

BYLAWS

TEXAS OPHTHALMOLOGICAL ASSOCIATION

As Amended April 28, 2007

ARTICLE I. MEMBERSHIP

Section 1. Membership in the Association shall be open to physicians practicing ophthalmology in Texas who hold a valid license to practice medicine issued by the Texas State Board of Medical Examiners, under the following classifications. Annual dues shall be as specified in Article VIII, Section 1, of these Bylaws.

- A. Provisional Members:** These shall be duly licensed physicians practicing ophthalmology in Texas, who have either been certified by the American Board of Ophthalmology, or who have practiced ophthalmology for not less than three years, (which may include an approved three year ophthalmology residency training period, or its equivalent, as determined by the Executive Council of the Association). They may be considered for elevation by the Executive Council to Regular membership after a one-year period of provisional membership. They shall be eligible to vote, attend meetings, and receive regular mailings. They shall not be eligible to hold office.
- B. Regular Members:** After one year, Provisional members may be considered by the Executive Council for elevation to Regular members. Regular members shall be duly licensed physicians practicing ophthalmology in Texas, who have either been certified by the American Board of Ophthalmology, or who have practiced ophthalmology for not less than four years, (which shall include an approved three year ophthalmology residency training period, or its equivalent, as determined by the Executive Council of the Association). They shall have all the privileges of full membership, including the right to vote, hold office, attend scientific sessions, and receive regular correspondence from the officers regarding the activities of the Association.
- C. Senior Associate Members:** These shall be current Regular members of the Texas Ophthalmological Association, who through reason of age or disability have become relatively inactive in the practice of medicine and do not wish to continue as Regular members, but who still wish to participate in the scientific and educational aspects of the Association. They may attend meetings and receive mailings. They shall not vote or hold office.
- D. Military Members:** These shall be physicians serving the Armed Forces of the United States of America in the State of Texas, who practice ophthalmology. Texas licensure shall not be required. They shall be eligible to attend scientific meetings and receive mailings. They shall not be able to vote or hold office in the Association.
- E. Resident Members:** These shall be physicians who are enrolled in approved ophthalmology residency training programs in the State of Texas. They shall be eligible to attend scientific meetings and receive mailings. They shall not be eligible to vote or to hold office.
- F. Emeritus Members:** Current Regular members of the Association who, because of age or any other good and sufficient reason, have withdrawn from the active practice of medicine, may be designated by the Executive Council as Emeritus members of the Texas Ophthalmological Association. An Emeritus member shall retain his membership even though his residence may change. If his practice of medicine is resumed, this classification of membership is automatically terminated. Emeritus members shall not have the right to vote, hold office, but may attend meetings and receive mailings.
- G. Honorary Members:** These shall consist of those individuals who have supported materially and significantly the practice of ophthalmology in this State and who are approved unanimously by the Executive Council for election to this classification of membership. Candidates for election to this classification need not be physicians nor residents of the State of Texas. They shall enjoy all of the privileges of membership except that of voting and holding elective office.
- H. Out-of-State Members:** These shall be physicians practicing ophthalmology in another state or foreign country, who have either been certified by the American Board of Ophthalmology, or who have practiced ophthalmology for at least three years (which shall include an approved three year ophthalmology residency training period, or its equivalent, as determined by the Executive Council of the Association). Texas licensure shall not be required. They shall be eligible to attend scientific meetings and receive mailings. They shall not be able to vote or hold office in the Association.

Section 2. Candidates for Regular, Provisional, Military, and Resident membership shall complete the application form supplied by the Secretary, and forward the completed form to the Secretary. Acceptance of candidates will be determined by the Executive Council. Upon acceptance, the Secretary shall notify the applicant of his acceptance and request forwarding of the appropriate dues of his approved category of membership within 90 days of notification.

Section 3. Regular members desiring to become Emeritus or Senior Associate members may do so by petitioning the Secretary or Treasurer for one of these categories. It shall be the responsibility of the petitioner to set forth that he is either fully retired from the active practice of medicine to qualify for Emeritus membership, or has severely restricted his regular office practice and/or surgical practice from a full time schedule and is on a limited, less than full time, medical practice schedule. This request will ordinarily be undertaken at the time of receipt of his annual dues statement from the Treasurer. The Executive Council shall have the authority to approve or disapprove each request for transfer to these classifications of membership on its individual merit.

