

**TEXAS OSTEOPATHIC  
MEDICAL ASSOCIATION**

# **ADMINISTRATIVE GUIDE**

**REVISED April, 2011**

## **PREAMBLE**

This document of the TOMA Board of Trustees has been compiled after several years of study, research, conferences and committee meetings and is, as its name implies, a GUIDE only.

Certain parts of it are taken directly from the TOMA Constitution and Bylaws. It is also based on resolutions, traditions, policies and directives as gleaned from the minutes of the TOMA House of Delegates and Board of Trustees.

This document is periodically updated in accordance with changes that occur.

A copy of this document will be supplied to each officer, trustee and committee chairman and to any TOMA member or affiliated organization that requests a copy from the Executive Director.

Sunset dates for committees are in parenthesis after the committee title.

**REVISED May, 2009**

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## **I. PRESIDENT**

- 1) Shall preside at all meetings of this Association except those of the House of Delegates.
- 2) Shall be Chair of the Board of Trustees and Executive Committee.
- 3) Shall be an ex-officio member of all committees of TOMA and shall attend such committee meetings as feasible, and shall have authority to cause such meetings to be held.
- 4) Shall have other duties as may be prescribed in the Bylaws or by directive from the Board or House of Delegates.
- 5) Shall appoint Department Heads, Committee Chairs and Committee Members, with the concurrence of the Board of Trustees, at the first Board of Trustees meeting at which he/she presides.
- 6) Shall consult with the Executive Committee or Board of Trustees for advice and consent on major special projects he/she expects to accomplish during his/her term of office.
- 7) Shall call upon the Executive Director for any assistance required for the smooth execution of presidential duties.
- 8) Shall attempt to make an official visit to each of the Districts during his/her presidential year. The Central Office will coordinate these visits with the Districts. Reasonable expenses incurred by one traveling companion of the President's choice on such visits are reimbursable.
- 9) Shall co-sign, or appoint a designee, with the Executive Director, all checks in an amount exceeding \$5,000.00 except payroll checks (other than the Executive Director's), business emergencies, governmental units, tax deposits, taxes, government checks, IRS, business necessity, bank notes, etc. Any check issued in excess of \$10,000.00 shall have prior concurrence of the Board of Trustees.
- 10) May seek advice of TOMA legal counsel and initiate a response within Association policies and programs.
- 11) Shall work with the Executive Director on the preparation of an agenda for each meeting of which he/she is Chairman.
- 12) Shall be furnished with expense vouchers to itemize reimbursable expenses to be sent to the Central Office for reimbursement.
- 13) Shall be alert to initiate timely recommendations for appointments of TOMA members to boards, commissions, bureaus, advisory committees, and other bodies of the State of Texas and allied health agencies; such recommendations to be subject to the approval of the Board of Trustees.
- 14) Shall attend meetings of the House of Delegates with voice but no vote unless duly seated as a delegate of that body.

- 15) Shall submit a written report on presidential activities to the central office to be published in the Annual Report.

## **II. PRESIDENT-ELECT**

- 1) Shall serve as a member of:
  - a) Board of Trustees
  - b) Executive Committee
- 2) Shall ascend to the Office of the President in the event of that officer's permanent incapacity to serve.
- 3) Shall attend all meetings of the House of Delegates with voice but no vote unless duly seated as a delegate to that body.
- 4) Shall prepare himself/herself through study, observation, and advice for his/her term as President.
- 5) Shall ascend to the Office of President when the other officers are installed at the President's Banquet.
- 6) Shall perform the duties of the President in the absence of the President.

## **III. VICE PRESIDENT**

- 1) Shall serve as a member of:
  - a) Board of Trustees
  - b) Executive Committee
- 2) Shall perform the duties of the President in the absence of the President and President-Elect.
- 3) Shall attend all meetings of the House of Delegates with voice but no vote unless duly seated as a delegate to that body.

## **IV. IMMEDIATE PAST PRESIDENT**

- 1) Shall serve as a member of:
  - a) Board of Trustees
  - b) Executive Committee
- 2) Shall attend all meetings of the House of Delegates with voice but no vote unless duly seated as a delegate to that body.
- 3) Shall be available to advise from the benefit of his/her experience.

## **V. PAST PRESIDENT**

- 1) Shall serve as a member of:
  - a) Board of Trustees
  - b) Executive Committee
- 2) Shall attend all meetings of the House of Delegates with voice but no vote unless duly seated as a delegate to that body.
- 3) Shall be available to advise from the benefit of his/her experience.
- 4) Shall serve as the Chair of the Past Presidents' Advisory Council.

## **VI. EXECUTIVE DIRECTOR**

- 1) Shall be employed by and responsible to the Board of Trustees, that body to determine the amount of salary he/she shall be paid.
- 2) Shall execute a bond to be approved by the Board of Trustees for the faithful performance of his/her duties; cost of said bond to be defrayed by this Association.
- 3) Shall keep a record of all business of this Association, its Board of Trustees and House of Delegates.
- 4) Shall serve as secretary to the Board, House of Delegates, and Executive Committee and see that minutes of all other committee meetings are recorded.
- 5) Shall be the custodian of and shall preserve carefully, all records and papers of TOMA; shall keep on file an accurate record of all transactions of the Central Office, such records to be subject to examination by the President or the Board of Trustees.
- 6) Shall be the Treasurer of this Association, shall make all collections, have charge of all funds, and shall have the authority and responsibility to pay all expenses incurred (day-to-day responsibilities of the finances of this Association); his/her signature being sufficient on any check in the amount of \$5,000.00 or less, payroll checks (other than his/her own), TOMA business emergencies, governmental units, tax deposits, taxes, government checks, IRS, business necessity, bank notes, etc.

The President or his designee shall co-sign all checks and contracts in amounts over \$5,000.00 issued by the State Office with the above exceptions. Any check or contract exceeding \$10,000.00 must have the prior approval of the Finance Committee and the Board of Trustees. Checks dealing with TOMA conferences are exempt from this policy.

- 7) Shall be allowed the necessary budget for the smooth execution of the duties and functions of the State Office.
- 8) Shall direct and manage the activities and personnel of the State Office. Such personnel to

be employed by him/her under his/her direct supervision and authority. The execution of the duties of the State Office is his/her sole responsibility.

- 9) Shall prepare and propose an annual budget to be presented at the meeting of the Board of Trustees prior to the beginning of the new fiscal year; such budget, including alterations, to be adopted by the Board of Trustees at a regularly scheduled meeting.
- 10) Shall have an annual audit of the finances of this Association; the auditor to be approved by the Board of Trustees whenever changed from the previous year.
- 11) Shall furnish the Board of Trustees and the House of Delegates a copy of the annual audit and shall present those bodies a report of the financial condition of the Association at the annual meeting.
- 12) Shall have recorded and distributed within a reasonable length of time, minutes of meetings of the Board of Trustees and the House of Delegates to those persons designated by policy.
- 13) Shall, with the President and/or Department Chairmen, approve meetings of committees before they are called, insuring the necessity and effectiveness of such meetings.
- 14) Shall work closely with the President at all times and shall serve under his/her immediate direction.
- 15) May seek advice of TOMA legal counsel and initiate necessary response within Association policies and programs and shall advise the President of the actions.
- 16) Shall furnish annually to the secretary of each District Society a statement of the number of delegates to which it is entitled in the House of Delegates of this Association as provided in Article IX of the Bylaws of this Association.
- 17) Shall furnish the Credentials Committee of the House of Delegates a list of certified delegates, alternates and chairman from each District Society and shall certify to that Committee the number of delegates to which each District Society is entitled; and shall, in the event any District Society has elected more than its legal number of delegates, drop surplus names from the list, beginning at the bottom and shall notify the District Society of this action.
- 18) Shall, before the annual meeting of this Association, furnish each delegate to its House copies of all minutes of meetings of the Board of Trustees and Executive Committee held during the fiscal year about to be concluded and a copy of the TOMA annual report and financial statement.
- 19) Shall, at a date no later than forty days before the annual session of the House of Delegates of the American Osteopathic Association, furnish the Executive Director of that

Association, a list of TOMA's duly elected delegates and their alternates to the House of Delegates of the AOA.

