



CONSTITUTION AND BYLAWS

of the

Tennessee Medical Association

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CONSTITUTION

ARTICLE I Name of Association

The name and the title of this organization shall be “The Tennessee Medical Association”.

ARTICLE II Purposes of the Association

The purposes of this Association shall be to federate and to bring into one compact organization, through the component societies, the medical profession of the state, and to unite with similar associations in other states to form the American Medical Association.

The aims of the Association shall be:

- 1) The extension of medical knowledge, the advancement of medical science, the maintenance of medical ethics, and the promotion of competence in the art of medical practice;
- 2) The elevation of the standards of medical education;
- 3) The pursuit and support of just laws that have to do with the health and welfare of the people of this state;
- 4) The promotion of friendly interaction and communication among physicians;
- 5) The enlightenment of public opinion in regard to the problems of health and medical care, and the promotion of understanding between the public and the medical profession;
- 6) To make the medical profession of the state more capable and honorable within itself and more useful to the public in the prevention and cure of disease and improving the quality of live.

ARTICLE III Code of Ethics

The principles set forth in the Code of Ethics of the American Medical Association shall govern the conduct of members in their relation to each other and the public.

ARTICLE IV Referendum

The House of Delegates may order a referendum of the membership on any question pending before or already decided by the House of Delegates. A vote of two-thirds of the delegates present and voting is required to order a referendum. The Board of Trustees will conduct a referendum by order of a petition of twenty-five percent of the general membership. A majority vote of the membership shall determine the question and be binding upon the House of Delegates.

ARTICLE V The Seal

The Association shall have a common seal, with the power to break, change or renew the same at pleasure, by action of the House of Delegates.

ARTICLE VI Amendments

The House of Delegates may amend any article of this Constitution by a two-thirds vote of the delegates registered at the annual meeting, provided that such amendment shall have been presented in open meeting at the previous annual meeting, and that it shall have been sent officially to each component society at least two months before the meeting at which action is to be taken.

BYLAWS

BYLAW CHAPTER I Composition of the Association

A. Membership

Sec. 1. This Association shall be composed of active, associate, veteran, special, honorary, intern and resident, and student members.

Sec. 2. The active members of this Association shall be either active members of the component societies who have been certified to the secretary of this Association, or physicians who have joined the Association from counties in which there is no component society available, and whose dues have been paid for the current year.

Sec. 3. Associate members shall be commissioned officers in active service of the U.S. Armed Forces and Public Health Service residing in the state who are elected to membership by component societies and certified to the secretary of the Association as associate members. Such physicians may be eligible for active membership, if otherwise qualified.

Sec. 4. Veteran members are those who because of age or impaired health have been elected veteran members of their component societies, and who are so certified to the Association annually by the component societies. Members who have attained age 70 in the previous calendar year, or age 65 if fully retired, may be elected veteran members for the current and subsequent years. Members who are not practicing medicine because of impaired health may be elected veteran members during the first year of disability and thereafter for as long as the disability exists.

Sec. 5. Special members are physicians who, having previously been active members, are granted this temporary status on the basis of special circumstances such as service with the National Health Service Corps, missionary or humanitarian assignments, maternity leave, or other circumstances that warrant special consideration. Eligibility for special membership shall be determined year to year by the Board of Trustees upon receipt of personal application of the physician or active member representing the physician.

Sec. 6. An honorary member is one who is a member of another state association or other reputable society, who is preeminent in general or special scientific work, whose name, with detailed information concerning his or her education and professional qualification is presented in writing by three members of this association, and who is elected by two-thirds vote of the House of Delegates.

Sec. 7. An intern or resident member is any doctor of medicine or osteopathy appointed and serving in an approved intern or resident status in an approved hospital in Tennessee and certified as an intern or resident member of his or her component society.

Sec. 8. A student member is any student regularly and duly enrolled in a medical school in Tennessee, a candidate for the degree of Doctor of Medicine or Osteopathy, and certified by the student's component society.

Sec. 9. Wherever the term physician is used in the Bylaws, the following definition shall apply: A physician is a person who, having been regularly admitted to a medical school duly recognized in the country in which it is located, has successfully completed the prescribed course of studies in medicine or osteopathy, and has acquired the requisite qualification to be legally licensed, under Title 63, Chapters 6 or 9 of the Tennessee Code Annotated, or a similar statute of another state, to practice medicine or osteopathy.

Sec. 10. No person who is under sentence of suspension or expulsion from any component society of this Association or whose name has been dropped from its roll of members shall be entitled to any of the rights or benefits of this Association, or be permitted to take part in any of its proceedings until such time as he or she has been relieved of such disability.

Sec. 11. From this point forward, the membership-at-large shall be defined as active, associate, veteran, special, intern and resident, and elected student representatives to the Tennessee Medical Association, House of Delegates from each of the four medical schools and the Medical Student Section.

B. Component Societies

Sec. 1. Component societies shall be those local medical societies which hold charters from the Association. All local societies that have adopted principles of organization not in conflict with this Constitution and Bylaws may, upon application to the House of Delegates, receive a charter from and become a component society of this Association.

