTEOPATHIC FAMILY PHYSICIANS

Mission Statement: “To promote excellence in Osteopathic Family Medicine by providing quality education, member services, responsible advocacy and visionary leadership.

Article I – Name

Section 1 – This Society shall be known as the Texas Society of the American College of Osteopathic Family Physicians (Texas ACOFP), and will be referred to in this document as the Society.

Article II – Membership

Section 1 – The membership of the Society shall consist of seven categories: Active, Academic, Associate, Honorary, Honorary Life, Regular Life, Retired,

- A. Each applicant for Active, Academic or Associate Membership shall be required to file an application approved by the Board of Governors.
- B. Election to Active, Academic or Associate member status in this Society shall be upon recommendation of the Membership Committee followed by majority approval of the Board of Governors.
- C. If an applicant fails to obtain the majority approval of the Board of Governors, he/she may appeal the decision to the general membership in the Annual Session.

Section 2 – **Active Membership** – To ~~quality~~ **qualify** for **Active** membership in the Society you must be a graduate of an AOA accredited college of Osteopathic medicine and ~~currently be in active practice~~ **hold an active Texas state medical license.**

Section 3 – **Academic Membership** – Osteopathic Residents in approved AOA or ACGME family ~~practice~~ **medicine** residency programs ~~within Texas, and~~ **Osteopathic** Students ~~and/or interns, even though not yet licensed shall be included in this category.~~ **Academic** members shall pay no dues, shall not hold office, and shall not have voting privileges except as duly appointed representatives of the Board of Governors.

Section 4 – **Associate Membership** – May be granted to those whose professional activities contribute exceptionally to the mission and objectives of the Society, such as interested specialists of the Osteopathic profession, or supportive professions when there has been a special contribution to some phase of the field of family

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43 ~~practice~~.medicine. **Associate** members shall pay dues, but shall not
44 hold office or have voting privileges.

45
46 Section 5 - **Honorary Membership** – May be granted, following positive
47 recommendation by the Board of Governors to any person who
48 distinguishes himself/herself in service to the Society. Such
49 membership may be revoked in the same manner. **Honorary**
50 members shall pay no dues, shall have no voting privileges and
51 shall not hold office.

52
53 Section 6 – **Honorary Life Membership** – Shall be conferred on each
54 President upon conclusion of his/her term of office. **Honorary**
55 **Life** Members shall pay no dues and shall have voting privileges.

56
57 Section 7 – **Regular Life Membership** – May be granted by the Board of
58 Governors, upon recommendation by the Membership Committee
59 to any active member upon request, who has reached the age of 70,
60 and who has been a member in good standing of the Society for the
61 immediately preceding 25 years. The Membership Committee may
62 recommend to the Board a waiver of these requirements on
63 individual considerations. These **Regular Life** members shall pay
64 no dues and shall have voting privileges.

65
66 Section 8 – **Retired Membership** – May be granted by the Board of
67 Governors upon recommendation by the Membership Committee
68 to any active member in good standing in the Society, upon request
69 because of age or through disability has discontinued practice
70 (completely or partially). These **Retired** members shall pay no
71 dues and shall not have voting privileges, but shall be admitted to
72 meetings as a member.

73
74 **Article III – Board of Governors**

75 Section 1 – The Board of Governors shall be the Administrative and Executive
76 Body of the Society and is responsible to the Membership in all
77 matters.

78 Section 2 - The Board of Governors of the society shall consist of the
79 President, President Elect, Vice President, Secretary, Treasurer, ~~the~~
80 ~~2 most recent Past Presidents~~ **Immediate Past President**, ~~6~~ **4** other
81 elected Governors, and ~~of the appointed Student physician and~~
82 ~~Resident physician Governors~~

