

1 **BYLAWS**

2 **TRAUMA ANESTHESIOLOGY SOCIETY, INC.**

3 A Texas Nonprofit Corporation

4 **ARTICLE I**
5 **NAME AND PURPOSE**
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7 **Section 1.0 NAME**

8 The name of the nonprofit corporation is TRAUMA ANESTHESIOLOGY SOCIETY, INC.
9 (hereinafter referred to as the "Society").

10 **Section 2.0 MISSION**

11 The mission of the Society is to advance the art and science of trauma anesthesia and
12 related fields through education and research.

13 **Section 3.0 PURPOSE**

14 The Society is organized exclusively for charitable, medical, scientific, literary, and educational
15 purposes. More particularly, the Society is organized and operated for its primary function as an
16 educational organization described in Section 170(b)(1)(A)(ii) of the Internal Revenue Code of
17 1986, as amended (the "Code"), or corresponding provisions hereafter in effect. The society
18 shall support medical education and research in public interest in trauma anesthesia and
19 related areas. Further, the Society shall:

- 20 A. Form an organization through which care providers, researchers, and others may
21 associate.
- 22 B. Provide education through conferences, courses, symposia, and the publication of
23 articles, bulletins, and periodicals, and other methodologies or formats.
- 24 C. Provide for the exchange and development of scientific information and other matters of
25 professional, technical, and ethical interests.
- 26 D. Cooperate with universities, government agencies, and any other organizations in
27 matters affecting the purposes of the Society.
- 28 E. Receive dues, maintain funds, and apply them for any of the Society's purposes.
- 29 F. Take and hold by bequest, devise, gift, purchase, or lease either absolutely or in trust,
30 any property; to sell, convey, and dispose of any such property and to invest the principal
31 thereof; and to deal with and expend the income and principal of the Society for any of its
32 purpose.
- 33 G. Follow Treasury Regulations §1.501(c)(3)-1(d)(3)(ii) and Section 170(b)(1)(A)(ii).

34 **Section 4.0 OFFICES**

35 The Society's registered office is at 1001 Fannin Street, Suite 3700, Houston, TX 77002-6760.
36 It may have other offices within and without the State of Texas.

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**ARTICLE II
MEMBERSHIP**

4 Membership in the Society is a privilege and not a right. Membership shall be recommended by
5 the Membership Committee and approved by the Board of Directors. Annual dues and other
6 assessments shall be determined by the Board of Directors. Any member who has been
7 delinquent in paying annual dues for a period of three (3) months after the final notice shall have
8 membership terminated. An individual's membership may be revoked by affirmative vote of two-
9 thirds (2/3) members of the Board of Directors.

10 **CATEGORIES**

11 There are five categories of membership: Active, Resident, Retired, Honorary, and Associate.

12 1. **Active Membership**

13 A candidate for active membership shall be a practicing physician who provides trauma
14 care; who has an academic degree of Doctor of Medicine, Bachelor of Medicine, or Doctor
15 of Osteopathy, or an equivalent degree in another country; and shall have a valid license
16 to practice medicine or its equivalent in another country. The requirement for licensure to
17 practice medicine may be waived for physicians practicing in locations abroad or in active
18 government service not requiring a state license. All officers, members of the Board of
19 Directors, and committee chairs shall be active or resident members of the Society.

20 2. **Resident Membership**

21 A candidate for resident membership shall be a physician in an accredited residency or
22 fellowship training program or equivalent programs in other countries, as determined by
23 the membership committee. Resident members shall enjoy the same rights and privileges
24 as active members with the exception that they cannot serve as members of the Executive
25 Council or Board of Directors.

26 3. **Retired Membership**

27 A candidate for retired membership shall be an active member or associate member who
28 is retiring from practice. Retired members do not pay dues, may not vote, and may not
29 hold office, other than as committee members.

30 4. **Honorary Membership**

31 A candidate for honorary membership is an individual who is not an active member who
32 has made significant contributions to trauma anesthesiology or related fields or to the
33 Society. The candidate may be elected by a majority vote of the Board of Directors as an
34 honorary member. Honorary members shall not pay any dues, vote, or hold office other
35 than as committee members.

36 5. **Associate Membership**

37 A candidate for associate membership is a PhD, paramedic, RN, licensed anesthesiology
38 assistant, certified registered nurse anesthetist or other non-physician care provider or
39 researcher with an interest in trauma and related fields. Associate members shall
40 comprise no more than twenty-five percent (25%) of the membership of the Society; their
41 dues shall be seventy-five percent (75%) of active members' dues. Associate members
42 may not vote or hold office, other than as committee members.

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**ARTICLE III
BOARD OF DIRECTORS**

3 **Section 1.0 COMPOSITION**

4 The Board of Directors shall consist of the President, Vice-President, Secretary-Treasurer, the
5 Immediate Past-President, and nine elected members.