Sec. 2. Charters shall be issued only upon approval of the House of Delegates, and shall be signed by the president and secretary-treasurer of this Association. The House of Delegates shall have authority to revoke the charter of any component society whose actions are in conflict with the letter or spirit of this Constitution and Bylaws, or the code of ethics of the American Medical Association upon recommendation of the Judicial Council, after a hearing as set forth in Chapter VI, Section 4 of these Bylaws.

Sec. 3. Chartered medical societies that failed to file an officers' report, and failed to seat any delegate for the immediate past three (3) years may be revoked upon vote of the House of Delegates or be automatically considered "dormant" prior to any action being taken by the House of Delegates. Dormant status means that the component society's charter remains on file with TMA, but for all representative purposes, the component society is non-functioning and therefore cannot exercise the rights and privileges conveyed to active component societies, including the rights to collect component society dues, elect officers, or elect representatives to the TMA House of Delegates.

Members from dormant medical societies may remain active TMA members by joining the association directly. Component societies designated as dormant will be reviewed annually by the House of Delegates

and such societies may petition the House of Delegates at any time to have its “dormant” status lifted. No component society shall be designated as dormant for more than five (5) consecutive years. If a component society is considered dormant for four consecutive years, such charter shall be automatically revoked by the House of Delegates at the end of the fifth year in the absence of a compelling petition to have the “dormant” status lifted. This provision does not preclude the House of Delegates from revoking the dormant society’s charter at any time during its five-year dormant period.

Sec. 4. Every reputable physician who is legally licensed and registered in Tennessee under Title 63, Chapters 6 or 9 of the Tennessee Code Annotated, or any other state of the United States, who is practicing or who will agree to practice medicine or osteopathy, shall be eligible for membership. Interns and residents serving in an approved intern or resident status in approved hospitals in Tennessee and in accordance with Tennessee law, but who are not legally licensed and registered in Tennessee shall also be eligible for membership. Medical students who are in good standing in approved medical or osteopathic schools in Tennessee shall also be eligible for membership. Veteran members who are otherwise qualified but whose licenses have been revoked solely for failure to register shall continue to be eligible for membership. Each component society shall judge the individual qualification of its members. Component societies may establish an affiliate membership category for other health professionals if this category is deemed appropriate for local purposes, but only physicians as defined in Chapter 1(A), Section 9 of the Bylaws are eligible for membership in the Tennessee Medical Association. In addition, the Chattanooga-Hamilton County Medical Society may establish a physician affiliate category for physicians who exclusively practice medicine in Georgia and are members of the Medical Association of Georgia if this category is deemed appropriate for Chattanooga-Hamilton County Medical Society purposes. Only licensed and registered physicians who are active, veteran, or intern or resident members, and students who are members in good standing of the Tennessee Medical Association may be elected to office in a component society or to represent it in the House of Delegates of the Tennessee Medical Association. Physician and student members of component societies must also be members of the Tennessee Medical Association, unless they have joined the Association from counties in which there is no component society available. Each component society of this Association may amend its constitution and/or bylaws to provide that the payment of dues to the American Medical Association shall be a condition of active membership in the society. Before a charter is issued to any component society, full and ample notice and opportunity shall be given to every such physician in the county to become a member.

Sec. 5. Component societies may establish an allied membership category for regular dues paying or resident members of another component society of the Tennessee Medical Association. (*See Sec. 9*).

Sec. 6. Only one component society shall be chartered in any county. When more than one society exists, friendly overtures and concessions shall be made with the aid of the councilor for the district, if necessary, and all of the members brought into one organization. In case of failure to unite, an appeal may be made to the Judicial Council, which shall decide what action shall be taken

Sec. 7. The Judicial Council shall have original jurisdiction in cases involving questions of membership eligibility due to loss or lack of Tennessee licensure for cause.

Sec. 8. When a member in good standing in a component society moves, the member’s name, upon request, and with the consent of the member’s component society, shall be transferred without cost to the roster of the component society in whose jurisdiction the member moves.

Sec. 9. A physician may hold membership in that component society most convenient for him or her to attend, on permission of the society in whose jurisdiction the physician principally practices and that of the society he or she seeks to join, and with consent of the councilor of that district. If a physician lives and practices in a county that does not have a chartered component society, or is not a part of one, or if a physician lives and practices in a county containing a component society designated as dormant, then he or she may join the Association directly. When more than ten physicians from a county belong to the Association directly, then that group of physicians may apply for a charter with the Association to form a component society pursuant to the procedures outlined in this Constitution and Bylaws.

Sec. 10. Each component society shall have general direction of the affairs of the profession in its jurisdiction and its influence shall be constantly exerted for bettering the scientific, moral, and material condition of every physician in the society. A systematic effort shall be made by each member and by the society as a whole to increase the membership until it embraces every qualified physician in its jurisdiction.

Sec. 11. Frequent meetings shall be encouraged and attractive educational programs arranged. The younger members shall be especially encouraged to do postgraduate and original research work and to give the society the benefits of such labors. Official position and other preferments should be unstintingly given to such members.

Sec. 12. At some meeting in advance of the annual meeting of this Association, each component society shall elect a delegate or delegates to represent it in the House of Delegates of this Association, in the proportion of one delegate and one alternate delegate to each fifty members or fraction thereof; and the secretary of the society shall send a list of such delegates to the secretary-treasurer of this Association on or before January 1 preceding the annual meeting.