ARTICLE II. OFFICERS

Section 1. The elected officers of this Association shall consist of its Executive Officers and Councilors. Only Regular Members of the Association may be elected to any of these positions. Also to be elected are the Councilors and Alternate Councilors to the American Academy of Ophthalmology.

Section 2. The Executive Officers of the Association shall consist of the President, President-Elect, Secretary and Treasurer. These officers shall each serve for a term of one year or until their successors are elected. The President and the President-Elect shall not succeed themselves in office; however, they may be re-elected to either position after a period of not less than two years. The Secretary and Treasurer may be re-elected to not more than five consecutive terms in office. The officers shall assume their duties and responsibilities at the close of the Annual Business Meeting at which they are elected.

Section 3. There shall be nine Councilors each of whom shall serve for a term of three years or until their successors are elected. Three Councilors shall be elected each year to replace those whose terms are expiring. A Councilor may be re-elected to not more than two consecutive terms on the Council; however, he may be re-elected to this position after a period of not less than three years. The Councilors shall assume their duties and responsibilities at the close of the Annual Business Meeting at which they are elected.

Section 4. The Executive Council shall be the executive body of the Association. It shall be composed of fourteen members: the Councilors, the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past President. The President shall preside at meetings of the Executive Council.

Section 5. Candidates for election as Executive Officers, Association Councilors, and Councilors and Alternate Councilors to the American Academy of Ophthalmology shall be nominated by a nominating committee. This nominating committee shall consist of the Immediate Past President of the Association as its Chairman and the elected Association Councilors in their second year of service. The report of the Nominating Committee shall be submitted for approval to the Executive Council not less than 60 days prior to the Annual Business Meeting. Additional nominations for any elected office, except that of President, may be made from the floor of the assembly at the Annual Business Meeting. Election to office shall require a majority vote of those Regular and Provisional members present and voting at the Annual Business Meeting of the Association. Voting for the American Academy of Ophthalmology Councilors and Alternate Councilors shall be by voting Fellows and Members of the Academy only. If there is more than one candidate for any office, the vote on that office shall be by secret ballot.

Section 6. The Association Representative and Alternate Representative to the Texas Medical Association Interspecialty Society Committee shall also serve as Delegate and Alternative Delegate respectively from the Association to the T.M.A. Both shall be T.M.A. members. They shall be selected at the close of each Annual Meeting by a committee consisting of the Immediate Past President, the President, and the President-Elect. They and the Councilors and Alternate Councilors to the American Academy of Ophthalmology shall be ex-officio members of the Association's Executive Council but without voting privileges in its deliberations.

Section 7. If the President resigns or dies during his term of office, the President-Elect shall assume the presidency. If any other office shall become vacant, the vacancy shall be filled by a majority vote of the Executive Council. In the event of a vacancy among the Councilors, the President shall appoint a member to fill the office until the next annual meeting, at which time a member shall be elected to fill the unexpired term.

Section 8. If any officer fails to attend two consecutive regularly scheduled meetings of the Executive Council the office held shall be declared vacant. The officer whose position has been declared vacant may be reinstated by the Council upon petition by the officer. Petition for reinstatement must be received by the Council within 30 days of the time the vacancy is declared, and shall be voted on at the next meeting of the Council or by a telephone conference vote.

ARTICLE III. ANNUAL MEETING

Section 1. The Association shall meet annually for the purpose of transacting business and for the presentation of a scientific program. Twenty-five members shall constitute a quorum.

Section 2. The meeting shall be held at the time and locality of the Annual Session of the Texas Medical Association. The Annual Business Meeting of this Association may be held separately from that of the Ophthalmology Section of the Texas Medical Association.

ARTICLE IV. SPECIAL MEETINGS

Section 1. A special meeting of the Association may be called by the President with the consent of a majority of the Executive Council; and it shall be his duty to call such meeting on direction of a majority of the Executive Council or upon the written request of at least twenty-five percent of the membership.

Section 2. The purpose of a special meeting shall be the transaction of urgent business which cannot be deferred until the next regular Annual Meeting. The notice of the special meeting shall be sent to all members of the Association at least two weeks in advance, stating the time, location, and purpose of the meeting.

ARTICLE V. DUTIES OF OFFICERS

Section 1. The President shall preside at all sessions of the Association, and shall perform all other duties pertaining to his office.