6 **Section 2.0 TENURE**

7 Directors constituting the initial Board of Directors from the annual 2014 meeting shall serve
8 original terms of office as follows:

9 (2) Two directors shall serve an original term of office from the 2014 annual meeting to the date
10 of the 2015 annual meeting.

11 (3) Three directors shall serve an original term of office from the 2014 annual meeting to the
12 date of the 2016 annual meeting.

13 (3) Three directors shall serve an original term of office from the 2014 annual meeting to the
14 date of the 2017 annual meeting.

15 **Section 3.0 ELECTION**

16 Election of a director for a three (3)-year term shall be by vote of the Society membership.
17 Three directors will be elected each year. The Secretary-Treasurer or designate shall invite self-
18 nominations or colleague nominations from the Society membership from one (1) to three (3)
19 months before the election. The nominating committee will nominate at least one (1) candidate
20 for each open position no later than six (6) weeks before the election. The voting will be held
21 between (8) eight and two (4) weeks prior to the annual meeting. No one may serve as a
22 director for more than two (2) consecutive terms, but former directors are eligible for reelection
23 one year after the end of their previous term of office. A term is defined as greater than fifty
24 percent (50%) of the full term. The Board of Directors may remove any director by an affirmative
25 vote of two thirds (2/3) of the remaining directors.

26 Vacancy in the Board of Directors shall be filled by election of a new director by a majority vote
27 of the Board of Directors within two months of the vacancy. The new director shall take office on
28 the date of his or her election and shall hold such office for the remaining term of the previous
29 occupant.

30 **Section 4.0 MEETINGS**

31 The President shall serve as presiding officer of the meetings of the Board of Directors. The
32 Secretary-Treasurer or designate shall give notice of the time, place, and date of a meeting to
33 each director. The meetings may be conducted by telephone, video, or Internet conference; by
34 in person attendance; or any combination thereof. Participation in such meeting pursuant to Title
35 2, Chapter 22, §22.002 of the Texas Business Organizations Code shall constitute presence in
36 person at such meeting, except where a person participates in the meeting for the express
37 purpose of objecting to the transaction of any business on the ground that the meeting is not
38 lawfully called or convened.

39 The presence of a majority of directors shall be the quorum. The affirmative vote of a majority of
40 the directors present shall be the act of the Board of Directors. A director may vote by absentee
41 vote. An absentee vote shall not be counted for quorum.

1 **Section 4.2 SPECIAL MEETINGS**

2 A special meeting shall be held if called by the president, three (3) directors, or 25% of the
3 active membership. Notice of a special meeting shall state the date and nature of the meeting
4 and the purpose(s) for which the meeting is called and shall be mailed, emailed, or sent via
5 facsimile to the Board of Directors prior to the proposed meeting. The meeting agenda shall be
6 limited to the purpose(s) described in the notice.

7 **Section 5.0 POWERS**

8 The Board of Directors has the ultimate charge, management, and control of the activities and
9 operations of the Society.

10 **Section 6.0 COMPENSATION**

11 Directors and officers of the Society shall serve without compensation, unless compensation is
12 authorized by the Board of Directors for services rendered other than for being an officer or
13 director. Expenses incurred in attending a meeting of the Board of Directors or a Committee
14 may be reimbursed.

15 **ARTICLE IV**
16 **OFFICERS AND EXECUTIVE COUNCIL**

17 **Section 1.0 OFFICERS**

18 The officers of the Society shall be President, Vice President, and Secretary-Treasurer. The
19 officers, including the Immediate Past President, shall constitute the Executive Council.

20 Each officer shall be elected for a two (2)-year term by a vote of the Society membership held
21 via an electronic mechanism over the Internet. The Secretary-Treasurer or designate shall
22 invite, from the Society membership, nominations either personally or by a colleague, from one
23 (1) to three (3) months before the election. The nominating committee will nominate at least one
24 (1) candidate for each office no later than six (6) weeks prior to the election. The voting will be
25 held between eight (8) and four (4) weeks prior to the annual meeting. No officer, other than the
26 Secretary-Treasurer, may be elected to the same office for two (2) consecutive terms. A term is
27 defined as greater than fifty percent of the term of the specified officer position. An officer may
28 be removed from office by an affirmative vote of two thirds of the remaining directors.

29 The Executive Council shall meet upon call by the President or two (2) other members. The
30 meeting of the Executive Council may be conducted by telephone, video, or Internet
31 conference; in person attendance; or any combination thereof. The presence of a majority of the
32 Executive Council members at a meeting shall be a quorum. The vote of a majority of the
33 members present shall be the act of the Executive Council.

34 A vacancy in the Executive Council shall be filled by election of a new officer by the Board of
35 Directors within two months of the vacancy. The new officer shall take office on the date of his
36 or her election and shall hold such office for the remaining term of the previous occupant.