Sec. 13. The secretary of each component society shall furnish an official report to the Association at least once a year and more often if circumstances require.

BYLAW CHAPTER II

Annual Meeting of the Association

Sec. 1. The Association shall hold an annual meeting on the dates and at such places as have been set by the Board of Trustees. Scientific meetings of the Association may be held in conjunction with the annual meetings, and shall be open to all registered members and guests.

Sec. 2. If for any reason an annual meeting cannot be held on the date named, another date shall be set by the Board of Trustees provided the component societies are notified of the change by the chief executive officer as far in advance as possible and, if time permits, direct individual notice shall be given to the entire membership.

Sec. 3. Each member in attendance at the annual meeting shall properly register and indicate respective component society membership. When the physician's right to membership has been verified by reference to the particular society's roster, he or she shall receive a badge which shall be evidence of the right to all privileges of membership at that meeting. No member or delegate shall take part in any of the proceedings of the annual meeting until the requirements of this section are met.

Sec. 4. A physician whose name is upon a properly certified roster of members or list of delegates of a chartered component society which has paid its annual assessment, or an invited guest, is eligible to register at the annual meeting.

Sec. 5. All active, associate, veteran, special, intern and resident, student and honorary members and invited guests shall be privileged to attend all meetings of the Association.

Sec. 6. The annual meeting of the Association may be conducted by electronic means as authorized by state law and if so directed by the Board of Trustees.

BYLAW CHAPTER III

House of Delegates

Sec. 1. The House of Delegates shall be the legislative and business body of the Association, and shall be composed of (1) delegates elected by the component societies and all sections of the Association; (2) ex-officio officers; (3) the former presidents of the Association; (4) the Association's delegates to the American Medical Association; (5) the general officers of the American Medical Association, members of councils elected by the American Medical Association House of Delegates, and former presidents of the American Medical Association; (6) the Commissioner of Health and the Commissioner of Mental Health and Developmental Disabilities for the state of Tennessee or the chief medical officer of either of these departments if the commissioner is ineligible; (7) the editor of the Journal of the Tennessee Medical Association; and (8) delegates representing statewide medical specialty societies that meet the requisite criteria established by the House of Delegates. All members of the House of Delegates must be members in good standing of the Association. The House of Delegates shall conduct its affairs in conformance with the Board of Trustees' current antitrust compliance policy.

Sec. 2. The House of Delegates shall meet annually at the time and place of the annual meeting of the Association. Any additional House of Delegates meeting other than the annual meeting may be conducted by electronic means as authorized by state law. Special meetings of the House of Delegates shall be called at the president's discretion or upon petition of twenty percent of the delegates. Delegates shall serve a term beginning with their credentialing at the House of Delegates meeting during the annual meeting until the House of Delegates is convened at the following annual meeting. The number of delegates from each component society to a special meeting shall be determined as set out in Section 3 of this chapter. Each component society will determine term limits, if any, for its delegates.

Sec. 3. Each component society shall be entitled to send to the House of Delegates each year one delegate for every fifty active, veteran, and intern and resident members, and one for every fraction thereof, based upon the number of such members in the component society in good standing as of the end of the year preceding the meeting of the House. Each component society shall also be entitled to send one student delegate from its membership to the House for each medical school in its territorial jurisdiction. Each component society holding a charter from the Association, which has made its annual report and paid its assessment as provided in the Constitution and Bylaws, shall be entitled to at least one delegate. No delegate from any chartered component society shall be entitled to be seated in the House of Delegates unless the component society which he or she represents has complied with the requirements of the Association by submitting the report to the councilor of the district in which the component society is located. Each delegate of a component society shall be a proxy representing all of the component society's members, except as to matters upon which a referendum is held as provided in Article IV of the Constitution, and the meeting of the House of Delegates shall constitute the annual meeting of the members of the Association in accordance with the requirements of the law of the state of Tennessee relating to general welfare corporations.

Sec. 4. The members of the Association who have joined directly pursuant to TMA Bylaw Chapter I, Section B.2 shall be entitled to send to the House of Delegates each year one delegate for every fifty active, veteran, and intern and resident members who have joined the TMA by direct membership and are otherwise in good standing as of December 1 of the year preceding the meeting of the House. Such delegate(s) shall be appointed by the Nominating Committee.

Sec. 5. A majority of the House of Delegates duly elected and registered at the meeting shall constitute a quorum, and all the sessions of the House of Delegates shall be open to members of the Association.

Sec. 6. From among members of the House of Delegates, the speaker of the House of Delegates, for the purpose of expediting proceedings, shall appoint from among the delegates and alternate delegates reference committees to which reports and resolutions shall be referred. The reference committees will be chaired by a delegate, and the majority of the reference committee members shall be delegates. The speaker shall also appoint a committee on credentials and such other committees as may be deemed necessary.

Sec. 7 The Board of Trustees shall appoint the members of the Tennessee Medical Association (TMA) American Medical Association (AMA) delegation in accordance with the Constitution and Bylaws of the AMA for terms of two years and such delegation shall be a committee of the Board of Trustees. To be eligible to serve on the TMA AMA delegation, one must have been a member of the TMA for the five consecutive years prior to election. The Association shall pay the reasonable expenses of each member of the delegation representing the Association at the American Medical Association meetings. Reasonable expenses shall be determined by the Board of Trustees.