- 20) Shall be a member of any committee to which he/she has been appointed and shall attend committee meetings whenever feasible. Shall be an ex-officio member (with no vote) of all other committees.
- 21) Shall perform certain functions for committees as outlined and included herein.
- 22) Shall have additional duties as prescribed by his/her contract and other documents of this Association.
- 23) Shall attempt to visit each district annually with the President.
- 24) Shall make an annual report of activities to be published in the annual report.
- 25) Shall, at the end of his/her employment, deliver to this Association, all monies, books, papers and other property.
- 26) Shall send an activity report to all Board members and District Society Presidents at regular intervals covering Association programs.
- 27) Shall be responsible for all aspects of the annual convention and pre-convention discussions with the President and President-Elect regarding the agenda and their professional/social obligations as well as those of the Association. The convention manual contains all details of TOMA convention management. A copy is available (for review and return) from the Executive Director upon request.
- 28) Shall compile, revise, and update an Administrative Guide.
  - a) The purpose of this guide shall be to incorporate in a single document many of the functions and duties of departments, committees, officers and employees, as stated by the Board of Trustees, House and Constitution and Bylaws.
  - b) The Board of Trustees must approve all changes in this guide.
  - c) A copy shall be furnished to each elected officer, department head and committee chairman, and to any affiliated organization or TOMA member upon request to the Executive Director.
- 29) Shall serve as a member on the TOMA-PAC Board of Trustees as Executive Trustee and Campaign Treasurer of that Board.
- 30) In the absence of the Executive Director, the Associate Executive Director and/or the Executive Director's official designee shall perform the duties of the Executive Director.
- 31) Public Information: It shall be the responsibility of the Executive Director and staff to

inform the public of the osteopathic philosophy and the osteopathic medical profession. Relevant information regarding the osteopathic medical profession and medicine in general will be disseminated through TOMA publications and web site.

- a) Shall direct all its functions toward the final result of a public that is informed and aware of the osteopathic philosophy and profession.
- b) Shall develop and maintain a working contact with national and Texas news services.
- c) Shall activate and stimulate ethical publicity concerning the profession in newspapers, radio and television networks and other health publications.
  - 1) Shall cause to be published five issues of the "Texas DO" annually which shall include a calendar of events, columns, professional reports, officers' reports and other usual contents of a professional journal.
  - 2) Shall compile an annual report that contains reports of all committees and officers, the official list of TOMA House of Delegates and Alternates of each District Society and their chairman.
  - 3) Shall publish and distribute manuals, pamphlets and brochures that are deemed necessary for edification of the membership.
  - 4) The Executive Director shall be the Editor of the "Texas DO" and all other publications of the Association
  - 5) The following groups shall receive a copy of the "Texas DO" either electronically or in print format:
    - A) TOMA physician/resident/fellow members; B) Student doctors; C) Advocates to TOMA; D) State legislators; E) TCOM faculty; F) Affiliate members; G) Other state osteopathic associations; H) AOA offices; I) Texas pre-med colleges; J) Affiliated organizations; K) Out-of-state osteopathic colleges; L) Spouses of deceased TOMA physician members.
- d) Shall highlight and commend work of individual members or any of its affiliate component organizations whenever their work on behalf of the public warrants recognition and seems newsworthy.
- e) Shall attempt to provide speakers to groups for the propagation of the osteopathic concept and shall attempt to provide Texas speakers for any AOA-approved osteopathic medical school and special events when requested.
- f) Shall stimulate awareness among responsible people in industry, institutions and organizations as well as the general public of the distinctiveness of osteopathic care.
- g) Shall alert each osteopathic physician to the value of bringing to the public information relative to the contributions that osteopathic medicine has made and is making in preserving and improving health.
- h) Shall be active in publicizing all TOMA Presidential visitations and appearances. News releases concerning presidential activities will be sent to appropriate outlets.
- i) Shall promote awareness on the part of the laity and the profession to the need for increasing support for osteopathic medicine from the people of Texas; such promotion to be pursued by any ethical and legitimate means after the Chairman has secured approval of the House or Board.

## **VII. SPEAKER: HOUSE OF DELEGATES**

- 1) Shall preside over meetings of the House of Delegates.
- 2) Shall be expected to attend meetings of the Board of Trustees with voice but no vote.

## **VIII. VICE SPEAKER: HOUSE OF DELEGATES**

- 1) Shall assume the duties of the Speaker in the event of that officer's permanent incapacity or at the request of the Speaker.
- 2) Shall be expected to attend meetings of the Board of Trustees with voice but no vote.

## **IX. CHAIRMAN: DEPARTMENT OF PROFESSIONAL AFFAIRS**

- 1) Shall be a member of:
  - a) Board of Trustees
  - b) Executive Committee
- 2) Shall foster activities to enhance the membership recruitment and retention process, monitor changes in CME and licensure, study the socioeconomic aspects of medical care, provide CME opportunities for physicians, assist impaired physicians, keep the membership alerted as to liability insurance conditions, prescribe to a specific code of ethics, assure that association documents are continuously in adherence to association objectives, and keep the membership updated on relevant information through association publications.
- 3) Shall have general supervision over Association activities relating to committees under this department as follows:
  - a) Constitution, Bylaws & Documents (2012)
  - b) Ethics (2013)
  - c) Socioeconomics (2014)
  - d) Convention Program Planning (2015)
  - e) Osteopathic Principles and Practice (2015)
  - f) Physicians Health and Rehabilitation Committee (2015)
  - g) Professional Liability Insurance (2015)
  - h) Executive Director Evaluation Committee (2011)
- 4) Shall determine that each committee chair knows the work of his/her committee and what is expected to be accomplished in the ensuing year.
- 5) Shall attend meetings of the committees in this department whenever feasible.
- 6) Shall report to the Board of Trustees and the House of Delegates on the activities of this department.
- 7) Shall submit a written report on the activities of this department to the State Office to be published in the Annual Report.
- 8) Shall attend meetings of the House of Delegates with voice but no vote unless duly seated

as a delegate to that body.

- 9) Shall be ex-officio member of each committee in this department except when otherwise appointed.
- 10) Each committee chair shall be chief officer of his/her committee and may make decisions provided they are within the guidelines set by the committee, Board, House, President and applicable documents. He/She is responsible to his/her committee, Department Chair, Board and House. Committees may be subdivided to expedite their work.
- 11) Copies of all relevant correspondence emanating from a committee or department shall be furnished to the State Office, Department Chairman and Executive Committee.