37 **Section 2.0 DUTIES**

38 The principal duties of the officers are as follows:

39 **A. President**

40 The President shall perform all the duties of the president of a Texas nonprofit corporation.
41 The President shall be the chief executive officer of the Society and, subject to the approval
42 of the Board of Directors, shall have general charge of the administration of the Society. The

1 President shall preside at all meetings of the Board of Directors. The President may not be
2 an employee of the Society. The President shall sign and execute all legal documents and
3 instruments in the name of the Society. With help from the Business & Finance Committee,
4 the President shall prepare an annual budget showing expected receipts and expenditures
5 for consideration at the annual meeting of the Board of Directors. The President shall also
6 submit a report of the activities and affairs of the Society at annual meetings of the Board of
7 Directors and at other times when called upon by the Board of Directors.

8 **B. Vice President**

9 The Vice President shall perform all the duties of a vice president of a Texas nonprofit
10 corporation. The Vice President may not be an employee of the Society. In the President's
11 absence, the Vice President shall be the acting President. The Vice President shall assume
12 such powers and duties as may be delegated to him or her from time to time by the Board of
13 Directors.

14 **C. Secretary-Treasurer**

15 The Secretary-Treasurer shall have charge of the records and correspondence of the
16 Society. The Secretary-Treasurer shall keep minutes of all meetings of the Board of
17 Directors. If both the President and Vice President are absent, the Secretary-Treasurer shall
18 serve as President.

19 The Secretary-Treasurer shall keep custody and account of all monies, credits, and property
20 of the Society. The Secretary-Treasurer shall also submit a report of the accounts of the
21 Society at each Annual Meeting of the Board of Directors; such report shall be maintained
22 and available for inspection, as required by the provisions of the Business Organizations
23 Code, Title 2. The Secretary-Treasurer shall, under the direction of the Board of Directors,
24 disburse all monies and sign all checks and other instruments drawn on or payable out of
25 the funds of the Society; such checks may also be required to be signed by a designated
26 member of the Board of Directors.

27 All officers shall serve an original term of office from the 2014 annual meeting to the date of the
28 2016 annual meeting.

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30 **ARTICLE V**
31 **COMMITTEES**

32 The Business & Finance Committee, Bylaws Committee, Continuing Medical Education &
33 Meetings Committee, Education Committee, Membership Committee, Nominating Committee,
34 Practice Guidelines Committee, Research Committee, and Website Committee are the standing
35 committees of the Society. Further detail regarding the committees are described in the 'Policies
36 & Procedures' document.

37 **ARTICLE VI**
38 **RATIFICATION AND AMENDMENTS**

39 The initial set of Bylaws will require approval by a two-thirds vote of the Board of Directors..
40 These Bylaws shall be reviewed at least once every five (5) years. Any active member in good
41 standing may propose changes to the Bylaws. All proposed changes shall be reviewed by the
42 Board, and, if approved by two-thirds (2/3) majority of the members of the Board of Directors,

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1 shall be presented at the annual meeting of the Society or via electronic voting, and if approved
2 by a two-thirds vote of members voting, the proposed amendment shall then become effective.
3 Policies and procedures can be modified by a majority vote of the Board of Directors.

4 The parliamentary authority shall be the most recent edition of The Standard Code of
5 Parliamentary Procedure.

6 **ARTICLE VII**
7 **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

8 The Society hereby elects to and does hereby indemnify all present and former directors and
9 officers to the fullest extent permitted or required by the Texas Non-Profit Corporation Act
10 promptly upon request of any such person making a request for indemnity hereunder. Such
11 obligation to so indemnify may be specifically enforced by resort to any court of competent
12 jurisdiction. Further, the Society shall pay or reimburse the reasonable expenses of such
13 persons covered hereby in advance of the final disposition of any proceeding to the fullest
14 extent permitted by such provision and subject to the conditions thereof.

15 **ARTICLE VIII**
16 **GENERAL PROVISIONS**

17 **Section 1.0 FISCAL YEAR**

18 The fiscal year of the Society shall begin on January 1 and end on December 31.

19 **Section 2.0 DISSOLUTION**

20 Upon dissolution of the Society, or upon partial or entire liquidation of its property or assets, all
21 of the Society's property of every nature and description shall, after making provision for
22 discharge of all of the liabilities of the Society, be paid over and transferred to one (1) or more
23 organizations or institutions that are exempt from federal income tax under Section 501(c)(3) of
24 the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future
25 federal internal revenue laws), as shall be selected by a majority of the persons who are then
26 voting members of the Society.

27 **ARTICLE VIII**
28 **CONFLICT OF INTEREST**

29 See Appendix B for the Conflict of Interest Policy.

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31 **CERTIFICATE**

32 I, the undersigned, President of The Trauma Anesthesiology Society, a Texas nonprofit
33 corporation, do hereby certify that the foregoing bylaws were duly adopted as the bylaws of the
34 Society, effective March 10th, 2014.

35 Dated the 31st day of March, 2014.

36 Marc Steurer, MD, President