Section 2. The President-Elect shall preside in the absence of the President. He shall be Chairman of the Program Committee.

Section 3. The Secretary shall be the Chairman of the Membership Committee. The Secretary shall receive applications for membership and shall submit these to the Executive Council for approval. The Secretary through the Executive Director shall keep the minutes of the organization and shall be responsible for active and ongoing membership recruitment. The Executive Director shall have custody of all properties of the Association at the TOA Executive Office.

Section 4. The Executive Director shall receive all monies and funds belonging to the Association. The Executive Director shall present a report to the Treasurer at least quarterly and for the Annual Business Meeting. The treasury shall be reviewed by the Executive Council.

ARTICLE VI. THE EXECUTIVE COUNCIL

Section 1. The Executive Council shall meet annually preceding the meeting of the Association. Other meetings of the Executive Council may be held on call of the President or on request of a majority of the Executive Council.

Section 2. The Executive Council shall have the authority to hire and fix the stipend and salaries of any consultants, legal counsel, legislative advocates, administrative, and other support personnel deemed necessary and essential to conduct the affairs of the Association. The Executive Council shall act as the Executive Committee of the Association, and shall manage the financial affairs of the Association with the usual authority of a Board of Directors. The Executive Council may appoint sub-councils or special committees to conduct specific phases of the Association's business; each sub-council and committee shall be directly responsible to the Executive Council and shall render an annual report thereto. The Executive Council may dissolve any or all sub-councils and special committees at its discretion.

ARTICLE VII. SCIENTIFIC PROGRAM

Section 1. The arrangement of the scientific program shall be the responsibility of the Program Committee.

Section 2. The Program Committee may work in cooperation with the Texas Medical Association to engage in jointly sponsored guest speakers and with other groups to arrange other program matters.

Section 3. The Program Committee may invite a guest speaker only after approval by the President. The Executive Council shall authorize the reimbursement of all or part of the expenses of a guest speaker. Financing of the guest speaker's expenses may be a joint function of this Association and the Texas Medical Association.

ARTICLE VIII. DUES

Section 1. Dues for membership in this Association shall be set by the Executive Council and approved by general membership.

Section 2. Assessments for extraordinary expenses may be levied by a two-thirds vote of members present and voting at any regular or special meeting of the Association.

Section 3. Dues are payable on or before January 1 of each year. A statement for dues and assessments shall be sent to all members by the Treasurer before January 1 of each year. A member who has not paid his or her dues and assessments by February 15 shall be notified that his or hers is delinquent. Unless the delinquent member pays his or her dues and assessments prior to April 15 of that year, or unless an exception is made by the Executive Council, he or she shall be dropped from the Association and shall be so notified by the Secretary.

Section 4. A new member whose membership is approved by the Executive Council between January 1 and April 15 shall be liable for the entire dues amount for the year in which he or she is approved. A new member whose membership is approved by the Executive Council between April 16 and July 31 shall be liable for one-half the dues amount for the year in which he or she is approved. A new member whose membership is approved by the Executive Council between August 1 and December 31 shall not be liable for dues for the year in which he or she is approved. Dues for new members are payable on or before the latter of April 15 or 45 days following the date of the first invoice.

Section 5. A member who has been dropped for non-payment of dues may be reinstated upon his or her request and approval by the Executive Council. A member who has been reinstated according to this section in a different year from that in which he or she was dropped shall be treated as a new member for the purpose of section 4 of this article. A member who has been reinstated in the same year in which he or she was dropped shall be liable for the entire dues amount for the year in which he or she was dropped and reinstated, unless an exception is made by the Executive Council.

ARTICLE IX. STANDING COMMITTEES

The Association shall maintain the following standing committees:

1. Bylaws
2. Continuing Medical Education Programs
3. Budget and Finance
4. Legislative Activities
5. Membership

6. Nominating
7. Public and Professional Information
8. Transportation Safety
9. Managed and Prepaid Eye Care
10. Long Range Planning
11. Third Party Payors and Peer Review Agencies

Except for the Nominating Committee, the membership, chairman and scope of each committee shall be determined by the President with the approval of the Executive Council.

ARTICLE X.

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended at any Regular or Special meeting of the Association by a two-thirds vote, provided that the amendment has been submitted to the membership in writing not less than thirty (30) days prior to such meeting.