The functions of the committees comprising the Department of Professional Affairs shall be as follows:

**A) CONSTITUTION, BYLAWS AND DOCUMENTS (2012)**

**GOAL:** *To assure that the Constitution, Bylaws and Documents are maintained in direct relation with TOMA objectives.*

- a) Shall have supervision over all matters pertaining to the Constitution, Bylaws, and Articles of Incorporation.
- b) Shall be responsible for reviewing or preparing all proposed amendments, revisions or modifications to these documents.
- c) Shall make its recommendations to the Board of Trustees and the House of Delegates.
- d) Shall be responsible for proper publication of such proposed amendments or changes of the Constitution and Bylaws. Upon receiving a copy of the proposed amendment, it shall be the duty of the Executive Director to cause it to be printed in an official publication of this Association or to be mailed to the membership at least one month before the House of Delegates meeting at which the proposal is to be considered.
- e) Shall have general supervision of the Charter of TOMA and shall have the duty of taking any necessary steps to amend the Charter when directed by the Board of Trustees or the House of Delegates.
- f) Shall give assistance to any proper, ethical organization requesting affiliate status with TOMA. The organization must establish in its own documents of internal government objectives common to those of TOMA. TOMA shall review those documents (when they are prepared), offering constructive critical evaluation. The Executive Director shall recommend to the Board of Trustees of TOMA that such documents be approved or rejected prior to granting the group affiliate status.
- g) Shall review the Association's Administrative Guide at least annually and recommend changes as appropriate to the Board of Trustees
- h) Shall review the Constitution and Bylaws at least annually and make recommendations to the House of Delegates on needed revisions

**B) ETHICS (2013)**

**GOAL:** *To maintain the high standards of the osteopathic medical profession.*

- a) Shall have supervision over all matters relating to the interpretation, or alleged breach, of the Code of Ethics of TOMA and AOA as well as violation of the Constitution and Bylaws.
- b) Shall hold due process hearings, take evidence and/or make judgments when a member is charged with, or observed to be in violation of the Code of Ethics, and shall pursue such affair to a just conclusion by the process stipulated in the TOMA Bylaws, Article IV, Grievance Matters.
- c) Shall encourage members to report any alleged violations of the Code of Ethics to the Ethics Committee.
- d) Shall report to the Texas Medical Board any willful or flagrant violation of ethical conduct of which it is aware whether or not the violator is a member of TOMA.
- e) Any instance of alleged unethical conduct on the part of a member that is brought to the attention of the Executive Director shall be reported to the Chairman of this Committee.
- f) On authorization of the Chairman, the Committee may make investigations to determine whether or not a breach of the Code of Ethics has occurred. The Executive Director may gather information to assist the committee.
- g) All Ethics Committee communications, information and deliberations shall be strictly confidential.

**C) SOCIOECONOMICS (2014)**

**GOAL:** *To provide association representation with agencies involving socioeconomic issues of medical care and to assess those socioeconomic issues that directly or indirectly impact upon this Association and its members.*

- 1) Shall have supervision of all problems relating to health insurance plans whether federal, state or private organizations as they involve the membership.
- 2) Shall encourage hospital personnel and physicians to take part in workshops sponsored by TOMA, insurance companies, Medicare or similar projects established by other companies or organizations to disseminate information to the hospital and osteopathic physicians concerning proper claims filing procedures.
- 3) Shall study, make recommendations on, and engage in appropriate activities related to the socioeconomic aspects of medical care, specifically, those concerned with delivery systems, regulations and controls imposed by government and other third parties, health planning, insurance, reimbursement mechanisms, quality review and data management.
- 4) Shall maintain liaison with private and governmental agencies involved in medical socioeconomic matters.
- 5) Shall defend and promote the philosophy of wholeness and the use of osteopathic manipulative therapy as a resource in the analysis, diagnosis and treatment of human illness.

**D) CONVENTION PROGRAM PLANNING (2015)**

**GOAL:** *To provide comprehensive and current continuing medical education programs*

*for the osteopathic physicians in Texas.*

- 1) Membership shall be geographically distributed with members representing the different TOMA districts of the state.
- 2) The committee shall consist of eight members. One member shall represent each of the following district combinations:
  - a) Districts 1 & 10
  - b) Districts 4, 11 & 19
  - c) Districts 8, 9, 14, & 17
  - d) Districts 2 & 16
  - e) Districts 6, 7 & 12
  - f) Districts 3 & 18
  - g) Districts 5 & 13
  - h) District 15
- 3) Shall be primarily concerned with developing the educational program for the Annual Convention.
- 4) Shall perform such duties as follows:
  - a) Develop educational topics
  - b) Identify and contact possible speakers
  - c) Identify funding sources
  - d) Act as moderator during convention
  - e) Evaluate convention
- 5) During the Annual Convention, the Vice-President shall select one D.O. member to serve on the committee for four years. During the four-year term, the member will serve in the following capacities: Committee Member, Vice Chair, Chair, and Past Chair. The member will serve as Chair the same year the Vice President is President.
- 6) The associate executive director or meeting planner shall be a member of the committee.

**E) OSTEOPATHIC PRINCIPLES AND PRACTICE (2015)**

**GOAL:** *Develop guidelines for the use of OMT for both the inpatient and outpatient settings.*

- 1) Review TOMA's OMT manual and develop suggested revisions when necessary.
- 2) Review documentation needed for OMT reimbursement and make suggestions to TOMA members as to the correct coding to use for reimbursement purposes.

**F) PHYSICIANS HEALTH AND REHABILITATION COMMITTEE (2015)**

**GOAL:** *To ensure that impaired osteopathic physicians receive needed assistance from this Association, if at all possible, with recovery and re-entry back into medical practice being the desired end result.*

- 1) Membership shall represent the geographical distribution of the population of the State per district.
- 2) Shall be primarily concerned with helping the troubled osteopathic physician having problems in the areas of:

- a) Substance abuse
- b) Emotional/Psychiatric/Mental
- c) Physically/Neurologically/Impaired
- 3) Shall assume responsibility to the public and organized medicine by being accountable through assurance of competent care to patients by osteopathic physicians.
- 4) Shall perform such duties as follows:
  - a) Investigate the complaint.
  - b) If warranted, intervene and confront the physician.
  - c) Persuade the physician to agree to enter treatment.
  - d) Monitor their rehabilitation and re-entry into medical practice.
  - e) Utilize a well-organized support system toward recovery.
  - f) Provide help rather than punishment.
  - g) Recognize the moral and legal obligation to inform state licensing boards if colleague fails to cooperate when help is offered.
- 5) The Physicians Health and Rehabilitation Manual is adopted as bylaws for the committee and may be amended as needed.
- 6) Five (5) physician members shall constitute a quorum to conduct committee business.
- 7) The executive director, associate executive director and field representative shall be members of the committee.
- 8) Retention of files -- files to be destroyed as set out in committee minutes of November 1, 1987 and reaffirmed in 1993.
- 9) All Physicians Health and Rehabilitation Committee communications, information and deliberations shall be strictly confidential.

**G) PROFESSIONAL LIABILITY INSURANCE (2015)**

**GOAL:** *To keep physicians abreast of issues that directly or indirectly affect professional liability insurance.*

- 1) Shall develop programs and guides for members to avoid malpractice suits.
- 2) Shall work closely with Governmental Relations Committee on pending legislation in the State that could affect TOMA members in regard to professional liability insurance or affect liability of the physician.
- 3) Shall assure that the TOMA central office maintains and provides to TOMA members, a list of medical malpractice carriers licensed in Texas.

At the direction of the Chair of this Committee, the Executive Director may review any insurance company offering professional liability insurance and advise the Chairman.

