

**VOTED AND APPROVED BY EXEC COUNCIL 10/05**

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**TEXAS ASSOCIATION OF OBSTETRICIANS AND GYNECOLOGISTS**

**ARTICLE ONE**

Pursuant to the provisions of Article 1396-4.06 of the Texas Non-Profit Corporation Act, Texas Association of Obstetricians and Gynecologists hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto, if any, that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

**ARTICLE TWO**

The Articles of Incorporation are amended by the Restated Articles of Incorporation as follows:

The first paragraph on page 1 is deleted.

Article II is amended to delete the address and name of the initial registered agent and insert the present one.

Article VI provisions are deleted and a statement made that the qualifications for membership shall be provided for in the Bylaws.

Article VII is amended to delete Section 4 thereof, which includes the names and addresses of the initial Executive Council, and the identity of the current Executive Council is inserted in lieu thereof.

Articles have been renumbered as appropriate and any numerical correction made where needed. For example, the original Articles of Incorporation omitted an Article VIII.

Article X is deleted.

Article XI is amended to delete the requirement that only the members may amend Bylaws. Authority is given to the Executive Council to amend the Bylaws subject to a veto by at least 20% of the membership.

Article XIII is deleted.

Article XIV is deleted which includes the indemnity of the incorporators and their affidavits.

Article XV is amended to delete the restriction on the corporation engaging in lobbying or political activity.

A new Article VIII is added to limit the liability of Councilors except for stated reasons.

A new Article XII is added to provide for the distribution of assets upon dissolution.

### **ARTICLE THREE**

Each such amendment made by the Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act, and such Restated Articles of Incorporation were duly adopted in the following manner:

The Restated Articles of Incorporation as so amended were adopted by a vote of members held on \_\_\_\_\_ at which a quorum was present, and the Restated Articles of Incorporation as so amended received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

### **ARTICLE FOUR**

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire intent thereof as set forth:

ARTICLES OF INCORPORATION  
OF  
TEXAS ASSOCIATION OF  
OBSTETRICIANS AND GYNECOLOGISTS

ARTICLE I  
NAME

The name of the corporation is Texas Association of Obstetricians and Gynecologists (hereinafter called "the Association").

ARTICLE II  
REGISTERED OFFICE AND AGENT

The street address of the present registered office of the Association is 1850 Hickory, #200, Abilene, Texas 79601-2334, and the name of its registered agent at such address is Peter K. Norton, M.D.

ARTICLE III  
NON-PROFIT CORPORATION

The Association is a non-profit corporation.

ARTICLE IV  
DURATION

The period of the Association's duration is perpetual.

ARTICLE V  
PURPOSES

The Association is organized exclusively for the purpose of the cultivation and promotion of the science, art and practice of Obstetrics and Gynecology in Texas.

ARTICLE VI  
MEMBERSHIP

The qualifications for membership in the Association shall be provided in the Bylaws and shall be consistent with Article V hereof.

ARTICLE VII  
EXECUTIVE COUNCIL

**Section 1.** The affairs of the Association shall be managed by the Executive Council, each of the members of which shall be a Fellow or Life Fellow of the Association.

**Section 2.** The Executive Council shall consist of:

- (a) the President, President-Elect, Vice-President, and Secretary-Treasurer of the Association, each of whom shall serve on the Executive Council during his or her term as such officer of the Association;
- (b) the Immediate Past President of the Association, who shall serve for a term of one year;

- (c) nine additional Executive Councilors, each of whom serve on the Executive Council for a term of three years, with the terms of three expiring in each year; and
- (d) The Chair, the Vice-Chair, and the Treasurer of the Texas Section-American College of Obstetricians and Gynecologists (ACOG), and the Chair and Vice-Chair, Texas Section-American College of Obstetricians and Gynecologists Junior Fellows, who shall serve during his or her term as such officer of ACOG.

**Section 3.** The President shall be the presiding officer or, in his absence, the President-Elect.

**Section 4.** The Executive Councilors referred to in Section 2(c) shall be elected by the voting members of the Association at the annual meeting of the Association or at a special meeting called for that purpose.

