

TEXAS MEDICAL ASSOCIATION ALLIANCE
BYLAWS
Amended May 2025

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Article I. Name

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

Article II. Vision and Mission, Purposes, and Authority

Section 1. Vision and Mission

The pursuit of the Alliance purposes will be guided by its Vision and Mission:

- Vision: Empowering physician families to build healthy communities across Texas.
- Mission: To connect and support physician families and build a healthy Texas through community outreach and advocacy.

Section 2. Purposes

The purposes of the Alliance shall be:

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

Section 3. Authority

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

Article III. Component and Affiliated Organizations

Section 1. Federation

- A. The component local organizations (also referred to as local chapters, alliance chapters, or local alliances, etc.) shall be united to form the TMA Alliance.
- B. The TMA Alliance is affiliated with the American Medical Association Alliance.

Section 2. Bylaws

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

Article IV. Membership

Section 1. Categories

The categories of membership shall be active and honorary life.

- A. Active members shall be:
 - 1. A spouse or partner of a physician or medical student who is TMA-eligible (also referred to as a "regular" member);

2. A physician or medical student who is TMA-eligible;
 3. A TMA Alliance member who is divorced from a physician and who has not remarried outside the profession;
 4. A widowed spouse of a TMA-eligible physician; or
 5. A spouse or partner of a retired physician.
- B. Honorary life members shall be those whom the Board of Directors recommends for recognition because of their long and significant service to the TMA Alliance. The honor is conferred at the Annual Business Meeting following adoption by voting members at the meeting.

Section 2. Rights and Privileges

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

Section 3. Dues

- A. Payment
Annual dues (local and state) shall be paid by all regular, widowed, or retired active members. Resident and medical student active members shall pay no dues. National honorary and state honorary life members shall be exempt from payment of state dues.
- B. Amount
State dues for all members may be changed upon recommendation of the Board of Directors with adoption by voting members at the Annual Business Meeting.
- C. Receipt
Members who have not paid dues for the current year by March 31 will be dropped from membership until dues are paid in full.

Article V. Annual Business Meeting

Section 1. Powers

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

Section 2. Meeting and Quorum

The Annual Business Meeting shall convene annually. Thirty-five (35) voting members, ten (10) of whom shall be members of the Board of Directors, shall constitute a quorum at the Annual Business Meeting. A maximum of ten (10) members from each local alliance will be allowed to vote. If more than ten (10) members from a local alliance (excluding those on the Board of Directors) attend the Annual Business Meeting, the president of that local alliance or its designee shall decide which ten (10) may vote.

Article VI. Officers

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

Section 1. Qualifications

- A. To be nominated for the office of TMAA President-Elect, a member shall have served at the state level for at least three (3) years. This service shall include chairing committees in at least two areas (i.e., Membership, Fiscal Affairs, Legislative Affairs, Future Planning) and/or serving as an elected officer or appointed Board member. Should the need arise, the Nominating Committee shall have the discretion to consider other nominees with the necessary skill and knowledge for the office of President-Elect. Past or current service as TMAA President does not preclude a member from being nominated for the office of President-Elect.
- B. The Nominating Committee shall choose the nominee for Vice President of Future Planning from the returning members of the Future Planning Committee.

Section 2. Term of Office

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

Section 3. Duties of Officers

All officers shall be familiar with, be guided by, and adhere to the provisions of these bylaws and policies and procedures, in general, as well as specific guidelines pertaining to their offices.

Section 4. Removal from Office

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

Article VII. Board of Directors

Section 1. Composition

- A. The Board of Directors shall consist of:
 - 1. All officers as provided in Article VI, and
 - 2. The three members of the Advisory Committee.
- B. Non-voting member(s) of the Board of Directors are the special advisor(s) to the President.

Section 2. Quorum

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

Section 3. Meetings

- A. Regular meetings of the Board of Directors may be held at ALLMED and in conjunction with TMA conferences.
- B. Special meetings may be called by the President or upon written request of five voting members of the Board.
- C. The format of a meeting (i.e., in-person, hybrid, or virtual) shall be set by the President.

Section 4. Responsibilities

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

Article VIII. Nominations, Elections, Appointments, and Vacancies

Section 1. Nominating Committee

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

presented at the Annual Business Meeting. The meeting of the Nominating Committee shall be held no later than 90 days before the end of the term year.

1. A quorum shall be a full committee with alternates in place of members unable to participate.
2. The committee shall strive to distribute the selection of qualified nominees and to obtain a representative slate.
3. A nominee shall be presented for each elective office at the Annual Business Meeting.

Section 2. Election of Officers for the Board of Directors

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

Section 3. Appointments

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

Section 4. Vacancies

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

Article IX. Committees

Section 1. Standing Committees

Standing Committees shall be: Advisory, AllMed, Bylaws, Finance, Future Planning, Membership, Nominating, Past Presidents, and TEXPAC. The composition and activities of committees shall be set forth in the policies and procedures.

Section 2. Joint TMA-TMAA Committees/Councils

- A. The Physicians Benevolent Fund Committee shall be composed of at least one member of the TMA Finance Committee and at least three members of the TMA Alliance recommended by the Alliance. The chair of the TMA Board of Trustees shall designate annually the chair of the Physicians Benevolent Fund Committee. Members shall be appointed annually, by the Board chair, for one-year terms, and shall be eligible for continued reappointment. Nominations for up to nine members of

the committee shall be submitted annually by the TMA Alliance.

- B. The Council on Health Promotion shall plan and oversee programs and activities that enable TMA, TMA Alliance, and the TMA Foundation to improve the health of all Texans. The council shall be composed of nine TMA member physicians, three Alliance members, and three members representing the TMA Foundation, one of whom shall be a public member of the TMA Foundation Board of Trustees.

Article X. Fiscal Requirements of the Alliance

Section 1. Financial Status

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

Section 2. Fiscal Year

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

Section 3. Accounts

The books and accounts of the Alliance shall be kept in accordance with generally accepted accounting principles. A copy of the audited financial report shall be sent to TMAA Board of Directors.

Section 4. General Operating Account

- A. The fund of the Alliance shall be the General Operating Account.
- B. The annual budget shall be presented to and voted on by the Alliance Board of Directors at its meeting in the fall.

Section 5. Contingency

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

Article XI. TMA Alliance Headquarters and Staff

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

Article XII. Parliamentary Authority

The Alliance may adopt policies and procedures (P&Ps) to guide its activities, provided that such P&Ps shall not conflict with these bylaws. These P&Ps may be suspended or amended by a majority vote of those present and voting at the Annual Business Meeting or by a two-thirds vote of those present and voting at a meeting of the Board of Directors, where a quorum is present.

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

Article XIII. Amendments

The bylaws may be amended at the Annual Business Meeting by a two-thirds vote of all members of the personnel of voters present and voting, previous notice having been given. Proposed amendments as prepared by the Bylaws Committee shall be made available to the local alliance chapters no less than thirty (30) days prior to the Annual Business Meeting.

Article XIV. Disposition of Assets

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