**H) EXECUTIVE DIRECTOR EVALUATION COMMITTEE (2011)**

**GOAL:** *To annually evaluate the work performance of the Executive Director to ensure that the goals and policies of the association are being met.*

## **X. CHAIRMAN: DEPARTMENT OF PUBLIC AFFAIRS**

- 1) Shall be a member of:
  - a) Board of Trustees
  - b) Executive Committee
- 2) Shall make every effort to educate the public as to the osteopathic medical profession, encourage osteopathic physicians to assist the public in attaining better health through preventive medicine and environmental issues, promote osteopathic preparedness in the event of a disaster, and remain knowledgeable of medical activity within the uniformed services.
- 3) Shall have general supervision over Association activities relating to committees in this department as follows:
  - a) Military Affairs (2013)
  - b) Awards & Scholarship (2013)
  - c) Environmental Health & Preventive Medicine (2011)
  - d) Minority Health (2013)
  - e) Archives and History (2013)
  - f) End of Life Care (2013)
- 4) Shall determine that each committee chairman knows the work of his/her committee and what is expected to be accomplished in the ensuing year.
- 5) Shall attend meetings of the committees in this Department whenever feasible.
- 6) Shall report to the Board of Trustees and the House of Delegates on activities of this department.
- 7) Shall submit a written report on the activities of this Department to the State Office to be published in the Annual Report.
- 8) Shall attend meetings of the House of Delegates with voice but no vote unless duly seated as a delegate to that body.
- 9) Shall be ex-officio member of each committee in this department except when otherwise appointed.
- 10) Each committee chairman shall be the chief officer of his/her committee and may make decisions provided they are within the guidelines set by the committee, Board, House, President and applicable documents. He/She is responsible to his/her committee, Department Chairman, Board and House. Committees may be subdivided to expedite their work.
- 11) Copies of all relevant correspondence emanating from a committee or department shall be furnished the State office, Department Chairman, and Executive Committee.

The function of the Committees comprising the Department of Public Affairs shall be as follows:

**A) MILITARY AFFAIRS (2013)**

**GOAL:** *To remain knowledgeable as to changes with regard to the practice of osteopathic medicine in the uniformed services.*

- 1) Shall seek out D.O.s in military service in Texas and encourage them to apply for membership in TOMA.
- 2) Shall obtain and have available information concerning opportunities for osteopathic physicians in the military service. Keep membership informed of new and/or pending legislation affecting the armed forces health services.
- 3) Shall work toward better communication and partnering with AMOPS (Association of Military Osteopathic Physicians and Surgeons)
- 4) Shall interest itself in the relationship of this profession to the health care of veterans; shall seek integration of the osteopathic philosophy in the health care of veterans; shall stimulate qualified members of this Association to take active part in veterans' organizations.

**B) AWARDS AND SCHOLARSHIP (2014)**

**GOAL:** *To identify and honor individuals in recognition of outstanding service and contributions to the osteopathic medical profession in Texas.*

- 1) Shall decide on individuals to receive the Distinguished Service Award, Community Service Award, Meritorious Service Award, New Physician Award, Student Doctor of the Year Award, and Public Service Award. Only one of each award may be granted in any one year, except for the Public Service Award. Additionally, these awards are not necessarily annual awards.
  - a) The **Distinguished Service Award** will be presented to an osteopathic physician in recognition of outstanding accomplishments in scientific, professional, osteopathic education, or service to the osteopathic medical profession in Texas. A candidate must be a member of TOMA; a longtime member of their district society; and a member of the American Osteopathic Association. Those holding an elective office in TOMA are ineligible to receive the award during their term in office.
  - b) The **Meritorious Service Award** will be presented to an individual in recognition of outstanding accomplishments in scientific, philanthropic, or other fields of public service to the osteopathic medical profession in Texas. The recipient does not have to be an osteopathic physician to be eligible for this award.
  - c) The **Community Service Award** will be presented to an osteopathic physician in recognition of outstanding service to his/her community through the promotion of or dedication to osteopathic medicine in their practice. The candidate must be a member in good standing of TOMA, have provided excellent service to local, regional or state community, exceptional care to their patients and be committed to the principles and philosophy of osteopathic medicine. The candidate should exemplify what the profession perceives to be the “typical” osteopathic physician who cares for patients and is an unsung, local hero. Those holding an elective office

in TOMA are ineligible to receive this award during their term of office.

d) The **Public Service Award** may be presented annually to a maximum of two governmental officials whose works and accomplishments are outstanding in promoting the health care needs of the state of Texas while recognizing the unique value of the osteopathic philosophy.

e) The **New Physician Award** will be presented to an osteopathic physician who has been in practice for five (5) years or less. Nominees must be members in good standing in TOMA and must be nominated by their local TOMA district or by two (2) TOMA members in good standing.

Factors to be considered in conferring the award include but are not limited to:

- Outstanding performance in community service
- Excellence in his/her osteopathic medical practice
- Contributions to public health
- Service to organized osteopathic medicine
- Membership in his/her local TOMA district, AOA or other Osteopathic Specialty Society
- Charitable service
- Contributions to osteopathic medical research
- Contributions to medical education

f) The **Student Doctor Award** will be presented to an osteopathic medical student from Texas who will receive the D.O. degree in the year of the award. This award will be given in recognition of outstanding accomplishments in the areas of academic achievement, leadership, and service to the community and the osteopathic profession. The candidate must be a member of the Texas Osteopathic Medical Association (TOMA).

- 2) The committee may receive nomination petition(s) for these awards from TOMA members. The petition shall contain pertinent biographical data about the individual as well as information about the person's accomplishments that make them deserving of the award. A petition must have at least five signatures of members in good standing of the sponsoring district society; however, no member holding an elective office in TOMA is eligible to sign a petition. The petition should be sent to the TOMA Executive Director, no later than December 31, who will forward it to the Committee for consideration.
- 3) Upon receipt of a petition by the Committee, a discreet but thorough investigation as to accuracy of the information will be carried out. After careful review, the committee chairman will nominate a candidate, as recommended by the Committee, presenting necessary information to the Board of Trustees. An affirmative vote by three-fourths of the members of the Board of Trustees will be required to grant either award.
- 4) Recipients may be notified by the Board of Trustees and requested to attend TOMA's annual convention. Awards will be presented during the annual

convention.

**D) ENVIRONMENTAL HEALTH AND PREVENTIVE MEDICINE (2011)**

**GOAL:** *To promote better health of the population in general through emphasis on issues regarding the environment and preventive medicine.*

- 1) Shall give advice to the Board, House and membership on questions of environment in relation to matters of health and shall prepare statements relative to matters of environmental health as they pertain to this Association.
- 2) Shall obtain information from other organizations such as state agencies, commissions, and other professional organizations functioning in these areas and monitor information from these groups and report to the TOMA Board of Trustees.
- 3) Shall endeavor to keep informed of and alert to new development in the field of preventive medicine, and shall report such to the Board of Trustees and prepare statements relative to matters of preventive medicine as they pertain to the Association.
- 4) Shall produce timely new releases of interest to the public.
- 5) Shall work to develop a TOMA border health policy.

**E) MINORITY HEALTH (2013)**

**GOAL:** *to effectively advocate for awareness about health disparities issues within the Texas Osteopathic Medical Association and provide leadership in the development and implementation of the association's actions and activities to deal with health disparities and cultural competence.*

- 1) Increase awareness of health care disparities and cultural competence among members of the association,
- 2) Improve the gathering of data and information on the status of health care disparities, particularly in those arenas served by members of the association,
- 3) Promote the diversity of health care workforce and student populations,
- 4) Develop and maintain a position paper and policy on minority health and the elimination of health care disparities for the association

**F) ARCHIVES (2013)**

**GOAL:** *To obtain and store archival material relating to the osteopathic medical profession for the purpose of posterity.*

- 1) Shall encourage the membership to donate memorabilia of historical value relative to the osteopathic medical profession in Texas.
- 2) Shall work with UNTHSC Gibson Lewis Library relative to safe keeping of such items and/or materials which are to be stored for viewing purposes at UNTHSC.
- 3) The central office shall assist in the search for archival items by periodically running relevant articles in the "Texas DO".
- 4) To collect, preserve, publicize and accentuate information and objects of historical value concerning osteopathy in Texas and be a vital role of TOMA.
- 5) To educate our members, students and the public of the history of osteopathic medicine in Texas.

