

Texas Academy of Palliative Medicine Bylaws

As Amended March 10th, 2001

Article I. Name & Purpose of the Organization

Section 1.01 Name

- (a) This organization shall be known as the Texas Academy of Palliative Medicine
- (b) The organization will also be known by the abbreviation, TAPM.

Section 1.02 Organization

- (a) TAPM is a Texas non-profit corporation organized to qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future tax code.
- (b) TAPM shall operate in conjunction with its national parent counterpart, the American Academy of Hospice and Palliative Medicine.

Section 1.03 Registered Office & Agent

- (a) The registered office for TAPM is P.O. Box 4024, Bergheim, TX 78004.
- (b) The registered agent is Dennis Pacl, MD.

Section 1.04 Purposes

- (a) TAPM is organized for the purpose of charitable support for medical education and the scientific advancement of palliative medicine to the benefit of the public interest in the State of Texas, by:
 - (b) Contributions measured in the time of professional educators, funds, and research talent from among TAPM's Membership to existing educational and healthcare institutions, whose own non-profit status is recognized as being 501(c)(3) tax exempt by the Internal Revenue Code.
 - (c) Contributions in grant writing, administration, and research skills in partnership with other non-profit 501(c)(3) institutions that promote and/or provide higher medical education that enables such institutions to carry on research into areas of mutual scientific interests: for examples, pain management research, benchmarking or outcomes management research, and family caregiver support research.
 - (d) Contributions in financial and professional support for the development of clinical skills of licensed professional hospice and palliative care workers in the State of Texas, whose work benefits the public interest, especially with regard to providing the highest quality of end-of-life care capable under palliative medicine's national standards of care.
 - (e) TAPM is expressly limited, other than in ways insubstantial to its expressed purposes to activities that advance or further the charitable, educational, and scientific purposes stated herein, in accordance with 501(c)(3) of the Internal Revenue Code.

Section 1.05 Specific Acts Restricted

- (a) No dividends shall be paid and no part of the income of the corporation shall be distributed to the directors or officers of the corporation.

- (b) The corporation may make payments and distributions in furtherance of the purposes of the corporation as stated in its articles of incorporation and these by-laws. A reasonable amount of compensation may be paid for services rendered, and reimbursement may be made for necessary and reasonable expenses incurred by directors and officers in the conduct of corporation business.

Article II. Membership

Section 2.01 General Membership

- (a) General Members of TAPM shall consist of licensed physicians practicing in the state of Texas who express an interest in hospice and palliative medicine and have satisfied any dues requirements as outlined below.
- (b) Initial membership shall be drawn from those physicians practicing in Texas who are members of the American Academy of Hospice and Palliative Medicine.
- (c) Prospective new members shall make application on a form as determined by the Executive Committee, who will then screen all such applications to ensure that the qualifications of these Bylaws are met.
- (d) All members of the General Membership shall have voting privileges for any and all actions of the General Membership.
- (e) Members in good standing shall renew their membership on a yearly basis, or by whatever other term that the Executive Committee may decide.

Section 2.02 Associate Members

- (a) Other professionals having an interest in promoting the goals of the TAPM (see Sec 1.04) shall be eligible to become Associate Members of TAPM.
- (b) Associate Members may not hold elected office as outlined below.
- (c) Associate Members may participate in General Membership activities, but shall not have voting privileges for such activities except as outline in (d) below.
- (d) Associate Members may participate in Committee activities including voting for Committee actions.
- (e) Associate Members shall make application on a form as determined by the Executive Committee, who will then screen applications to ensure that the qualifications of these Bylaws are met.

Section 2.03 Student / Resident / Fellow Membership

- (a) Medical Students, Residents in training and Fellows in Hospice and/or Palliative Medicine shall be eligible to become nonvoting members of TAPM.
- (b) Such members as outlined in this section may not hold elected office as outlined below.
- (c) Such members may participate in General Membership activities, but shall not have voting privileges for such activities except as outline in (d) below.
- (d) Such members may participate in Committee activities including voting for Committee actions.