Sec. 8. The Young Physician Section (YPS) shall elect the Tennessee Medical Association (TMA) delegate and alternate delegate to the American Medical Association-Young Physician Section according to the governing principles of the TMA-YPS. The YPS shall elect one delegate per region to the TMA House of Delegates according to the governing principles of the TMA YPS. The chairman of the Tennessee Medical Association Board of Trustees, with the advice of the young physician chair, may appoint replacement alternate delegates to the TMA annual meeting and to the American Medical Association young physician section meetings should the need arise.

Sec. 9. The House of Delegates shall, upon application and with recommendation by the Judicial Council, provide and issue charters to component societies organized to conform to the spirit of this Constitution and Bylaws and the ethics of the American Medical Association.

Sec. 10. In sparsely settled sections, the House of Delegates shall have the authority to organize the physicians of two or more counties into one component society, the name to be chosen by that society so as to distinguish them from other societies, and these societies, when organized and chartered, shall be entitled to all privileges and representations provided herein for component societies. The authority should be exercised only when the physicians of these rural counties have not chosen to join the Association directly under Bylaw Chapter I, Part A, Section 2, and when their numbers do not exceed ten members for both counties.

Sec. 11. The House of Delegates shall have authority to appoint special committees for special purposes from its own membership or from among members of the Association who are not members of the House of Delegates, and such committees shall report to the House of Delegates in person and may participate in the debate thereon.

Sec. 12. The House of Delegates may provide in the Bylaws for a division of the work of the Association into appropriate sections as need may arise, and the Board of Trustees shall oversee the work and approve all governing principles of each section.

Sec. 13. There shall be a Medical Student Section to provide representation for the interests of medical students within the structure of the Association. The medical students of each Liaison Committee of Medical Education-accredited medical school in the state shall be entitled to representation in the section. All representatives shall be members of the Association. The Medical Student Section shall be organized under a governing body and shall elect one delegate to represent it in the House of Delegates of the Association.

Sec. 14. There shall be a Young Physician Section to provide for the representation of the interests of young physicians within the Association. Young physicians are defined as practicing physicians under age 40; or in their first eight years of practice. Each component society shall be entitled to representation in the section. All representatives shall be members of the Association. The Young Physician Section shall be organized under a governing body and shall elect one delegate from each region to represent it in the House of Delegates of the Association. The Young Physician Section may elect its own governing body.

Sec. 15. There shall be a Resident and Fellow Section to provide for the representation of the interests of residents and fellows within the Association. Members of the section shall be current members who are in residency training programs in the state of Tennessee. The section shall be organized under a governing body and shall elect one delegate to represent it in the House of Delegates of the Association.

Sec. 16. All statewide medical specialty societies that meet the requisite criteria established by the House of Delegates will be eligible for representation of one delegate and one alternate delegate who shall be members of the Association if:

- 1) The specialty society or subspecialty society is recognized by the American Board of Medical Specialties or is recognized by the American Medical Association as a practice specialty; and
- 2) The specialty society or subspecialty society has a minimum twenty (20) members licensed and practicing in Tennessee, one-fourth of which must be members of the Tennessee Medical Association.

If 25% or more of a specialty society or subspecialty society members are members of the Tennessee Medical Association, then that society is eligible for one additional delegate for each 100 TMA members of the society.

Each Tennessee Medical Association member shall designate which single specialty or subspecialty shall represent them in the TMA House of Delegates. Such designation will be in accordance with a method determined by the Board of Trustees.

BYLAW CHAPTER IV Officers

A. Association Officers

Sec. 1. The officers of the Association shall be a president, president-elect, immediate past president, the elected trustees, the councilors, and a speaker of the House of Delegates.

Sec. 2. There shall be one councilor for each of the eight regions in Tennessee. In order to be eligible to be a councilor, one must have been a TMA member for three years prior to election. The councilors shall be elected for a term of two years, in the following manner: councilors from odd numbered regions will be elected in even calendar years and councilors from even numbered regions will be elected in odd calendar years. No councilor shall serve more than four consecutive years

Sec. 3. The president-elect, the speaker of the House of Delegates, and the vice-speaker of the House of Delegates shall be elected annually for one year. The speaker and the vice-speaker of the House shall hold office for not more than three consecutive years. The president-elect shall assume office as president at the expiration of the term of the president. To be eligible for election for president-elect, one must have been a member of the TMA five previous years prior to election.

Sec. 4. Every officer shall hold office until a successor is elected and assumes office. Qualified members may be nominated for more than one office at a time but may not hold more than one office at a time.

Sec. 5. All officers of the Association shall assume office at the conclusion of the second regular session of the House of Delegates.

Sec. 6. Only a member in good standing for the five years immediately preceding the election shall be eligible for election as president-elect. Only members in good standing for two previous years prior to election shall be eligible for election to the Board of Trustees. To be eligible to be speaker or vice-speaker of the House of Delegates, one must have attended meetings of the House of Delegates as a delegate or alternate delegate for a minimum of five years.

Sec. 7. The Association shall carry adequate and sufficient insurance in such amounts as needed to indemnify the corporation in the events of any acts, omissions, negligence, misfeasance, or malfeasance by any of its officers, directors, trustees, or employees.