- 6) Activities:
  - a. Conduct an annual inventory of TOMA's historical assets.
    - i. Collect and put in storage new historical assets.
    - ii. Assure that appropriate assets are being obtained and stored.
  - b. Inform the membership of the historical assets and enlist membership in collecting appropriate historical assets.
  - c. Have available, historic presentations.

**G) END OF LIFE CARE (2013)**

**GOAL:** *to effectively advocate for awareness of end of life care issues and provide leadership in the development and implementation of the association's position on those issues*

**XI. CHAIRMAN: DEPARTMENT OF DEVELOPMENT AND LIAISON**

- 1) Shall be a member of:
  - a) Board of Trustees
  - b) Executive Committee
- 2) Shall foster activities to create professional growth for D.O.s, new sources of Association income, new relationships with affiliated and allied organizations, new and better ways to accomplish TOMA objectives, seek more favorable legislation and regulations, and explore new areas of concern to TOMA.
- 3) Shall have general supervision over Association activities relating to Committees in this department as follows:
  - a) Governmental Relations (2012)
  - b) Liaison to the AOA (2014)
  - c) Liaison to UNTHSC/TCOM (2013)
  - d) Strategic Planning (2013)
  - e) Membership, Services and Professional Development (2014)
  - f) Student/Post Doctoral Affairs (2011)
  - g) Past Presidents' Advisory Council (2014)
  - h) DOME Day (20013)
  - i) New Physicians (2013)
  - j) Information Technology (2013)
- 4) Shall determine that each committee chair knows the work of his/her committee and what is expected to be accomplished in the ensuing year.
- 5) Shall attend the meetings of the committees in this department whenever feasible.
- 6) Shall report to the Board of Trustees and the House of Delegates on the activities of this department.
- 7) Shall submit a written report on the activities of this department to the State Office to be published in the Annual Report.

- 8) Shall attend meetings of the House of Delegates with voice but no vote unless duly seated as a delegate to that body.
- 9) Shall be ex-officio member of each committee in this department except when otherwise appointed.
- 10) Each committee chairman shall be the chief officer of his/her committee and may make decisions provided they are within the guidelines set by the committee, Board, House, President and applicable documents. He/She is responsible to his/her committee, Department Chairman, Board and House. Committees may be subdivided to expedite their work.
- 11) Copies of all relevant correspondence emanating from a committee or department shall be furnished the State office, Department Chairman, and Executive Committee.

The function of the committees comprising the Department of Development and Liaison shall be as follows:

**A) GOVERNMENTAL RELATIONS (2012)**

**GOAL:** *To represent the osteopathic medical profession on the local, state and national governmental levels recognizing that political influences affect the practice of medicine.*

- 1) Shall seek to protect the practice rights of osteopathic physicians and their patients' rights through legislation, regulations, etc.
- 2) Shall study proposed legislation that could affect public health, this profession, or Association. Shall analyze state laws and existing or proposed legislative programs, and endeavor to implement the legislative objectives and policies of TOMA.
- 3) Shall stimulate personal contact between TOMA members and their local, state and national elected representatives.
- 4) Shall establish liaison with state departments and agencies concerned with public health and welfare. Shall strive to obtain D.O. representation on appropriate advisory boards, councils and commissions relating to health in the State of Texas.
- 5) Shall encourage each District Society of TOMA to have an active committee to work in close coordination with the State Committee.
- 6) Shall act to maintain a Texas Medical Board that will preserve this profession's practice privileges and guarantee appropriate osteopathic representation on all its committees and subcommittees.
- 7) The chairman shall serve as chairman of the TOMA-PAC Board of Trustees.

**B) LIAISON:**

- 1) Shall consist of one chairman and a member who is responsible for one of the liaison functions as following.
  - a) Liaison to American Osteopathic Association (2014)  
Goal: To keep up-to-date on AOA activity and provide TOMA representation within the AOA.

- b) Liaison to the University of North Texas Health Science Center/Texas College of Osteopathic Medicine (2013)  
Goal: Shall maintain a close working relationship with the University of North Texas Health Science Center/Texas College of Osteopathic Medicine (at the administration, faculty, student and alumni levels) and be alert to every opportunity to assist it in producing superior health professionals for Texas.
- c) Shall report as needed and make recommendations to the Board of Trustees on actions, policies and services of these organizations as they relate to TOMA.
- d) Members shall attend meetings of their assigned organizations (when requested) to advise and consult with them on policies and services of TOMA in relation to their organization.

**C) STRATEGIC PLANNING (2013)**

**GOAL:** *To anticipate the needs and develop plans of action for the successful future of TOMA.*

- 1) Review the mission statement as appropriate
- 2) Review and revise long-range plans
- 3) Present specific recommendations to the Board for program and facility development
- 4) Develop an Annual Management Plan
- 5) The Strategic Planning Committee shall be composed of the following members:  
President-Elect, Chair  
Vice-President, Vice-Chair  
TOMA Department Heads  
Immediate Past President  
Past President  
Student Representative(s)  
Intern/Resident/Fellow Representative(s)  
All other members as appointed by the President and approved by the TOMA Board of Trustees.
- 6) There shall be an Annual Management Plan Subcommittee of the Strategic Planning Committee composed of the following members:  
President-Elect, Chair  
Vice-Chairman  
Immediate Past President  
TOMA Department Heads  
Student Representative  
Intern/Resident/Fellow Representative

**D) MEMBERSHIP, SERVICES AND PROFESSIONAL DEVELOPMENT (2014)**

**GOAL:** *To foster the growth and retention of TOMA membership at the state and district levels and develop services and activities that will serve to enhance the professional growth of osteopathic physicians.*

- 1) Shall encourage and assist osteopathic physicians, Texas students in osteopathic colleges, and potential affiliate members to apply for membership in TOMA.
- 2) Shall review, upon receipt of a completed application, applicants for membership in TOMA and verify membership in a TOMA district. If there is a lack of district action on the application within two months of referral to the district, the committee shall present its recommendations to the Board of Trustees.
- 3) Shall make recommendations to the American Osteopathic Association regarding applicants for membership in that body who are residents of this State; such recommendations to be predicated upon membership in TOMA.
- 4) Shall make recommendations to the Board regarding members or applicants who have applied for reductions in dues, based on information obtained from the members' District and other sources.
- 5) Personal files on each member kept in the State office in the custody of the Executive Director shall include the member's application for membership and all records pertaining to that member. These records shall be kept in strict confidence.
- 6) Shall correspond with delinquent and non-members and attempt to gain (regain) them as fully paid members.
- 7) The Central Office shall assist this Committee as follows:
  - a) Shall cause statements for dues to be issued in September prior to the beginning of the fiscal year and shall issue follow-up billings or reminders that dues become delinquent on April 1.
  - b) Shall, if dues remain unpaid by April 1, inform the delinquent member that his/her membership in TOMA may be suspended and that if his/her dues are not paid by May 15, his/her membership may be revoked.
  - c) Shall, in case of revocation of membership, inform the membership committee chairman, the Board of Trustees, the revoked member's District Secretary, and AOA of such revocation.
- 8) Shall keep in close contact with Texas students in osteopathic medical schools by disseminating information concerning TOMA, the State of Texas, and "*Texas DO*".
- 9) Shall study the climate and trends of the osteopathic medical profession as a whole, and make recommendations as to membership services and activities that would best serve the interest and needs of the membership.
- 10) Shall explore new areas of professional development and shall make recommendations to the Board of Trustees, in order that the osteopathic medical profession and the State of Texas, may benefit by increasing the number of D.O.s and assuring continuous growth of knowledge.