83 Section 3 – All members of the Board of Governors shall be full voting
84 members.

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- 85 Section 4 – ~~One appointed Governor shall be the President or Officer of the~~
86 ~~Zeta Undergraduate Student Chapter of the Texas College of~~
87 ~~Osteopathic Medicine or their designee.~~ **One appointed Governor**
88 **shall be a student from each accredited Osteopathic medical school**
89 **in Texas.** Eligibility would be contingent upon continued student
90 status as well as continued **Academic** membership in ~~the-~~
91 ~~organization~~ **the Society.** **There will only be one collective vote to**
92 **be shared by all Governors representing their Osteopathic medical**
93 **schools.**
- 94
- 95 Section 5 – One appointed Governor shall be resident in an ~~AOA~~ **ACGME**
96 approved family practice residency program in Texas. The
97 resident Governor shall be selected annually by the Board of
98 Governors. Eligibility ~~IS~~ **is** contingent upon continued resident
99 status as well as continued **Academic** membership in ~~this-~~
100 ~~organization~~ **the Society.**
- 101
- 102 Section 6 - A simple majority of the voting members of the Board of
103 Governors shall be a quorum.
- 104
- 105 Section 7 – The Board of Governors must approve the committee
106 appointments before any standing or special committee becomes
107 official. It must approve any interim appointments made by the
108 President.
- 109
- 110 Section 8 – The Board of Governors shall present to the Society at its regular
111 annual session and to the Board of Governors of the ACOFP, an
112 annual summary of the activities of the Society.
- 113
- 114 Section 9 – All meetings of the Board of Governors shall be of annual, special
115 or called type as defined in the Administrative
116 Handbook. Meetings may be called by the President, or they may
117 be called by petition of a majority of the voting members of the
118 Board of Governors to the Executive Director/Executive
119 Secretary. The Board of Governors shall meet at least three times
120 a year.
- 121
- 122 Section 10 – When a member of the Board of Governors fails to attend ~~two~~
123 **greater than twenty-five percent of the meetings** of the Board of
124 Governors in ~~one year,~~ **the last twelve months** ~~or one (1) annual~~
125 ~~meeting of the Society without proper cause,~~ then that position

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126 may be declared vacant by a majority vote of the quorum voting of
127 the Board of Governors.
128

129 Section 11 – A vacancy occurring on the Board of Governors shall be filled by
130 Presidential appointment with the approval of the majority of the
131 remaining members of the Board. The successor shall serve until
132 the next annual meeting of the Society and shall be eligible at that
133 time for nomination for elected term.
134

135 Section 12 – Ex-Officio Members: Ex-Officio members to the Board as
136 specified below are entitled to attend all meetings of the Board of
137 Governors and the Annual Session and shall have voice but no
138 vote on the Board of Governors.
139

140 **A. Parliamentarian** – The President shall appoint an osteopathic
141 physician as parliamentarian annually. The Parliamentarian shall
142 be a member of the Constitution and Bylaws Committee and also
143 be responsible for the interpretation of the Constitution and Bylaws
144 in the event of a question and assist the President in all
145 parliamentary matters.
146

147 **B. Liaison to Texas College of Osteopathic Medicine** – the
148 President shall appoint an osteopathic physician to be the liaison to
149 TCOM. This person shall be appointed annually and serve to
150 fulfill all the duties assigned by the President and or Board of
151 Governors relating to any and all activities between the Society
152 and the TCOM.

153 **C. Liaison to the University of Incarnate Word School of**
154 **Osteopathic Medicine** – the President shall appoint an osteopathic
155 physician to be the liaison to UIW-SOM. This person shall be
156 appointed annually and serve to fulfill all the duties assigned by
157 the President and or Board of Governors relating to any and all
158 activities between the Society and the UIW-SOM.
159

160 **D. Liaison to University Sam Houston State University College of**
161 **Osteopathic Medicine** – the President shall appoint an osteopathic
162 physician to be the liaison to SHSU-COM. This person shall be
163 appointed annually and serve to fulfill all the duties assigned by
164 the President and or Board of Governors relating to any and all
165 activities between the Society and the SHSU-COM.
166

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167 **E. Liaison to ACOFP** – The President shall appoint an Osteopathic
168 Physician to be the liaison to ACOFP. This person shall be
169 appointed annually and serve to fulfill all duties assigned by the
170 President and/or Board of Governors relating to any and all
171 activities between the Society and the ACOFP.

172
173 ~~**F. Texas ACOFP President, Emeritus Superus**~~ – The President shall
174 appoint a person to fill this position only if there is a suitable
175 candidate who is worthy of this great honor. This person shall be
176 appointed annually and shall be assigned duties by the President
177 and/or Board of Governors which are commensurable with this
178 esteemed position. There can only be one Texas ACOFP President,
179 Emeritus Superus at any given time.

180
181 Section 13 - The Board of Governors may employ an Executive Director
182 /Executive Secretary.

183
184 **Article IV – Officers**

185 Section 1 – The Officers of the Society shall be the elected offices of
186 President, President Elect, Vice President, Secretary, Treasurer and
187 of the 2 most recent **Immediate** Past Presidents.

188
189 Section 2 – Each Office shall serve one year as provided by these Bylaws. If
190 their elected successor is unable to take this officer position, the
191 vacancies will be filled as provided by these Bylaws (Article III
192 Section 2 and Article IV Section 3).

