

===== BY LAWS =====

**BYLAWS OF
TEXAS ASSOCIATION OF OBSTETRICIANS AND GYNECOLOGISTS
(the “Association” or “TAOG”)**

TAOG MISSION STATEMENT

Goals

The mission of the Texas Association of Obstetricians and Gynecologists is to promote the art and science of medicine, specifically Obstetrics and Gynecology, for the betterment of women’s health care in Texas.

Vision

The Texas Association of Obstetricians and Gynecologists will be the leading force in Texas for solutions, knowledge, and tools that promote health care for women.

Core Values of Leadership, Excellence, and Integrity

The Texas Association of Obstetricians and Gynecologists’ core values are leadership in the promotion of the doctor-patient role and in the advocacy of our patients’ health, excellence in the quality of service care and information we provide to our patients, and integrity and ethical behavior in all that we do.

Objectives and Strategies

1. TAOG will work with the Texas Legislature, other governmental agencies, the courts, employers, health care systems and insurers, to maintain a high profile and keep the focus on women’s health.
2. TAOG will cooperate closely with the American College of Obstetricians and Gynecologists to promote the professionalism of our specialty and to educate the public and private sectors about the cost-effectiveness of obstetrical and gynecological care.
3. TAOG will continue with efforts to build the Texas Coalition for Women’s Health, which is a key vehicle for patient education.
4. TAOG will examine the demographics of our Association carefully to ensure that our membership reflects gender and ethnic balance.
5. TAOG will develop a fiscally sound organization that provides value to our members.

Article 1. Membership

Currently classes of members are: Fellows, Inactive Fellows, Nonresident Fellows, Honorary Fellows, Life Fellows, Junior Fellows, and Invited Fellows.

Section 1.1 Fellows

- (a) Fellows can hold office, are part of the general membership, and can vote.
- (b) They must be residents of the state of Texas and licensed to practice in the state of Texas except members of Government and armed forces.
- (c) They must have graduated from an accredited ob/gyn residency program.
- (d) They must have practiced continuously for three (3) years in present locality, or passed the written ABOG exam (someone who is outstanding in achievements or training may be admitted to active status without the three (3) year requirement at the discretion of the Executive Council).
- (e) 100% of the Fellow's practice must be limited to one or both of specialties of obstetrics or gynecology.
- (f) The candidate's name must be proposed in writing by two Fellows in good standing (If the applicant is an active Fellow or Junior Fellow in good standing of ACOG, no sponsoring signatures are required).
- (g) An application must be filled out and submitted by the candidate (including such information as age, school, graduation date, list of publications, etc.) and will be available to Executive Council.
- (h) The Secretary-Treasurer will review the applications and submit the candidates to the Executive Committee for approval prior to presentation of the candidates at the annual meeting. The quorum will consist of 2/3 of affirmative of all members present at the meeting.
- (i) All names will come before the Executive Committee and needs a 2/3 vote approval by the Executive Committee before presentation to the members at the annual meeting.
- (j) First years' dues are required to be submitted with application and will be refunded if the application is denied.
- (k) The Secretary-Treasurer will notify the candidate the outcome of the vote, and if a favorable vote, a membership certificate will be issued; in the event of an unfavorable vote, the application fee/first year dues will be refunded.
- (l) No individual will be elected to membership who has not been cleared through and recommended by the Executive Council.

Section 1.2. Inactive Fellows

- (a) These are Fellows who are called into the armed or government service, and have been given a leave of absence by Secretary.
- (b) They are not required to pay dues, and cannot vote or hold office.
- (c) Upon termination of the service, his/her regular membership will be reinstated with written notice to the Secretary.

Section 1.3. Non-Resident Fellows

- (a) These are Fellows who move from the state of Texas and request non-resident membership in writing. This is granted by Secretary-Treasurer.
- (b) Non-Resident Fellows will not be required to pay dues and cannot vote or hold office.
- (c) If Non-Resident Fellows return to Texas, they may ask to have regular membership reinstated in writing.

Section 1.4. Honorary Fellows

- (a) The nomination of Honorary Fellows is vested in the Executive Council.
- (b) These individuals must be outstanding in at least one of the specialties of obstetrics and gynecology, proposed by Executive Council, and no application is needed.
- (c) They may be elected by a 2/3 approval vote of voting members at any meeting of the general membership.
- (d) Honorary Fellows cannot vote or hold office, and not be required to pay fees or dues.

Section 1.5. Life Fellows

- (a) Life Fellows are Active Fellows who have been in good standing for at least 5 consecutive years who has reached the age of 65 years or older.
- (b) They are automatically transferred to Life Fellow status upon written notice from the Secretary-Treasurer.
- (c) Any Active Fellow who has been in good standing for five or more

consecutive years and who becomes invalid or disabled, may request Life Fellowship in writing to the Executive Council. The approval of the Executive Council is needed for the individual to be placed on life membership roster. In the event that the Life Fellow's health returns, and (s)he resumes medical practice, then the individual shall be reinstated as an Active Fellow.

- (d) Life Fellows shall enjoy all privileges of Active Fellows, except they shall not be required to pay dues or special assessments.
- (e) They can vote and hold office.