B. Election of Officers

Sec. 1. Elections for speaker of the House of Delegates and vice-speaker shall be by vote of the House of Delegates and the majority of the votes cast shall be necessary to elect. The House of Delegates shall elect the speaker of the House of Delegates, the vice-speaker, and confirm the selection of member(s) for the Outstanding Physician Award from a slate of nominee(s) certified by the Nominating Committee.

Sec. 2. By September 1 of each year, each region shall appoint one representative to the Nominating Committee. The Nominating Committee shall be convened by the President who shall serve as chair of the Nominating Committee, but not vote. The Nominating Committee shall be comprised of one dues-paying member in good standing from each of the eight regions. The term of the appointed members of the Nominating Committee shall be one year. No appointed member of the Nominating Committee may serve more than three consecutive years. No member of the Nominating Committee may be a TMA officer. No member serving on the Nominating Committee may be nominated for an office or a position while he/she serves on the Nominating Committee. Vacancies on the Nominating Committee shall be filled as expeditiously as possible by appointment by the region. The elected trustee from each region shall report the region's representative to the Nominating Committee.

It shall be the duty of the Nominating Committee to:

- a) Appoint direct member delegates pursuant to Bylaw Chapter III, Section 4; and
- b) Confirm the selection of the member recipients of the Outstanding Physician Award; up to one member per Grand Division of the state; and
- c) Solicit suggestions for nominees for each office or position from component medical societies, specialty societies eligible to be represented by a delegate in the TMA House of Delegates, and the membership at large; and
- d) Identify nominees and obtain the assent of each nominee to be placed in nomination for office or position; and
- e) Certify that each nominee meets the qualifications for the office or position to which he or she is nominated; and
- f) By December 1 of each year, submit nominees to the chief executive officer for open positions for: speaker and vice-speaker of the TMA House of Delegates, president-elect, councilors, and board of trustees.

The Nominating Committee may, and is encouraged to, submit more than one nominee for each office or position at its discretion. The Nominating Committee may be convened by the president by electronic means.

Sec. 3. The members of the Nominating Committee shall represent the eight established regions of the state. A member of the Nominating Committee shall serve a one-year term. A member of the Nominating Committee may not serve in that position for longer than three consecutive terms.

Sec. 4. In the membership at-large balloting for president-elect, if no one received a majority of the votes cast, the top two vote recipients shall be in a runoff to decide the election. There will be no runoff balloting for Councilors or Board of Trustees unless there is a tie for the most votes received. All ballots for president-elect and Councilors, except for runoff ballots, shall be designed to allow members to indicate "write in" votes.

Sec. 5. There is established a system of eight regions within the state made up of various component medical societies. As used in these Bylaws, such regions shall be comprised of the component medical societies located in the counties indicated below. Members of the TMA shall be represented at the House of Delegates in, and vote in, the following regions.

Region 1 Shelby.

- Region 2** Benton, Carol, Chester, Crockett, Decatur, Dyer, Fayette, Gibson, Hardeman, Hardin, Haywood, Henderson, Henry, Hickman, Humphreys, Lake, Lauderdale, Lewis, Madison, McNairy, Obion, Perry, Tipton and Weakley.
- Region 3** Bedford, Cheatham, Coffee, Dickson, Franklin, Giles, Houston, Lawrence, Lincoln, Marshall, Maury, Montgomery, Moore, Robertson, Stewart, Wayne and Williamson.
- Region 4** Davidson.
- Region 5** Cannon, Clay, Cumberland, DeKalb, Fentress, Grundy, Jackson, Macon, Overton, Pickett, Putnam, Rutherford, Sequatchie, Smith, Sumner, Trousdale, Warren, White, Van Buren, and Wilson.
- Region 6** Bledsoe, Bradley, Hamilton, Marion, Meigs, McMinn, Polk, and Rhea.
- Region 7** Anderson, Blount, Campbell, Claiborne, Cocke, Knox, Loudon, Monroe, Morgan, Roane, Scott, Sevier, and Union.
- Region 8** Carter, Grainger, Greene, Hamblen, Hancock, Hawkins, Jefferson, Johnson, Sullivan, Unicoi and Washington.

Sec. 6. Only members of the TMA in good standing at the time elections are held are eligible to participate on the Nominating Committee, or cast a vote in any election

C. Duties of Officers

Sec. 1. The president shall be the head of the profession of the state during his or her term of office and as far as practicable shall visit by invitation each of the various component societies of the state and assist the councilors in building up these societies and in making their work more practical and useful. In the event of the president's death, resignation, inability to serve, or removal from office, the Board of Trustees shall name a replacement from the following officers 1) president-elect; 2) chairman of the Board of Trustees; and 3) another member of the Board of Trustees. In the event that this priority order leads to the election of the chairman of the board as president, the Board of Trustees shall then select a new chairman.

Sec. 2. The secretary-treasurer of this Association shall be the custodian of all funds of the Association. The secretary-treasurer may be required by the Board to be bonded or to be adequately insured to fully indemnify the Association for any acts or omissions or both which may occur given the office's fiduciary duties and responsibilities and position of trust. This indemnity shall be in such amount as the remaining members of the Board of Trustees may name, which amount shall be paid for by the Association. The secretary-treasurer shall demand and receive all funds due the Association, together with bequests and donations. All funds shall be invested according to investment policy set by the Board of Trustees. Investment policy should be made available to the members of the House of Delegates as part of the Secretary-Treasurer's annual report. Money shall be paid out of the Association's accounts on valid bills received in due course by the secretary-treasurer or the chief executive officer of the Association only. All Association accounts shall be subject to such examination as the House of Delegates may order. The secretary-treasurer shall provide an accounting to the House of Delegates, by an annual audit to be

conducted by a certified public accountant retained by the Board, concerning his or her acts and the state of the Association's funds.