193
194 Section 3 – The President shall be the presiding officer at all Business
195 Meetings of the Society and of the Board of Governors. **They** ~~He~~
196 shall have ALL of the rights and duties usually assigned to this
197 office. ~~He is~~ **They are** an ex-officio member of all standing
198 committees. ~~He/She~~ **They** may make appointments to fill any
199 vacated office, until such appointments are approved by the Board
200 of Governors at its' next regular meeting.

201
202 Section 4 – The President-Elect shall perform the duties of the President in the
203 absence of the President. ~~He/She~~ **They** shall ascend to the office of
204 the President in the event of that officer's permanent incapacity to
205 serve. In the event that the President-Elect fulfills any portion of
206 the Presidential term prematurely, ~~he/she remains~~ **they remain**
207 entitled to an elected full-term of office following such service.

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209 Section 5 – The Vice President shall perform the duties of the President in the
210 absence of the President and President-Elect.

211

212 Section 6 – The Secretary shall:

213

214 A. Maintain the records of the Society.

215

216 B. Serve all required notices from the Board of Governors to the
217 membership.

218

219 C. Maintain a complete roster, specifying official position and
220 classification of each member.

221

222 D. Perform all duties which are generally ascribed to pertain to this
223 office and any other such duties that may be required by the
224 membership.

225

226 E. Shall be authorized to delegate such details to the Executive
227 Director/Executive Secretary subject to the approval of the Board
228 of Governors.

229

230 Section 7 – The Treasurer shall, in conjunction with the Executive
231 Director/Secretary, be responsible to:

232

233 A. Maintain the financial records of the Society.

234

235 B. Request and receive dues and assessments, control and disperse the
236 funds of the Society as directed.

237

238 C. Be charged with reviewing and verifying the annual financial
239 statement prepared by the Executive Director/Executive Secretary
240 and will then be submitted to the membership at the annual
241 meeting.

242

243 **Article V – Executive Committee**

244 -

245

246 Section 1 – The Executive Committee of the Board of Governors shall consist
247 of the President, President-elect, Vice President, Secretary,
248 Treasurer, the 1 2 most recent Past Presidents, and the Executive
249 Director/Executive Secretary as an ex-officio, non-voting member
250 of the committee.

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Section 2 – The Executive Committee may transact the business of the Board of Governors between the meetings of the Board except the Executive Committee shall not exercise the power of the Board of Governors regarding membership issues or grievance matters. The Executive Committee shall be responsible to the Board of Governors.

Section 3 – All meetings of this committee will be called as the need arises by the President or by the Board of Governors, or upon the petition of a simple majority of the Executive Committee Members.

Section 4 – The Executive Committee is empowered to authorize necessary expenditures, but any amount in excess of five thousand dollars shall require affirmation by vote of the Board of Governors.

Article VI – Committees

Section 1 – The President, subject to approval of the Board of Governors, shall appoint all committee members and Committee Chairs of the Society.

Section 2 – Standing committees of the Society are as follows:

- A. Membership Committee – Shall foster and promote programs to increase the membership roster of the Society. It shall make recommendations to the Board of Governors regarding the acceptance of proposed applicants for all classes of membership, except that of Honorary.
- B. Program Committee – It Shall be the responsibility of this committee to create current and applicable Osteopathic Graduate Medical Education (~~CME~~ ~~OGME~~) and Practice Management programs, and to promote attendance at such meetings.
- C. Strategic Planning Committee – Shall have the responsibility of annually evaluating the Society in allocating its resources, both financial and membership to ensure the success in pursuing the mission of the Society. It shall make recommendations to the Board of Governors that address maintaining the stability of the Society for continued growth and meaningful existence, the needs of Osteopathic medical students and residents in Texas, the current and future needs of Osteopathic Family Medicine

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293 physicians practicing in the state of Texas, and to improve the state
294 of Texas, and to improve the health of the citizens of Texas.

295
296 D. Awards Committee – Shall research and recommend to the Board
297 of Governors, the names of worthy candidates to receive such
298 awards as the Society desires to confer.

299
300 E. Auditing Committee – shall consist of the Executive Committee
301 members and shall be responsible for an annual audit of the
302 financial condition of the Society. This committee shall then make
303 recommendations to the Board of Governors concerning such
304 financial matters. It shall audit the annual report that is prepared by
305 the Treasurer prior to its being presented to the Board of
306 Governors for consideration within thirty (30) days prior to the
307 annual meeting.