**E) STUDENT/POST DOCTORAL AFFAIRS (2011)**

**GOAL:** *To ascertain the needs of the osteopathic student/intern/resident/fellow which might be met through programs sponsored or administered under the auspices of TOMA and to develop such programs to meet those needs.*

- 1) This committee will also serve as an advocate for these students and training physicians and encourage active participation and involvement from them.

- 2) This committee will establish and implement needed programs and also serve as a communication resource for all involved individuals and programs. It will attempt to address the unique needs and issues of this segment of the osteopathic profession.
- 3) This committee will also encourage the development of future leaders for our profession. This committee will also update the TOMA Board of Trustees of this committee's findings and recommendations for implementation of programs .

**F) PAST PRESIDENTS' ADVISORY COUNCIL (2014)**

**GOAL:** *To utilize the collective association experience, individual expertise, and key health care contacts made by past presidents of TOMA for the current benefit of this association.*

**G) DOME DAY (2013)**

**GOAL:** *To encourage members to become involved in the political process by developing relationships with their representatives on the state level.*

**H) NEW PHYSICIANS (2013)**

**GOAL:** *To give effective voice to the issues facing newer physicians and assist in the development of resources to help them succeed in their practice.*

- 1) Provide a forum for the involvement of newer physicians in the professional activities of the association
- 2) Provide a structure to efficiently and effectively represent newer physicians and their issues to the association
- 3) Provide a mechanism for the assessment of issues, needs, concerns and ideas of newer physicians in practice
- 4) Provide a mechanism for the development of participation and leadership in the profession and the association

**I) INFORMATION TECHNOLOGY/WEBSITE (2013)**

**GOAL:** *To develop effective Information Technology; and establish and maintain a website to represent the association*

**XII. COMMITTEES**

- 1) **QUORUM FOR COMMITTEES:** a quorum for regular and called meetings of committees is at least 25% of the membership of the committee. A simple majority of members present may act on motions.
- 2) **STANDING COMMITTEES:** Shall be established and abolished upon recommendation by the Board of Trustees and approved by the House of Delegates to function under a department.
- 3) **AD HOC COMMITTEES:** The President may establish a committee for a special function or purpose. Such committee shall upon completion of its assigned duties, or at the end of the President's tenure, cease existence unless otherwise specified. The President, with the approval of the Board of Trustees, will appoint members of

the Committee(s).

- 4) Appointed committees do not have authority to make policy or decisions, unless they have been given the charge to do so by the Board of Trustees (example CME lectures from the program committee). Committees will make recommendations to the Board of Trustees who will define policy or render final decisions.

### **XIII. TOMA HOUSE OF DELEGATES**

- 1) Shall be the legislative body of this Association.
- 2) Shall consist of delegates elected by the District Societies according to Article IX of the Bylaws.
- 3) Shall meet and conduct its business according to Article IX of the Bylaws.
- 4) Shall divide the State into Districts for purpose of forming District Societies.
- 5) The Speaker of the House shall appoint a redistricting committee as the need may arise. Requests for redistricting or altering districts may come from a regular member, from one or more districts, from the Board, or from the House of Delegates. All Requests for redistricting or altering districts shall be presented in writing to the Executive Director (except for those that originate in the House of Delegates). This committee will evaluate requests for redistricting and make recommendations to the House. In the event that the appointed committee should reject a request as not being in the best interest of the Association, or simply without merit, the originator of the proposal may be heard, and have the proposal considered by the House. The House may accept, modify or reject a recommendation from the redistricting committee by a simple majority vote, and may accept, modify or reject a proposal that has not been recommended to it by the committee by a two-thirds majority vote. In every instance, the district or districts directly involved in the proposed change shall be given the opportunity to express their views for consideration prior to action by the House.
- 6) Reference Committees: Shall be appointed by the Speaker of the House of Delegates to consider and report on all matters referred to them by the House. Such committee shall cease to exist when it has completed tasks assigned to it. Reference committees shall include, but not be limited to: Credentials, Redistricting, Professional Affairs, Public Affairs, Resolutions, Ad Hoc.
- 7) Rules of Procedure:
  - a) The Executive Director shall be secretary of the meeting.
  - b) The Rules contained in Robert's Rules of Order, Newly Revised, shall govern this House in all cases in which they are applicable and are not inconsistent with the Bylaws and special rules of this House.
  - c) Following initial Roll Call, business will not be interrupted for the seating of the delegates except at specified intervals and upon recommendation of the Credentials Committee.

- d) All motions consisting of more than a few words shall be presented to the Speaker in writing. The name of the member who seconds the motion is not required to be entered in the minutes and the secretary shall not interrupt business in order to ask who seconded the motion.
- e) Reports shall not be read verbatim to the House except by consent of two-thirds of the members present.
- f) The oral report of the Executive Director and Chairmen of various committees and departments of this Association shall be restricted to a short resume of their activities.
- g) Members of the House of Delegates who wish to gain the floor shall address the Chair and identify themselves by name and District.
- h) The Speaker shall have the power to refer any motion to a special committee or the House may recommend appointment of a special committee.
- i) When a Committee Chairman reads a recommendation or other person authorized to make recommendations, the Speaker may place the recommendation before the House for discussion without the formality of a motion to that effect.
- j) The order of business outlined in the printed agenda may be altered by consent of the House.
- k) One half of the total number of accredited delegates shall constitute a quorum.
- l) These rules shall remain in effect unless changed by a two-thirds vote.
- m) Luncheon, on the meeting day, will be served at the Association's or a sponsor's expense.

#### **XIV. BOARD OF TRUSTEES**

- 1) Shall be the administrative and executive body of this Association.
- 2) Shall consist of:
  - a) President
  - b) President-Elect
  - c) Vice President
  - d) Immediate Past President
  - e) Past President
  - f) Twelve (12) Trustees
  - g) One (1) New Physician Trustee
  - h) One (1) Intern/Resident/Fellow Trustee
  - i) One (1) Student Representative who shall be the TOMA SO President or their designee
  - j) Five (5) Ex-officio Members (without vote) – Executive Director, Speaker and Vice-Speaker of the House of Delegates, TOMA Health Care Consultant, and the MSGA President or their designee
- 3) Shall have the overall responsibility of the finances of this Association.
- 4) Shall employ and direct the Executive Director in his/her duties according to his/her

contract.

- 5) May act upon any matter by mail, email, fax, or telephone vote, email, when necessary. If a vote is taken by mail, the vote shall be by such majority as specified by the Bylaws except that total membership of the Board shall be used to determine the majority specified. The Executive Director shall issue, establish return dates, and canvass all mail votes of the Board. In the event the vote is not returned, it shall be classified as an abstention. The Executive Director shall promptly report the results of such a vote to the Board and the results shall be canvassed and read into the minutes of the Board at its next meeting. This may also be accomplished by conference call or phone poll.
- 6) Shall have the power to dismiss any employee without cause by a two-thirds vote.
- 7) Shall have the power by a two-thirds vote, after careful investigation, to remove any officer or Board member of this Association for incompetence, immoral, unethical or unprofessional conduct, failure to perform duties of his/her office, felony conviction or for due cause.
- 8) Shall authorize reimbursement of out-of-pocket expenses for officers, committee chairmen and committee members upon submission of expense voucher.
- 9) Shall authorize travel per diem expenses of the TOMA Delegates to the AOA House.
- 10) Shall be the sole authority for creating and regulating budgets of this Association.
- 11) Shall have the power to revoke membership of anyone in this Association as provided in Article II, Section 12 and Article IV, Section 4 of TOMA Bylaws.
- 12) Shall approve any expenditure or check in excess of \$10,000.00 prior to its being issued.
- 13) Shall adhere to the Board of Trustees Standing Rules as follows at all meetings:
  - a) An invocation shall be given.
  - b) A written agenda shall be followed.
  - c) The parliamentarian shall be the Speaker or Vice-Speaker of the House of Delegates and shall determine that the Constitution and Bylaws and Robert's Rules of Order are consistently followed.
  - d) A sergeant-at-arms shall be appointed by the President, such appointee to have the usual duties of that office.
  - e) The secretary shall be the Executive Director of TOMA.
  - f) Audience shall be granted before this Board to anyone who has applied for such audience well in advance of the meeting, having stated the nature of his business so that ample background review and full consideration of the subject may be possible.
  - g) Meetings shall be open to any member of TOMA except during Executive Sessions. Such guests to be present without vote but with voice if so granted by the Chair.