- (e) Such prospective members shall make application on a form as determined by the Executive Committee, who will then screen applications to ensure that the qualifications of these Bylaws are met.

Section 2.04 Emeritus Membership

- (a) Former members who have retired from the active practice of medicine will be eligible for Emeritus Membership upon application to and approval by the Executive Committee.
- (b) Emeritus Members shall have no voting privileges and may not hold office, but neither will they be responsible for paying any dues.

Section 2.05 Dues

- (a) To maintain good standing and to continue membership, each member (except Emeritus Members) shall pay annual dues in the amount determined by the Executive Committee.
- (b) Associate and Student / Resident / Fellow Members may have dues set at a different rate from those of General Members, as determined by the Executive Committee.
- (c) Such dues shall be collected and used to fund the operating expenses of TAPM.
- (d) Emeritus Members shall owe no dues.
- (e) The amount of initial dues shall be set at the organizational meeting and may be adjusted no more often than annually.

Section 2.06 Meetings

- (a) The General Membership shall meet at least annually at a place and time as determined and arranged by the Executive Committee.
- (b) The Executive Committee, at its discretion, may call other General Membership meetings.
- (c) All members shall receive at least one month's prior notice of the all General Membership meetings.
- (d) Officer elections shall be held at the annual meeting of the General Membership.
- (e) The Secretary-Treasurer shall provide an accounting of all funds received and disbursed to the General Membership at the annual meeting.
- (f) The President shall preside over and provide a summary of the prior year's actions at the annual meeting of the General Membership.

Section 2.07 Elections

- (a) Officer elections shall occur on a yearly basis at the annual meeting of the General Membership.
- (b) All General Members present shall be eligible to vote.
- (c) Any General Members shall be eligible to hold any elected office.
- (d) After the initial organizational meeting, candidates for any elected office must first be nominated and seconded by General Members.

- (e) Nominations and seconds may be made in advance of the annual meeting or from the floor of the annual meeting.
- (f) Election to office shall require a majority of those voting. In the event that no single candidate achieves a majority, the top two vote-receivers shall undergo an immediate run-off election.
- (g) The offices available for election shall be President, President-Elect, Secretary-Treasurer, and Past-President.
- (h) At the initial meeting of TAPM on May 7th, 1999, all offices shall be available for election by consent agenda without formal nomination.
- (i) At all subsequent annual meetings of TAPM, only the offices of President-Elect and Secretary-Treasurer shall be available for election, since the President-Elect shall automatically ascend to the position of President and the President shall automatically become the Past-President.
- (j) Newly elected officers assume their positions immediately upon election.

Article III. Officers

Section 3.01 President

- (a) The President is the principal executive officer of the organization.
- (b) The President shall preside at all meetings of the General Membership and the Executive Committee.
- (c) The President shall make interim appointments as needed with the approval of the Executive Committee.
- (d) The President shall appoint the chair of any and all committees.
- (e) The President may appoint ad hoc committees to perform business delegated by the Executive Committee.
- (f) The President shall sign contracts and fund disbursements for the organization after approval of the Executive Committee.
- (g) The President may call a special meeting of the Executive Committee.
- (h) The President shall serve as the liaison for TAPM with its national counterpart organization, the AAHPM.

Section 3.02 President Elect

- (a) The President-Elect shall perform the duties of an absent President and perform such duties as are assigned by the President.
- (b) The President-Elect shall serve on the Executive Committee.
- (c) The President-Elect shall sign contracts and fund disbursements for the organization after approval of the Executive Committee.

Section 3.03 Secretary-Treasurer

- (a) The Secretary-Treasurer shall supervise the record-keeping of the organization, including but not limited to, the recording of minutes of the annual meeting of the General Membership and the Executive Committee meetings.