Sec. 3. The speaker of the House of Delegates shall preside over the body and perform the usual duties of such officer, including signing the minutes of its transactions when same have been read and approved by the House. In the event of the speaker's absence for any cause, or upon request of the speaker, the vice-speaker of the House of Delegates shall perform those duties. The speaker shall be an ex-officio member of the Board of Trustees.

Sec. 4. In the event of the death, resignation, disability, or removal of any officer of this Association, other than the president or member of the Board of Trustees, the vacancy so created shall be filled by the Board of Trustees and the officer so appointed shall serve until the next election.

Sec. 5. The editor of the Journal shall be appointed by the Board of Trustees. Subject to the approval of the Board of Trustees, the editor may select an editorial board to be composed of as many members as deemed appropriate. The editor's honorarium shall be determined by the Board of Trustees.

Sec. 6. The Board of Trustees shall be empowered to select and remove, without cause, the chief executive officer. The chief executive officer may or may not be a member of this Association, and may or may not be a graduate in medicine. The chief executive officer shall be custodian of all records, books, papers, building and property belonging to the Association, except such property belonging to the editor of the Journal, the Judicial Council, and the various committees, and shall keep account of and promptly turn over to the secretary-treasurer all funds of the Association. He or she shall provide for the registration of members and delegates at the annual meeting and upon request shall transmit a copy of this list to the American Medical Association. Insofar as possible, the chief executive officer shall use the printed matter, correspondence, and influence of the directorate to aid the councilors in the organization of the component societies and in the extension of the power and influence of this Association. If deemed necessary, the chief executive officer or a designee shall visit each councilor region at least once a year to assist the councilors in organizing unorganized counties, and to use every means possible to promote the interests of the Association. The chief executive officer's further duties shall include conducting the official correspondence, notifying members of meetings, officers of their election and committees of their appointment and duties, serving as recorder for the House of Delegates, and such other duties as the Board of Trustees shall direct. Finally the chief executive officer shall act as business manager of the Journal of the Association, and shall be responsible for all personnel and the direction of all activities in the Association headquarters. The Board of Trustees shall determine the chief executive officer's salary.

BYLAW CHAPTER V

Board of Trustees

Sec. 1. The Board of Trustees shall be composed of the president of the Association, the speaker of the House of Delegates, the immediate past-president, the president-elect, and members elected on a regional basis as described in the bylaws.

Sec. 2. The prerequisites in order for a member to qualify for a Board position are that he/she have at least three consecutive years of membership in TMA immediately preceding nomination and have served as an officer or committee member in a component medical society or at the TMA level or be a graduate of TMA's Physician Leadership College.

Sec. 3. Members of the Board of Trustees shall be elected on a regional basis, one position elected from each of the eight regions with an additional position for each region with more than 1000 dues paying members as determined by TMA in such region by October 1 of the year preceding the election. Additional position trustees shall serve their complete terms even if the region's membership falls below 1000 members during non-election years. Members from counties without constituted medical societies are counted in their regional total.

The Resident/Fellow physician member of the Board of Trustees shall be selected by the Resident/Fellow Physician Section when its number reaches and maintains at least 300 members for a year, to be reviewed annually.

The student member of the Board of Trustees shall be selected by the Medical Student Section when its number reaches and maintains at least 300 members for a year, to be reviewed annually.

The Young Physician Section member of the Board of Trustees shall be selected by the Young Physician Section when its number reaches and maintains at least 300 members for a year, to be reviewed annually.

Sec. 4. The elected trustees shall serve for a period of two years and shall be eligible immediately to succeed himself for a subsequent two year term if they have attended at least 50% of Board meetings and submitted self and board evaluations to the Board chairman in a timely basis during his/her term.

The provision shall also apply to a trustee who by virtue of election or appointment has served any portion of another's unexpired term. However, if it is deemed necessary due to extraordinary circumstances the trustees may be elected for terms other than two years. The Board of Trustees will organize by the election of a chair, vice-chair, and a secretary-treasurer from regionally elected trustees. No member shall serve for a period of more than ten consecutive years.

Sec. 5. The Board of Trustees shall determine the policy and details of management of the Association between sessions of the House of Delegates, and shall have the authority, upon advice of legal counsel, to alter any actions by the House of Delegates that appears to violate the Board's current antitrust compliance policy of the Association.

Sec. 6. The Board of Trustees shall have entire control of the publication, the policy, and the editorial and financial management of the Journal of the Association. It shall be authorized and empowered to make all contracts necessary for the conduct of the Journal. It shall appoint the editor of the Journal.