- Members are encouraged to attend such meetings.
- h) Executive Sessions may be held at which all voting members shall be expected to attend along with the Executive Director, Speaker of the House of Delegates and Vice Speaker of the House of Delegates unless any or all three are excluded. Action taken during an Executive Session shall be without authority until read into the record of the meeting in open session and affirmed by a vote of the Board as being the accurate transaction.
  - i) Written reports, which have been supplied to Board members prior to a meeting, will not be read to the board unless requested by a majority of the Board members present.
- 14) Shall call for revisions in the Administrative Guide and approve all revisions.
  - 15) Each Trustee shall be elected by the House of Delegates to serve for a period of three years or until a successor is elected and installed. In the same manner of election, vacancies shall be filled to complete unexpired terms. The installation of new Board members and their respective terms shall become effective following the House of Delegates , at the TOMA Annual Convention and timed with the incoming President's installation. The first official scheduled Board meeting for the new Trustees shall be the Third Quarter meeting. All new Board members are welcome to attend the post-House and June Board of Trustees meetings.
  - 16) The New Physician Trustee shall be elected by the House of Delegates to serve for a period of two (2) years or until a successor is elected and installed. In the same manner of election, vacancies shall be filled to complete unexpired terms. This two (2) year term will not be counted against or subject to the regular Trustee term limits.
  - 17) A majority of its members shall constitute a quorum.
  - 18) All committee appointments made by the President shall be subject to Board approval.
  - 19) Any committee requesting an increase in budgetary allowance must submit to the Executive Director at least thirty days in advance of the Board meeting, a general written record of requirements, disbursements, and projected needs.
  - 20) There will be no verbatim minutes of Board meetings unless requested. Board actions will be covered in news style in the "Texas DO". Minutes will not be distributed outside the Board until approved, except to delegates as required or requested.
  - 21) Regular meetings shall be held immediately before and after the annual session of the House of Delegates. Special meetings may be called by the President or the Executive Committee or upon petition by a simple majority of the Board members with proper notice to all members of the Board.

- 22) A member of the Board of Trustees who fails to attend two consecutive regular or special/called Board meetings without just cause, may be removed from the Board by a two-thirds majority vote, such requirement to also apply to the Speaker and Vice Speaker, as set forth in the Bylaws.
- 23) This association may extend official endorsement, after approval by the Board of Trustees, upon any new specific, outside company, service or item on a case-by-case basis. All endorsement agreements/contracts shall contain an indemnification or limitation of liability clause that relieves the association of any liability.

a. **TOMA POLICY ON ENDORSEMENTS**

**Purpose of Endorsements**

The purpose of endorsing goods, products, or services through the TOMA is to provide a tangible membership benefit. As such, this benefit should be available to members solely through their membership in TOMA and not to the general public.

**Value of Endorsements**

Access to osteopathic physicians in Texas through TOMA has a demonstrated value to all our advertisers and vendors. Therefore, TOMA will provide to all its endorsed vendors access to all membership lists, as well as preferred advertising space in our publications, and preferred exhibit space at our conventions.

**Endorsement Proposals**

Companies and individuals wishing to receive endorsement through TOMA must be Business Elite members of TOMA. All proposals must be in written form and clearly delineate the responsibilities of both the vendor and the Association. All proposals for endorsement should include:

- 1) An explanation of how the goods and services will benefit osteopathic physicians
- 2) An agreement to participate/advertise in our publications and conventions
- 3) Any conditions toward the cooperative venture between the vendor and TOMA

**Endorsement Approval**

Companies or individuals seeking an endorsement by TOMA should initially contact the state office in Austin. Proposals must be submitted in written form. At no time will TOMA enter into verbal agreements. Following receipt of the written proposal, it will be reviewed by the Membership Committee, then the Executive Committee, and finally by the Board of Trustees. Approval for endorsement will require a majority vote by the full board. All agreements must be signed by both the TOMA President and its Executive Director. All endorsements will be reviewed annually by the Membership Committee with recommendations to the full board for renewal or cancellation.

24) The Board of Trustees has the ultimate responsibility for the annual convention through the Executive Director. A copy of the convention management manual is available for review (and return) from the Executive Director upon request.

25) **CONFLICT OF INTEREST POLICY**

**Article I Purpose**

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, Texas Osteopathic Medical Association (the “Organization”), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II Definitions**

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b) A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement, or
- c) A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III Procedures**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. The remaining board or committee members shall decide if a conflict of interest exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

**Article IV Annual Statement**

Each director, principal officer and member of a committee with governing board delegated

powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

26) Board Member Duties and Responsibilities

**BOARD MEMBER POSITION DESCRIPTION**

Members of the Board govern the association. The Board determines the association's mission and purpose, ensures effective organizational planning and adequate resources, and ensures the legal and ethical integrity of the association. Board members recruit and retain members and identify emerging leaders.

**RESPONSIBILITIES, TASKS, DUTIES, EXPECTED OUTCOMES**

1. Attend all Board and committee meetings and functions such as special events
2. Maintain knowledge of the association and personal commitment to its goals and objectives
3. Stay informed about the association's Mission, Bylaws, services, policies and programs
4. Review agenda and supporting materials prior to Board and committee meetings
5. Serve on committees as assigned by the President
6. Suggest possible nominees to the Board who can make significant contributions to the work of the Board and the association
7. Follow conflict of interest and confidentiality policies
8. Assist the Board in carrying out its fiduciary responsibilities, such as reviewing the association's financial statements
9. Promote widespread active member participation to develop leadership and encourage harmony

**TIME COMMITMENT**

The Board meets four times a year. Attend committee meetings and conference calls as scheduled. Attend association events including conferences, House of Delegates, other special events.

**REIMBURSEMENT**

Board members may be reimbursed for travel expenses to Board meetings.

**XV. EXECUTIVE COMMITTEE**

- 1) Shall consist of:
  - a) President
  - b) President-Elect
  - c) Vice President
  - d) Immediate Past President

- e) Past President
  - f) Chairman, Department of Professional Affairs
  - g) Chairman, Department of Public Affairs
  - h) Chairman, Department of Development and Liaison
  - i) Executive Director (as secretary, treasurer and ex-officio member of the Committee).
- 2) May transact business of the Board of Trustees between meetings of the Board except that it may not exercise the power of the Board under Article IV and Article II, Section II of the Bylaws.
  - 3) Shall be responsible to the Board of Trustees.
  - 4) Shall be empowered to authorize necessary expenditures, except expenditures of amounts exceeding \$10,000.00 shall require approval by the Finance Committee
  - 5) Shall have additional duties as prescribed in the Bylaws of this Association.
  - 6) Shall establish relations when appropriate with other professions to the end that the public health will best be served and all such contacts with other professional groups shall be made or authorized by this Committee.
  - 7) Cannot discuss amalgamation or other dilution or dissolution of this profession or Association and cannot participate in or continue to attend any meeting where such matters remain the subject or purpose.
  - 8) All meetings of this Committee shall be special and may be called by the President, the Board of Trustees, or by petition of a majority of Committee members.
  - 9) Shall ensure that the financial affairs of the association are conducted in a prudent manner.
    - a) Shall study the expenditures of this Association periodically and shall make recommendations to the Board of Trustees on budgetary and financial matters.
    - b) Shall periodically review the Association investment program.
    - c) Unusual financial matters shall be referred to this Committee for its recommendation to the Board of Trustees.
    - d) Shall compile and periodically review guidelines pertaining to travel expenses, per diems, lodging or any other expenses incurred by its membership in the pursuit of official association business and shall make recommendation to the Board of Trustees.
  - 10) Shall serve as the Board of Trustees of TOMA-PAC in addition to the Executive Director and the Chairman of the Governmental Relations Committee.
  - 11) Shall establish criteria for approved or acceptable absences from Board and Executive Committee meetings