308
309 F. Constitution and Bylaws Committee – Shall keep the bylaws under
310 review and submit, when necessary, recommendations for
311 additions, amendments and/or revisions. These shall be submitted
312 to the Board of Governors for review and recommendation in a
313 timely manner that allows for publication to the membership at
314 least 30 days prior to the annual meeting for final vote.

315
316 G. Government Legislation and Liaison Committee – Shall have the
317 responsibility for keeping the Board of Governors and the Society
318 informed of legislative matters that affects the delivery of
319 Osteopathic health care.

320
321 H. Nominating Committee – Shall consist of President, Immediate
322 Past President and the President-Elect; and shall annually
323 recommend to the membership of the Society, names of qualified
324 members to be voted upon to serve as officers and trustees of the
325 Society.

326
327 I. Past Presidents Advisory Committee shall be an advisory
328 committee consisting of all former presidents of the Society. This
329 committee shall advise the current President on any matter
330 providing him with the benefit of their wisdom and experience. It
331 shall meet **as requested by the Society** ~~at least once a year during~~
332 ~~the annual meeting.~~

333

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334 Section 3 – Standing committees shall be established, revised, and abolished
335 upon recommendation by the Board of Governors and approval by
336 the membership.
337

338 Section 4 – The President may establish additional Ad-hoc HOC committees
339 for a special functions or purposes. Such a committee shall, upon
340 the completion of its assigned duties or at the end of the
341 President’s tenure, unless otherwise specified, be sunsetted.
342

343 **Article VII – Executive Director**

344 Section 1 – The Executive Director may be a member of the Osteopathic
345 profession, or a layperson layman, and shall be hired by the Board
346 of Governors by an annual contract and shall be the administrative
347 officer of the Society, and work under the direction of the Board of
348 Governors.
349

350 **Article VIII – Dues**

351 Section 1 – The fiscal year of the Society shall be January 1 – December 31 of
352 each year.
353

354 Section 2 – The current dues structure can be found in the Administrative
355 Guide. Annual dues may be changed only by the membership
356 acting in annual session upon recommendation by the Board of
357 Governors.
358

359 A. All dues are payable at the beginning of the calendar year except in
360 the year a member joins when dues shall accompany the
361 application.
362

363 B. Dues not paid by April 1 of the same fiscal year shall be
364 considered delinquent and the member shall automatically be
365 suspended.
366

367 C. Non-payment of dues for 12 months after the initial invoice will
368 result in membership revocation. Such members may reapply
369 through the application process outlined in Article II Section I.
370

371 D. Academic, Honorary, Honorary Life and Retired members shall
372 not pay dues in these classes of membership.
373

374 E. Active members serving on active military duty, not currently
375 stationed overseas or in a combat zone, shall pay their specified

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376 annual dues as designated by the Board of Governors and
377 designated in the Administrative Guide until their tour of duty is
378 completed. These members may hold office and may vote.
379

380 F. Active members who are serving in the uniformed services in
381 active duty in a combat zone or overseas shall not be required to
382 pay dues until that tour of duty is complete and have returned to
383 Texas. These members may not hold office or vote.
384

385 G. Associate members shall pay an amount recommended by the
386 Board of Governors in the Administrative Guide as long as they
387 continue to remain members in good standing of their parent
388 organizations
389

390 Section 3 – Application Fee - The Board of Governors may establish an
391 application fee if it feels that this is necessary. Such fees shall be
392 estimated to be the approximate cost attendant to the processing of
393 such application and therefore will not be refundable.
394

395 Section 4 – Assessment - The Board of Governors may recommend
396 assessments to meet financial emergencies but these shall not
397 become binding until approved by the general membership in the
398 next annual session.
399

400 Section 5 - A member may apply for waiver of dues and assessments for their
401 cause, to the Membership Committee for their evaluation and
402 recommendations to the Board of Governors, which upon majority
403 vote, the Board of Governors may waive part of all of the annual
404 dues and assessments of a member.
405

406 **Article IX – Meetings**

407 Section 1 - There shall be an Annual Business Meeting of the membership of
408 the Society at a time and place designated by the Board of
409 Governors.
410

411 Section 2 - A quorum for the Annual Business meeting shall be those active
412 members present and voting.
413

414 Section 3 - Business to be conducted at the Annual Business Meeting may
415 include, but is not limited to the following:
416

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- 417 A. A written report reviewing the society’s activities of the previous
418 year for membership review and approval.
419
- 420 B. The nominating committee will provide a list of officers for the
421 upcoming year to be reviewed and voted on by the membership.
422 Election of officers will be by majority vote of those eligible
423 members voting.
424
- 425 C. The delegates and alternate delegates of the Society to the
426 Congress of Delegates of the American College of Osteopathic
427 Family Physicians shall be elected. The number of delegates
428 elected will be determined by the ACOFP based on membership
429 size. Only members in good standing in the Society will be
430 eligible for election as delegates or alternates. The President of the
431 Society shall be the Chairman of the Delegation and, shall have the
432 authority to appoint ~~additional delegates and alternates as needed.~~
433
- 434 D. Awards and Presentations.