- (b) The Secretary-Treasurer shall receive and file the reports of all other committee meetings and actions.
- (c) The Secretary-Treasurer shall serve on the Executive Committee.
- (d) The Secretary-Treasurer shall oversee all fiscal matters, including taxes, budget, bank reconciliation, financial reports and audits.
- (e) The Secretary-Treasurer shall sign contracts and fund disbursements for the organization after approval of the Executive Committee.
- (f) In the event of a vacancy in the position of President-Elect, the Secretary-Treasurer shall ascend to that position for the remainder of the unexpired term. Upon assuming that position, the Secretary-Treasurer continues to be responsible for those duties listed in this Section 3.03.

Section 3.04 Past-President

- (a) The Past-President shall support the other elected officers by providing experience, advice and assistance in the conduct of the organization's business.
- (b) The Past-President shall serve on the Executive Committee.

Section 3.05 Resignation

- (a) Any officer may resign at any time by giving written notice to the President and/or Executive Committee.
- (b) Any such resignation shall take effect upon the date specified in the notice or, lacking such specification, immediately upon receipt.

Section 3.06 Officer Position Vacancy

- (a) The succession of elected officers to vacated positions shall be automatic for President-Elect to the position of President.
- (b) Other vacant officer positions shall be filled upon nomination by the President and confirmation by the Executive Committee to complete the remainder of the vacated term, excepting that the position of Past-President may be left vacant at the option of the Executive Committee.
- (c) When the President-Elect ascends to the fill a vacated office of President and serves less than six months in that position, then that person shall be eligible to run and hold the office of President for another full term if approved by the General Membership at the next annual meeting.

Section 3.07 Compensation

- (a) Officers will not be compensated by means of dividends or salary by TAPM.
- (b) Officers may be reimbursed for reasonable expenses as determined by the Executive Committee.
- (c) Such reimbursements shall be accounted for by the Secretary-Treasurer, who will report on such reimbursements during the Secretary-Treasurer's annual report to the General Membership.

Article IV. Committees

Section 4.01 Executive Committee

- (a) The Executive Committee shall be comprised of all the officers enumerated in Article III and the Chair of each standing Committee.
- (b) The regular and day-to-day business of TAPM shall be conducted by the Executive Committee.
- (c) Regular meetings of the Executive Committee shall be as determined by the Committee itself.
- (d) Special meetings of the Executive Committee may be called by the President.
- (e) Excepting in an emergency, at least one week's notice of any and all meetings shall be provided to each member of the Executive Committee. An emergency for such instances will be determined by the President, but must be ratified as an emergency by the Executive Committee when it next meets.
- (f) In the event that one person holds more than one position on the Executive Committee, that person shall still have only one vote.
- (g) A quorum of one-half of the Executive Committee members shall be necessary to conduct business.
- (h) Decisions of the Executive Committee shall be made by majority vote. In the event of a tie, the President's vote serves as the tie-breaker.
- (i) The Executive Committee may conduct business by electronic means (telephone, email, conference call, etc.), as well as by face to face meetings. When electronic means are utilized, every effort shall be made to contact all members.
- (j) The Secretary-Treasurer shall ensure that all actions of the Executive Committee are recorded in minutes that will be available for review by all members at each subsequent meeting.

Section 4.02 Education Committee

- (a) The Education Committee is responsible for promoting educational programs regarding hospice and palliative medicine to physicians, other health practitioners and the general public.
- (b) The Education Committee shall determine for itself the methods needed accomplish the above charge, and report such determinations to the Executive Committee for approval.
- (c) Membership on the committee shall be open to any member of the General Membership.
- (d) The Chair of the committee shall be appointed by the President.
- (e) The Chair shall preside at all committee meetings.
- (f) The Chair shall serve on the Executive Committee and shall report the actions of the committee to the Executive Committee in written form.
- (g) Regular meetings of the committee shall be as determined by the committee itself.
- (h) Special meetings of the committee may be called by the Chair.

- (i) Excepting in an emergency, at least one week's notice of any and all meetings shall be provided to each member of the committee. An emergency for such instances will be determined by the Chair, but must be ratified as an emergency by the committee when it next meets.
- (j) A quorum of one-half of the committee members shall be necessary to conduct business.
- (k) Decisions of the committee shall be made by majority vote. In the event of a tie, the Chair's vote serves as the tie-breaker.
- (l) The Committee may conduct business by electronic means (telephone, email, conference call, etc.), as well as by face to face meetings. When electronic means are utilized, every effort shall be made to contact all members.