- 12) Department Chair and Board Officer positions on the Executive Committee shall be recommended by a nominating committee composed of; President, President-Elect, Vice-President, Immediate Past President, Past President, and Executive Director of the Association, subject to the approval of the Board of Trustees
- 13) The recommendation of the Nominating Committee for department chairs is subject to the approval of the Board of Trustees
- 14) The Nominating Committee recommendations on Board Officers will be given to the House of Delegates

#### **XVI. DELEGATION TO THE AOA**

- 1) The Speaker of the House of Delegates shall appoint a temporary chairman of the Texas Delegation to the AOA House of Delegates to serve only until such time as the delegates have elected a permanent chairman, which shall be the first order of business at the organizational meeting.
- 2) An organizational meeting shall be called by the temporary chairman and shall be held within three days after election of the AOA delegates, at which time a permanent chairman and vice-chairman shall be chosen by the delegates.
- 3) Elected delegates who are certified to the AOA shall be required to attend the conference meeting of the delegation to be held one day in advance of, and in the same city as the opening of the AOA House of Delegates' meeting.
- 4) The House of Delegates of this Association may instruct its national delegates and may determine whether or not each delegate is to follow unit rule.

#### **XVII. REIMBURSEMENT POLICY**

- 1) Only travel authorized by the TOMA House of Delegates, Board of Trustees, President or Executive Director is eligible for reimbursement.
- 2) All air travel is authorized as coach. If available, supersaver should be used, if possible. TOMA travelers are encouraged to make their reservations at least 14 days in advance of travel.
- 3) Ground transportation (in conjunction with air travel) is reimbursable. Car rentals (compact or mid-sized) are reimbursable for only one day of each day of the Board meeting. Car rental is discouraged unless taxi or shuttle service is unavailable or more expensive.
- 4) Mileage and parking by private auto is reimbursable at the prevailing IRS allowable amount, not to exceed the authorized coach airfare.
- 5.) AOA Delegates receive lodging reimbursement at the AOA designated hotel room rate plus taxes for three nights. Any incidentals (phone calls, movies, room service, bar bills, etc.) are the responsibility of the delegate. TOMA Delegates to the AOA, who are also AOA

Board of Trustees members, may receive the TOMA room reimbursement, but will not be reimbursed for airfare if the AOA has paid for the ticket.

- 6) TOMA Board of Trustees can be reimbursed for overnight expenses (hotel and meals) for actual expenses up to \$125 or receive a per diem of \$125 per night.
- 7) Anyone pre-approved for reimbursement must submit an expense voucher and/or other required documentation to the TOMA office within 60 days of the date the travel expense is incurred.
- 8) TOMA is a non-profit organization and would appreciate conservation of its limited resources. Try to keep reimbursable expenses to a minimum.

## **XVIII. INTERNAL CONTROLS**

### **CONFERENCES**

1. Staff working at registration desk receive cash, check or credit card; fill out a registration/dues form; cash/check stapled to form
2. Payor is given a receipt upon request
3. At the end of each day, 2 staff count all cash, checks and credit card payments received for that day and enter their totals and initials on a new Receipts Summary Sheet. All discrepancies must be resolved at that time. The Receipts Summary Sheet is then attached to the packet of cash, checks and credit card forms.
4. The Receipts Summary Sheet and cash/checks/credit card payments are placed in a cash box and given to the Associate Executive Director who either keeps it with her or puts it in a room safe or hotel lock box.
5. The cash box is brought to the office by the Associate Executive Director.

### **AT THE OFFICE**

#### **Cash/Checks:**

1. All cash and checks are given to the Executive Assistant who prepares a deposit sheet
2. the deposit sheet with cash/checks is given to the Financial Operations Specialist
3. the FOS enters each transaction into QuikBooks
4. the FOS makes a bank deposit every 2-3 days. Pending deposits are kept locked up until sent to the bank
5. FOS retains the deposit sheet
6. a copy of the deposit sheet and documentation is given to the Associate Executive Director who enters membership and PAC payments into Semarca. Documentation is placed in the individual payor's membership file.
7. Executive Assistant enters registration and exhibitor payments into Semarca
8. End-of-Month Reconciliation –
  - a) FOS prints out a report from QuikBooks of all monies received
  - b) AED prints out a report from Semarca of all payments made for membership/PAC
  - c) Executive Assistant prints out a report from Semarca of all payments made for

registration/exhibits  
d) all reports must match

**Credit Cards:**

1. All credit card payments are given to the Executive Assistant who prepares a deposit sheet, no credit card numbers are on the deposit sheet
2. the deposit sheets with documentation are given to the Financial Operations Specialist who processes the payments through NOVA. NOVA forwards the payments directly to the TOMA bank account
3. NOVA sends a report of all transactions to the FOS
4. FOS enters all credit card charges into QuikBooks
5. Executive Assistant keeps a master file of all credit card payments. This master file is kept in a secure, locked location
6. deposit sheets, transaction reports and QuikBooks reports must match
7. a copy of the deposit sheet and documentation is given to the AED who enters membership and PAC payments into Semarca. Documentation is placed in the individual payor's membership file
8. Executive Assistant enters registration and exhibitor payments into Semarca

**ELECTRONIC BILL PAYMENTS**

1. The Executive Assistant gives all bank statements unopened to the Associate Executive Director
2. The AED finds the electronic bill payment on the bank statement and initializes it.
3. The AED then forwards the bank statements to the FOS for reconciliation
4. The AED keeps a log of funds in \$1,000 increments when added to postage machine

**CHANGES IN ADMINISTRATIVE PROCEDURES FROM 2007 AUDIT**

1. Payroll transmittal
  - a. Financial Operations Specialist runs payroll on QuikBooks and produces a payroll report.
  - b. Financial Operations Specialist transmits the payroll to the bank.
  - c. The payroll report is reviewed and signed by the Executive Director or the Associate Executive Director.
  - d. Changes or corrections to the payroll will be reflected in the next payroll.
2. Signing of Checks for Personal Reimbursement
  - a. The Executive Director and Associate Executive Director will not sign any check for reimbursement to/for themselves.
  - b. Exception: if the recipient of the check for reimbursement is not available at the time or not likely to be available in the next couple of days, needs verbal or written approval of President
3. Review of Bank Reconciliation

- a. Approval of the Bank Reconciliations will be accomplished by the Executive Director or Associate Executive Director and accomplishment indicated by an original signature.
  - b. Approval of the Bank Reconciliation should be rotated between the Executive Director and Associate Executive Director from time to time.
4. Authorization to Pay Bills (Accounts Payable)
- a. Checks made out to Accounts Payable payees should be signed by either of the Executive Director or Associate Executive Director, but not by the party (of the two) approving such bills for payment.
  - b. Exception: The Associate Executive Director may sign checks for Accounts Payable payees if the Executive Director is not available for an extended period of time (longer than 2 days after the checks are printed).