435
436 Section 4 - Additional educational meetings may be scheduled by the Program
437 Committee, with the approval of the Board of Governors. Special
438 business meetings of the Society may be ordered by the President, the
439 Executive Committee, the Board of Governors, or by a simple majority
440 petition of the voting members to the Executive Director. Whenever
441 feasible, at least a three (3) week written notice which includes the
442 subject to be discussed shall be given to the membership.

443 Section 5 - Electronic Meetings; subject to the provisions of applicable law and
444 Bylaws of the Society regarding notice of meetings; any called meeting of the
445 Society, by the President, or majority petition of the voting members of the
446 Board of Governors, or committee, unless restricted by statute, or in conflict
447 with Certificate of Formation, or these Bylaws, may hold any meeting of such
448 by use of electronic communication if the equipment permits each participant
449 to communicate with all other participants in the meeting.

450
451 Equipment includes conference telephone or similar communications
452 equipment/system including videoconferencing technology, the Internet, or any
453 combination.
454

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455 Voting - If voting is to take place, reasonable measures must be implemented
456 verify that every person voting by remote communications is sufficiently
457 identified and a record must be kept of any vote or other action taken.
458 Participation in a meeting pursuant to this Section will constitute presence
459 in person at such meeting, except when a person participates in the
460 meeting for the express purpose of objecting to the transaction of any
461 business on the ground that the meeting was not lawfully called or
462 convened

463 **Article X – Awards**

464 Section 1 – Texas Osteopathic Family Physician of the Year

- 465
- 466 A. The Board of Governors may, if it finds a suitable candidate,
467 annually bestow this award at the annual session of the
468 society. The recipient of this award will automatically be the
469 nominee from Texas to the Board of Governors of ACOFP for
470 their similar award.
- 471
- 472 B. The qualifications to receive this award are the same as those listed
473 in the policy manual of the ACOFP.

474

475 Section 2 – T.R. Sharp Scholarship Award

- 476
- 477 A. The Board of Governors may, if it finds a suitable candidate,
478 annually bestow this award to a ~~TCOM~~ **third or fourth year** ~~Junior-~~
479 ~~or Senior~~ student-doctor who has shown great promise for
480 Osteopathic family **medicine** ~~practice~~.
- 481
- 482 B. The qualification to receive this award will be set by the Texas
483 ACOFP Board of Governors.

484

485 Section 3 – T.R. Sharp Meritorious Service Award

- 486
- 487 A. The Board of Governors may, if its finds a suitable candidate,
488 annually bestow this award to a member of the Society who has
489 shown dedication and service to the Texas ACOFP and the
490 Osteopathic medical profession.
- 491
- 492 B. The qualifications to receive this award will be set by the Texas
493 ACOFP Board of Governors.

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495 **Article XI – Rules of Order**

496 Section 1 – The Society shall be governed by the Robert’s Rules of Order,
497 Newly Revised, unless special rules of order are specifically
498 adopted by the membership.
499

500 **Article XII – Expulsion**

501 Section 1 – Expulsion from membership for non-payment of dues see Article
502 VIII Section 2
503

504 Section 2 – Expulsion shall be automatic upon proof of any conviction of any
505 felony.
506

507 Section 3 – A member may be expelled following due process by the Board of
508 Governors for any professional misconduct. Professional
509 misconduct shall include willful violation of any of the rules or
510 regulations of the Society, of its code of ethics, or any act that
511 would constitute fraudulent, dishonorable or immoral conduct,
512 whether or not in connection with the practice of Osteopathic
513 medicine or surgery. Such expelled members could appeal any
514 judgment to the membership acting in regular session.
515

516 Section 4 – Whenever there is a matter of grievance against a member which
517 seems to be of such nature as to warrant, it may be referred to the
518 Membership Committee of the Society for further evaluation and
519 recommendations to the Board OF Governors.
520

521 **Article XIII – Code of Ethics**

522 Section 1 – The code of ethics of the Society shall conform to the code of
523 ethics of the ACOFP.
524

525 **Article XIV – Amendments**

526 Section 1 – Any proposed amendments to this Constitution and Bylaws shall
527 be submitted in a timely manner to the Constitution and Bylaws
528 Committee for evaluation and recommendations to the Board of
529 Governors for action.
530