Section 4.03 Membership & Credentials Committee

- (a) The Membership and Credentials Committee is responsible for overseeing the recruitment and retention of the membership of TAPM and for ensuring that all members meet the credentialing requirements of these Bylaws.
- (b) The Membership and Credentials Committee shall determine for itself the methods needed to accomplish the above charge, and shall report such determinations to the Executive Committee for approval.
- (c) Membership on the committee shall be open to any member of the General Membership.
- (d) The Chair of the committee shall be appointed by the President.
- (e) The Chair shall preside at all committee meetings.
- (f) The Chair shall report the actions of the committee to the Executive Committee in written form.
- (g) Regular meetings of the committee shall be as determined by the committee itself.
- (h) Special meetings of the committee may be called by the Chair.
- (i) Excepting in an emergency, at least one week's notice of any and all meetings shall be provided to each member of the committee. An emergency for such instances will be determined by the Chair, but must be ratified as an emergency by the committee when it next meets.
- (j) A quorum of one-half of the committee members shall be necessary to conduct business.
- (k) Decisions of the committee shall be made by majority vote. In the event of a tie, the Chair's vote serves as the tie-breaker.
- (l) The Committee may conduct business by electronic means (telephone, email, conference call, etc.), as well as by face to face meetings. When electronic means are utilized, every effort shall be made to contact all members

Section 4.04 Bylaws & Ethics Committee

- (a) The Bylaws & Ethics Committee is responsible for reviewing and recommending appropriate revisions of these Bylaws.

- (b) The Bylaws & Ethics Committee is responsible for serving as a resource to the membership of TAPM and a general resource for the public regarding ethical matters affecting hospice and palliative medicine.
- (c) Membership on the committee shall be open to any member of the General Membership.
- (d) The Chair of the committee shall be appointed by the President.
- (e) The Chair shall preside at all committee meetings.
- (f) The Chair shall report the actions of the committee to the Executive Committee in written form.
- (g) Regular meetings of the committee shall be as determined by the committee itself.
- (h) Special meetings of the committee may be called by the Chair.
- (i) Excepting in an emergency, at least one week's notice of any and all meetings shall be provided to each member of the committee. An emergency for such instances will be determined by the Chair, but must be ratified as an emergency by the committee when it next meets.
- (j) A quorum of one-half of the committee members shall be necessary to conduct business.
- (k) Decisions and recommendations of the committee regarding Bylaws issues shall be made by majority vote. In the event of a tie, the Chair's vote serves as the tie-breaker.
- (l) Decisions and recommendations of the committee regarding Ethical issues shall be made by consensus decision, meaning no dissenting votes.
- (m) The Committee may conduct business by electronic means (telephone, email, conference call, etc.), as well as by face to face meetings. When electronic means are utilized, every effort shall be made to contact all members.

Article V. Bylaws & Amendments

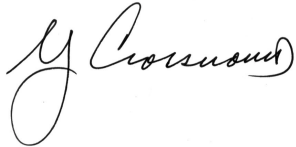
Section 5.01 Bylaws

- (a) These Bylaws are written to comply with the State of Texas requirements for a non-profit corporation.
- (b) Initial approval of these Bylaws shall be by majority vote of those persons qualifying as initial members who attend the organizational meeting of TAPM on May 7th, 1999.

Section 5.02 Amendments

- (a) These Bylaws may be amended or revised by an affirmative majority vote of the General Membership, upon recommendation of a majority of the Executive Committee.
- (b) Such Amendments must comply with the applicable laws of the State of Texas.
- (c) These Bylaws shall be reviewed at least annually by the Bylaws Committee to ensure that they are up to date and meet the needs of the membership.

Approved as amended this 10th Day of March 2001 by majority vote of the
General Membership.

A handwritten signature in cursive script, appearing to read "R J Crossno".

R J Crossno, MD – President