**Section 4.** The present Executive Council consists of the following persons:

<u>Name</u>	<u>Address</u>
Moss R. Hampton, M.D.	3501 Soncy, Ste. 140 Amarillo, TX 79121
Tony Dunn, M.D.	405 Londonderry, #310 Waco, TX 76712
Betty J. Edwards, M.D.	17070 Red Oak Dr., #405 Houston, TX 77090
Robert S. Schenken, M.D.	7703 Floyd Curl Dr. Dept of Ob/Gyn San Antonio, TX 78229
Peter K. Norton, M.D.	1850 Hickory, #200 Abilene, TX 79601-2334
Dave W. Kittrell, M.D.	4499 Medical Drive, #156 San Antonio, TX 78229-3711

John C. Jennings, M.D.	Dept of Ob/Gyn Univ. of Texas Medical Branch 301 University Blvd. Galveston, TX 77555-0587
Amy Young, M.D.	1709 Dryden St. Houston, TX 79430-8340
Kellie Flood-Shaffer, M.D.	Dept of Ob/Gyn, TTUHSC 3601 4 <sup>th</sup> Street Lubbock, TX 79430-8340
Eugene C. Toy, M.D.	Christus/St. Joseph Hospital 1819 Crawford, Ste. 1708 Houston, TX 77002
George D. Wendel, Jr., M.D.	Dept of Ob/Gyn UTSWHSC 5323 Harry Hines Blvd. Dallas, TX 75390-9032
Arthur T. Evans, M.D.	Chair, Dept of Ob/Gyn Texas Tech University HSC 3601 4 <sup>th</sup> Street Lubbock, TX 79430-8340
Terrence A. Kuhlmann, M.D.	1007 East 41 <sup>st</sup> Street Austin, TX 78751-4809
Charles E. Lee Brown, M.D.	1313 Red River, Suite 206 Austin, TX 78701
Marlene M. Corton, M.D.	Dept of Ob/Gyn 5323 Harry Hines Blvd. Dallas, TX 75390-9032
Mark C. Maberry, M.D.	1850 Hickory, 2 <sup>nd</sup> Floor Abilene, TX 79601-2334

## ARTICLE VIII LIMITATION OF LIABILITY

An Executive Council member may not be held liable to the Association or its members for monetary damages for an act or omission in the Council member's capacity as Council member except for: a breach of the of the Council member's duty of loyalty to the Association or its members; and an act or omission

not in good faith or that involves intentional misconduct or a knowing violation of the laws; a transaction from which a Council member received an improper benefit, whether or not the benefit resulted from an action within the scope of the Council member's office; or an act or omission for which the liability of Council member is expressly provided by statute. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of personal liability of a Council member existing at the time of the repeal or modification.

## ARTICLE VIII ELECTION OF EXECUTIVE COUNCILORS AND OFFICERS

**Section 1.** The nomination of all officers and other Executive Councilors shall be made by the Executive Council acting as a nominating committee. Nominations may also be made from the floor.

**Section 2.** The election of all officers and other Executive Councilors shall take place at the executive session at the annual meeting or at any special meeting of the members called for that purpose. A majority of the votes cast shall constitute an election.

**Section 3.** Any vacancy occurring in any office or on the Executive Council may be filled temporarily by the Executive Council.

## ARTICLE X BYLAWS

The Bylaws may be amended or supplemented by a two-thirds vote of the Executive Council; provided, however, an explanation of all changes shall be mailed to the membership at least thirty days before they become effective. The membership shall also be mailed (either by letter or electronically) a ballot to vote their opposition to such an amendment. Unless at least twenty percent of the members respond by voting against the amendment, it shall become effective on the date specified.

## ARTICLE XI NON-PROFIT RESTRICTIONS

No part of the net earnings of the Association shall inure to the benefit of, or shall be distributable to its officers, other Executive

Councilors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE XII  
DISSOLUTION

Upon the dissolution of the Association, the Executive Council shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United State Internal Revenue Law), as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Texas Association of Obstetricians and Gynecologists

By: \_\_\_\_\_

\_\_\_\_\_  
(Print name and title)