531 A. Proposed amendments are then submitted to the membership of the
532 Society in writing not less than thirty (30) days prior to the meeting
533 at which they are to be acted upon, unless an emergency situation
534 is declared by a unanimous vote of the Board of Governors.
535

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- 536 B. In emergency situations where the thirty (30) day provision is
537 waived, official written ballots shall be sent to active members.
538
539 C. A two-thirds vote of those active members either present or voting
540 by official ballots shall be needed to amend.
541
542 D. It is understood that no amendments to these documents will be
543 with meaning if it should be in conflict with the Constitution and
544 Bylaws of the ACOFP and until approved by the Board of
545 Governors of the ACOFP.
546

547 **Article XV Indemnification**

- 548 Section I – It is the intention of the Society that these Bylaws which will deal
549 with indemnification of present or former officers, employees or
550 agents comply with the Texas Non-Profit Corporation, Texas
551 Revised Civil Statutes, Article 1396-2.2A (Vernon Supp. 1993)
552
553 A. The Society may indemnify any officer, employee or agent who is
554 threatened to be made a named defendant or respondent in a
555 proceeding because the person is or was an officer, employee or
556 agent in the Society.
557
558 B. A present or former officer, employee or agent may be indemnified
559 against judgments, penalties, (including excise and similar taxes),
560 fines, settlements, and reasonable expenses which include court
561 costs and attorney’s fees, actually incurred by the person in
562 connection with the proceeding.
563
564 C. The Society ~~may~~ shall indemnify the person only if it is
565 determined that the person conducted themselves in good faith, and
566 that they reasonably believed their conduct was in the best interest
567 of the society; and in the case of any criminal proceeding, that the
568 person had no reasonable cause to believe their conduct was
569 criminal.
570
571 D. This determination must be made by a special legal counsel
572 selected by a majority vote of a quorum consisting of all officers
573 who, at the time of the vote, are not named defendants or
574 respondents in the proceeding. The special legal counsel shall also
575 determine the reasonableness of any expenses, which include court
576 costs and attorney’s fees. The Society is not required to indemnify
577 any person for unreasonable expenses.

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- E. The Society shall not indemnify a person or former officer, employee or agent if they are found liable to the Society or is otherwise held liable for:
1. A breach of the officer’s, employee’s or agent’s duty or loyalty to the Society or its members;
 2. An act or omission not in good faith, or one that is the result of intentional misconduct or a knowing violation of the law;
 3. A transaction from which an officer, employee or agent received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer’s, employee’s or agent’s office; or
 4. An act or omission for which the liability of an officer, employee or agent is expressly provided by statute. A person shall be deemed to have been found liable with respect to any claim, issue, or matter only after the person has been so adjudged by a court of competent jurisdiction and after exhaustion of all appeals from that judgment.
 5. Any indemnification of an officer, employee or agent in accordance with this section shall be reported in writing to the members of the Society with the 12-month period immediately following the date of the indemnification.

Article XVI Conflict Of Interest Policy

The Society has adopted a conflict of interest policy and it is attached as Schedule A.

Article XVII – Disclaimer

Section 1 – The Society is open to persons of ~~all both~~ genders and ~~gender identifies~~ and does not discriminate; therefore ~~neutral pronouns will be used whenever possible. whenever the context so requires the masculine personal pronoun shall also imply the feminine.~~

SCHEDULE A. CONFLICT OF INTEREST POLICY

Section 1 - Purpose

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619 The purpose of the Conflict of Interest Policy is to protect the interest of this tax-
620 exempt organization, the Society when it is contemplating entering into a transaction or
621 arrangement that might benefit the private interest of an officer or director of the Society
622 or might result in possible excess benefit transaction. This policy is intended to
623 supplement but not replace any applicable state or federal laws governing conflict of
624 interest applicable to nonprofit and charitable organizations.

Section 2 - Definitions

626 **A. Interested person** – any director, principal officer, or member of a committee with
627 governing board delegated powers, who have a direct or indirect financial interest, as
628 defined below, is an interested person.

629
630 **B. Financial interest** – A person has a financial interest if the person has, directly or
631 indirectly, through business, investment or family;

- 632 a. An ownership or investment interest in any entity with which the Society has
633 a transaction or arrangement,
634 b. A compensation arrangement with any entity or individual with which the
635 Society has a transaction or arrangement, or
636 c. A proposal, ownership or investment interest in, or compensation arrangement
637 with, any entity or individual with which the Society is negotiating a
638 transaction or arrangement, compensation includes direct and indirect
639 remuneration as well as gifts or favors that are not substantial.