Sec. 7. The Board of Trustees and any committee, subcommittee, task force or work group organized by the Board of Trustees shall hold such meetings, as often and in such manner as it deems necessary, whether by teleconference, electronic means or otherwise, at the call of the chair, and the Board shall also meet on the last day of the annual meeting. The Board of Trustees shall make expenditures of the funds of the Association dependent upon the availability of such funds as determined by the Board of Trustees and as ordered by the House of Delegates. The Board of Trustees, through the secretary-treasurer, shall render at the annual meeting a full and detailed accounting of all receipts and disbursements.

Sec. 8. In the event of a vacancy by death, resignation or removal of any member of the Board of Trustees between the annual meetings of the Association, the Regional Nominating Committee in the region which the vacancy occurs shall fill the unexpired term.

Sec. 9. The Board of Trustees shall serve without compensation; however, their actual expense in attending the meetings of the Board shall be paid out of the funds of the Association. This is not to apply when a meeting is held at the annual meeting.

Sec. 10. The Board of Trustees shall seek in good faith to fulfill the responsibilities and directives given by the House of Delegates. The Board of Trustees shall report annually to the House of Delegates on the status of the responsibilities and directives given it by the House of Delegates the preceding year.

Sec. 11. The Board of Trustees may form an Executive Committee of the Board composed of an appropriate number of trustees as the Board deems necessary. The Executive Committee shall have the authority to conduct the affairs of the Association between quarterly meetings of the Board, and when the Board is unable to meet as a whole, its actions shall be subject to review and ratification by the full Board at its next meeting.

Sec. 12. There shall be a Committee on Constitution and Bylaws of this Association appointed by the Board of Trustees each year. The Board of Trustees shall name the chair of the committee for the period of the appointee's term of office. The committee shall suggest revisions necessary to keep the Constitution and Bylaws always in accord with the practices and procedures of the Association so that all members of the profession, by reference to the Constitution and Bylaws, may be able to obtain accurate information regarding procedure and practice within the Association, and so that hampering of such procedure and practice by obsolete provisions in the Constitution and Bylaws may be avoided.

Sec. 13. It shall be the duty of the board chairman to ensure that the Board of Trustees has a process in place such that annual evaluations take place of each of its members and Board as a whole annually.

BYLAW CHAPTER VI

Judicial Council

Sec. 1. The Judicial Council shall hold meetings during the annual meeting and such other times as necessity may require, subject to the call of the chair or on petition of three councilors. Following the election of councilors, the Judicial Council shall meet for organizational purposes to elect a chair and a secretary, and to outline its work for the ensuing year. The Judicial Council shall keep a permanent record of its proceedings. Four councilors shall constitute a quorum. The president, secretary-treasurer, and speaker of the House of Delegates shall be ex-officio members of the Judicial Council without vote.

Sec. 2. The Judicial Council shall have the power to censure, suspend, expel, or to take such other disciplinary action with respect to officers, of this Association, or component societies as in the exercise of its discretion it may deem proper under the circumstances. The Judicial Council may recommend that the House of Delegates place a component society on dormant status pursuant by Bylaw Chapter 1, Section B.3.

Sec. 3. A councilor shall be designated by the chair to investigate each matter referred to the Judicial Council relating to allegedly improper conduct or activities of component societies. Such councilor shall file a written report to the findings with the Judicial Council and may participate in the Judicial Council's discussion of the matter. However, he or she shall not be entitled to vote thereon. Councilors shall be responsible for indoctrination in all matters of ethics of each new member of the Tennessee Medical Association on an annual basis.

Sec. 4. (a) The Judicial Council shall hold hearings on all matters relating to the censure, suspension, expulsion or other disciplinary action, including the removal from Association office for cause. The Judicial Council also shall hold hearings with respect to the censure of any component society, with respect to the revocation or suspension of its charter, or with respect to any other matter affecting its relationship with the Association. In the event of an unavoidable conflict of interest, the Judicial Council shall appoint a peer review committee to hear one of these matters. Such hearings shall be conducted by the Judicial Council pursuant to a process approved by the Board of Trustees.

(b) The Judicial Council shall make a written report of its decision within thirty days after the conclusion of the hearing and shall mail a copy of the report to the officer or component society with respect to whom the matter relates, and a copy of the chief executive officer of the Association.

(c) The decision of the Judicial Council shall be final and binding on all parties unless within thirty days from the date on which the decision was mailed as provided for herein, and aggrieved member mails a written notice of appeal to the American Medical Association with a copy to the chief executive officer. In the case of a component society that is aggrieved by a Judicial Council decision about its charter or status within the Association, the component society may appeal the decision to the House of Delegates within thirty days from the date of the decision. Thereafter, within sixty days, the president shall convene the House of Delegates for the purpose of having the House hear such component society's appeal. All interested parties shall be given at least thirty days written notice of such hearing and shall have the right to be represented by counsel.

(d) The House of Delegates shall make a written report of its decision and mail a copy of the same to the component society with respect to which the matter relates. The decision of the House of

Delegates shall be final.

(e) All notices required to be sent hereunder shall be sent by certified mail return receipt requested.

Sec. 5. The Judicial Council may conduct its meetings or hearings by electronic means at the call of the Judicial Council president.