Section 3

640
641 A financial interest is not necessarily a conflict of interest. A person who has a financial
642 interest may have a conflict of interest only if the appropriate governing board or
643 committee decides that a conflict exists.

C. Procedures

644
645 **1. Duty to Disclose.** In connection with the actual or potential conflict of interest,
646 an interested person must disclose the existence of their financial interest and all material
647 facts to the directors and members of committees with board-delegated powers considering
648 the proposed transaction or arrangement and will abstain from voting on such matters.

649 **2. Determining Whether a Conflict of Interest Exists.** The remaining board or
650 committee members will decide if a conflict of interest exists.

651 **3. Procedures for Addressing the Conflict of Interest.** After disclosure of the
652 financial interest and all material facts, and after any discussion with the interested person,
653 the interested party will leave the board or committee meeting while the determination of
654 a conflict of interest is discussed and voted upon.

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- 655 a. An interested person may make a presentation at the board or committee
656 meeting, but after such presentation, they will leave the meeting during the
657 discussion of, and the vote on, the transaction or arrangement that results in the
658 conflict of interest, as needed.
- 659 b. The President or Chair of a committee will appoint a disinterested person or
660 committee to investigate alternatives to the proposed transaction or
661 arrangement, if appropriate.
- 662 c. After exercising due diligence, the board or committee will determine whether
663 the Society can obtain a more advantageous transaction or arrangement with
664 reasonable efforts from a person or entity that would not give rise to a conflict
665 of interest.
- 666 d. If a more advantageous transaction or arrangement is not reasonably attainable
667 under circumstances that would not give rise to a conflict of interest, the board
668 or committee will determine by a majority vote of the disinterested directors
669 whether the transaction or arrangement is in the Society's best interest and for
670 its own benefit and whether the transaction is fair and reasonable to the Society.
671 The Society will make its decision as to whether to enter into the transaction or
672 arrangement in conformity with such determination.

673 **Section 4 - Violations of the Conflict of Interest Policy**

- 674 A. If the board or committee has reasonable cause to believe that a person has failed to
675 disclose actual or possible conflicts of interest; it will inform the person of the basis for
676 such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 677 B. If, after hearing the response of the person and making such further investigation as
678 may be warranted in the circumstances, the board or committee determines that the
679 person has in fact failed to disclose an actual or possible conflict of interest, it will take
680 appropriate disciplinary and corrective action, including, but not limited to, removal from
681 the Board.

682 **Section 5 – Recordings and Proceedings**

- 683 A. The minutes of the board and committees with board-delegated powers will contain:
- 684 1. The names of the persons who disclosed or otherwise were found to have a
685 financial interest in connection with an actual or possible conflict of interest, the nature of
686 the financial interest, any action taken to determine whether a conflict of interest was
687 present, and the board's or committee's decision as to whether a conflict of interest in
688 fact existed; and
- 689 2. The names of the persons who were present for discussions and votes relating
690 to the transaction or arrangement, the content of the discussion, including any alternatives
691 to the proposed transaction or arrangement, and a record of any votes taken in connection
692 therewith.

693 **Section 6 – Compensation**

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694 **A.** A voting member of the governing board who receives compensation, directly or
695 indirectly, from the Society for services is precluded from voting on matters pertaining to
696 that member's compensation.

697 **B.** A voting member of any committee whose jurisdiction includes compensation matters
698 and who receives compensation, directly or indirectly, from the Society for services is
699 precluded from voting on matters pertaining to that member's compensation.

700 **C.** No voting member of the governing board or any committee whose jurisdiction
701 includes compensation matters and who receives compensation, directly or indirectly,
702 from the Society either individually or collectively, is prohibited from providing
703 information to any committee regarding compensation.

704 **Section 7 – Annual Statement**

705 **A.** Each director, officer, and committee member with board-delegated powers will
706 annually sign a statement that affirms that such person:

- 707 1. Has received a copy of the Policy;
708 2. Has read and understands the Policy;
709 3. Has agreed to comply with the Policy; and
710 4. Understands that the Corporation is a charitable organization and that in order
711 to maintain its federal tax exemption it must engage primarily in activities that
712 accomplish one or more of its tax-exempt purposes.

713

714

Section 8 – Periodic Reviews

715 **A.** To ensure the Society operates in a manner consistent with charitable purposes and
716 does not engage in activities that could jeopardize its tax-exempt status, periodic reviews
717 will be conducted. The periodic reviews will, at a minimum, include the following
718 subjects:

719 1. Whether compensation arrangements and benefits are reasonable, based on
720 competent survey information and the result of arm's length bargaining.

721 2. Whether partnerships, joint ventures, and arrangements with management
722 organizations conform to the Society's written policies, are properly recorded, reflect
723 reasonable investment or payments for goods and services, further charitable purposes
724 and do not result in inurement, impermissible private benefit or in an excess benefit
725 transaction.

726 3. When conducting the periodic reviews, the Society may, but need not, use
727 outside advisors. If outside experts are used, their use will not relieve the governing board
728 of its responsibility for ensuring periodic reviews are conducted.

729

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730 **Conflict of Interest Annual Disclosure Statement**

731 By signing the form below, I agree to the ALL the statements below:

- 732 ➤ I serve in one of the following function(s) for the Society: Director, Officer, or Governor,
733 Advisor, Staff, Volunteer, Contractor, or _____ (specify other).
- 734 ➤ I have a received a copy of the Society’s Conflict of Interest Policy.
- 735 ➤ I have READ and UNDERSTAND the Conflict of Interest Policy and know that I can
736 directly contact the Society’s Executive Director, Officer, or Governor on matters that
737 may pertain to a “real or perceived” conflict of interest.
- 738 ➤ I agree to comply with this Conflict of Interest Policy.
- 739 ➤ I understand that the Society is a nonprofit corporation with 501(c)(6) tax exempt status,
740 and that the Society, in order to maintain its federal tax-exemption, that is must engage
741 primarily in activities that accomplish one or more of its tax-exempt purposes;

742 _____

743 NAME

744 _____

745 TITLE

746 _____

747 DATE

748

749 **SCHEDULE B. WHISTLEBLOWER POLICY**

750 **General Policy**

751 All employees, Officers and Governors of the Texas Society of the American
752 College of Osteopathic Family Physicians (the “Society” or “organization”) will be
753 protected from any disadvantage caused by raising legitimate concerns and shall report
754 suspected illegal activities within the organization.

755
756 **Purpose**

757 The Society encourages its employees, directors, and officers to maintain high
758 ethical standards. This whistleblower policy is meant to provide a confidential and
759 effective means for reporting suspected violations of the law. It further serves to protect

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760 individuals who report suspected violations from retaliation in any form.

761

762 **SAFEGUARDS**

763 **Confidentiality**

764 An individual may report a suspected violation anonymously or on a confidential
765 basis, keeping in mind that in the course of the investigation it may become necessary
766 that the source of the complaint be identified.

767 **Retaliation**

768 No individual who reports a suspected violation in good faith, whether or not the
769 allegations turns out to be correct, shall be subject to any form of retaliation, including
770 harassment, demotion, or firing, by the Society or its employees. Anyone who retaliates
771 against a complainant shall be subject to disciplinary action.

772 The Society will not retaliate against employees who disclose or threaten to
773 disclose to a supervisor or a public body, any activity, policy, or practice of the Society
774 that the employee reasonably believes is in violation of a law, or a rule or regulation
775 mandated pursuant to law, or is in violation of a clear mandate or public policy
776 concerning the health, safety, welfare, or protection of the environment.

777 **Malicious Allegations**

778 An individual is not required to prove the truth of an allegation, but it is required
779 to act in good faith. Any individual who does not act in good faith in reporting a
780 suspected violation may be subjected to disciplinary action.

781

782 **PROCEDURE**

783 **Open Door Policy**

784 If an employee reasonably believes that some policy, practice or activity of the
785 Society is in violation of the law, or a clear mandate or public policy, the employee
786 should share their questions, concerns, suggestions, or complaints with someone who
787 may be able to address them properly. If the concerns are not addressed, the individual
788 should make a formal complaint as outlined below.

789 **Reporting Violations**

790 If an individual reasonably believes that some practice of the **Society, Officer,**
791 **Governor or Committee member, or employee of the Society,** or another individual or
792 entity with whom the Society has a business relationship is in violation of the law, the
793 employee must file a written complaint with the Executive Director or Board President.

794 **Handling Reported Violations**

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795 The Executive Director or Board President will contact the complainant within 10
796 business days and acknowledge the reported violation was received. The complainant
797 will be notified about what actions will be taken. If no further action or investigation is
798 to follow, an explanation for the decision will be given to the complainant.

799 Any complainant who reasonably believes they have been retaliated against in
800 violation of this whistleblower policy shall follow the same procedures as they did when
801 they filed the original complaint.

802

803

804 Board Member Signature

805 Date

806

807

808 Board Member Signature

809 Date

810

811 Board Member Signature

812 Date