BYLAW CHAPTER VII
Fiscal Year

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

BYLAW CHAPTER VIII

Dues, Assessments, and Expenditures

Sec. 1. The annual dues shall be determined by the House of Delegates and shall be levied per capita on the active members and on the intern and resident members of the chartered component societies. No dues shall be paid by veteran, special, associate, resident/fellow, student, or honorary members. The annual dues shall be payable on or before January 1 of the year for which they are levied. Members whose dues are not reported to the Tennessee Medical Association by March 31 shall be considered delinquent. The secretary of each component society shall collect and forward to the Association the dues for its members except for those members billed directly by or for the Association. Any member who is delinquent at the end of the year may be assessed a reinstatement fee at the discretion of the Board of Trustees, in addition to the regular dues when reapplying for membership in a subsequent year. Every dues-paying member of the Association shall receive the Journal without cost.

Sec. 2. A new member joining the Association for the first time and who is so reported after July 1 of a given year shall pay one-half of the annual dues for that year only. During the first year of practice, he or she will pay one-fourth dues for that year and one-half for the following year.

Sec. 3. The honorary members of any component society are exempt from the payment of dues, but a complete list of the names, certified by the respective component society, will be reported annually to the Association. Likewise, a component society is required to report a list of its veteran members who have been elected by that society and the Journal will be furnished to veteran members at nominal cost.

Sec. 4. The secretary or treasurer of each component society shall forward a roster of all officers, members, and delegates to the House of Delegates of the Tennessee Medical Association, together with a list of non-affiliated physicians of the county if practical, and also a list of members who have died during the year to the chief executive officer of this Association thirty days in advance of the annual meeting.

Sec. 5. The record of payment of dues on file in the offices of the Tennessee Medical Association shall be considered final as to the fact of payment by a member of the Association.

BYLAW CHAPTER IX
Parliamentary Procedures

The deliberations of the Tennessee Medical Association shall be guided by parliamentary usage as contained in the most recent edition of 'The American Institute of Parliamentarians' (AIP) Standard Code of Parliamentary Procedure."

BYLAW CHAPTER X

Emergency Bylaws

Sec. 1. The following Bylaws shall become operative by action of a quorum present or participating in a meeting of the Board of Trustees if the Board determines that an emergency condition exists based upon any attack on the United States or upon a locality within Tennessee in which the Association conducts business or holds its meetings, or upon any disaster, catastrophe or other similar emergency condition, as a result of which the quorum necessary for a House of Delegates meeting cannot readily be convened.

Sec. 2. Regular meetings of the House of Delegates may be suspended by the Board of Trustees during an emergency condition.

Sec. 3. Any elections to be held or certified at a meeting during an emergency condition shall be suspended.

Sec. 4. All officers of the Association in office immediately prior to the commencement of the emergency condition shall remain in their respective offices until the first meeting of the House of Delegates following the end of the emergency condition. If the office of President becomes vacant during the emergency condition, the President-Elect shall immediately become President and serve the remainder of the unexpired term. If both the Office of the President and the Office of the President-Elect become vacant during the emergency condition, the Speaker shall immediately become President and serve until the first meeting of the House of Delegates following the end of the emergency condition. At the beginning of each term in office, the President, President-Elect, and the Speaker shall meet and select one member of the House of Delegates to serve as President in the event the offices of President, President-Elect, and Speaker are vacant simultaneously. This Delegate shall have an area of practice located greater than 70 miles from those of the President, President-Elect and Speaker and shall serve until the first meeting of the House of Delegates following the emergency condition. All other general officers and elected council shall remain in their respective offices until the first meeting of the House of Delegates following the other general officers and elected council members in office immediately prior to commencement of the emergency condition shall remain in their respective offices until the first meeting of the House of Delegates following the end of the emergency condition.

Sec. 5. Limitations on tenure of officers and council members shall not apply during an emergency condition.

Sec. 6. The Board of Trustees shall be composed of a minimum of five Trustees during an emergency condition.

Sec. 7. If there are fewer than five duly elected Trustees, the available Chairs of the Association's standing committees shall be added as Emergency Trustees. If there are fewer than five Trustees following such designation of Emergency Trustees, the Trustees shall appoint sufficient other Emergency Trustees to comprise the minimum of five.

Sec. 8. Emergency Trustees shall have all duties and privileges of Trustees, and shall serve until the first meetings of the House of Delegates following the end of the emergency.

Sec. 9. The primary duty of the Board of Trustees during an emergency condition shall be the continuation and management of the TMA. The Board of Trustees may adopt such other emergency bylaws as may be necessary for such continuation and management.

Sec. 10. A meeting of the Board of Trustees may be called by any Trustee. The Trustee calling the meeting is authorized to conduct the meeting by electronic means. Notice of any meeting shall be given to such Trustees as may be feasible to reach at the time and by such means as may be feasible at the time.

Sec. 11. A majority of the members of the Board of Trustees present or participating in a meeting shall constitute a quorum for the purpose of conducting Association business.

Sec. 12. Action taken in accordance with these Emergency Bylaws shall bind the TMA. No Trustee acting in accordance with these Emergency Bylaws shall be liable for such action, except for willful misconduct.

Sec. 13. To the extent not inconsistent with any Emergency Bylaw, the Bylaws, of the TMA shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by the Board of Trustees, the Emergency Bylaws shall cease to be operative.

BYLAW CHAPTER XI

Amendments

In order to amend the bylaws of this Association, two-thirds majority of the members of the House of Delegates present and voting shall be necessary. Any bylaw may be suspended during the meeting by unanimous consent.

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