Section 1.6. Junior Fellows

- (a) Junior Fellows must currently be undergoing residency or fellowship training in a subspecialty of ob/gyn at an ACGME accredited ob/gyn residency program in an institution within the state of Texas.
- (b) The resident's Program Director must propose and endorse the candidate's application in writing to the Executive Council.
- (c) The application form must be completed by the applicant and sent to the Secretary, who will present the candidate to the Executive Council.
- (d) The candidate must be approved by vote of the Executive Council, and receive at least a 2/3 affirmative vote of all Executive Council members present, and the Secretary Treasurer shall submit these names to members at the annual meeting.
- (e) The quorum will consist of 2/3 of affirmative of all members present at the meeting
- (f) The Secretary will notify Junior Fellow candidate of acceptance of the application.
- (g) Termination of Junior Fellowship will occur if (s)he is no longer in an ob/gyn residency, or if the resident transfers to residency training occurs outside of the state of Texas.
- (h) Elevation to Fellowship status will occur if the Junior Fellow has: 1) completed residency training in good standing, 2) passed the written examination of the American Board of Obstetrics and Gynecology, 3) established a location for practice within the State of Texas, and 4) is endorsed by two active members of TAOG in the community (if the candidate is an ACOG Fellow or ACOG Junior Fellow, then this endorsement requirement can be waived).
- (i) 100% of the Junior Fellow's practice must be limited to the fields of obstetrics or gynecology or both.

- (j) If the Junior Fellow does not become elevated to Fellow status after 3 years following graduation of residency, the membership with TAOG is terminated.
- (k) Upon request, if the Junior Fellow moves out of state to complete specialty fellowship training, the Junior Fellow status may be retained until their return to practice in Texas.
- (l) Elevation of Junior Fellow to Active Fellow status will be vested in Executive Council by a 2/3 vote. On notification and approval, Secretary Treasurer will notify candidate and issue a fellowship certificate.

Section 1.7. Invited Fellows

- (a) Invited Fellows must exhibit full time involvement in obstetrics or gynecology or both, or full-time activity with an ob/gyn department (cross appointment).
- (b) The candidate must be by invitation and the application proposed by an active TAOG Fellow.
- (c) An Invited Fellow's application will be weighed on the contributions to the field of obstetrics and gynecology and must be discussed by Executive Council and needs 2/3 vote of approval to be presented to the general membership at the annual meeting. The quorum will consist of 2/3 of affirmative of all members present at the meeting.
- (d) They must pay full dues, and cannot vote or hold office.

Section 1.8. Initiation Fees/ Annual Dues

- (a) Application fees- the first years' dues will serve as the application fee, and needs to be enclosed with a properly completed written application.
- (b) Each member unless exempted must pay in advance the sum determined by the Executive Council annually.
- (c) Any member failing to pay annual dues for 2 consecutive years automatically forfeits membership.

Section 1.9. Special Assessments

- (a) Special assessments may be levied on members at any annual meeting or special meeting of the members by a majority vote of a quorum of the members present in the person or proxy and entitled to vote provided notice of such meeting shall have specified that a special assessment was to be considered at such meeting.
- (b) Special assessments shall be due as payable on the date specified in the resolution of the membership adopting such special assessment.

- (c) Any member failing to pay when due any special assessment shall automatically forfeit his or her membership.

Article 2. Meetings of the Membership

Section 2.1. Annual Meetings

(a) General. The annual meeting of the members of the Association shall be held at such time and place and manner determined by the Executive Council. The annual meeting shall consist of an Executive Council meeting for the proposal of candidates of Executive Councilors and officers and the transaction of such other business as may properly come before the session, and a general session. There shall be as least one (1) Executive Council meeting session annually.

(b) Order of Business. The order of business at the annual meetings of the Association includes a General Session with the approval of prior minutes, the President's address, Reports of the Committees, report from the Secretary Treasurer and membership committee, financial report, and vote on new members, voting on Executive Council recommendations, and other relevant business. Occasionally, an Executive session limited to voting members may be necessary.

Section 2.2. Special Meetings. Except as otherwise provided by law or by the Articles of Incorporation, special meetings of the members may be called by the Executive Council, or by members representing not less than one-tenth (1/10) of all the members having voting power at such meeting, and shall be held at such place and at such time, as shall be determined by the Executive Council and stated in the notice calling such meeting. Business transacted at any special meeting of the members shall be limited to the purpose stated in the notice of such meeting given in accordance with the terms of Section 2.3.

Section 2.3. Notice of Meetings -- Waiver. Written or printed notice of each meeting of members stating the place, day, and hour of any meeting, and, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of such meeting, either personally by electronic mail, or by postage mail, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the books of the Association with postage thereon prepaid. Such further or earlier notice shall be given as may be required by law, the Articles of Incorporation, or these Bylaws. The signing by a member of a written waiver of notice of any members' meeting, whether before or after the time stated in such waiver, shall be equivalent to the receiving by him of notice required to be given with respect to such meeting. Attendance by a member whether in person or by proxy, at

a members' meeting shall constitute a waiver of notice of such meeting. No notice of any adjournment of any meeting shall be required.

Section 2.4. Quorum and Officers. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the members entitled to vote and represented in person or by proxy shall constitute a quorum at a meeting of members; provided that at any executive session of any annual meeting, a quorum shall consist of a majority of the voting members in attendance at the annual meeting, and shall at all times be present for the transaction of business. The voting members present at a duly organized meeting may continue to transact business until adjournment, provided that at any executive session of any annual meeting, a quorum shall consist of a majority of the voting members in attendance at the annual meeting, and shall at all times be present for the transaction of business. The vote of a majority of the members entitled to vote, and thus, represented at a meeting at which a quorum is present, shall be the act of the members' meeting, unless the vote of a greater number is required by law. The President of the Association shall preside at, and the Secretary shall keep the records of, each meeting of members and in the absence of either such officer, his duties shall be performed by any other officer authorized by these Bylaws or any person appointed by resolution duly adopted at the meeting.

Section 2.5. Voting at Meetings. Each member of a class entitled to vote under the Articles of Incorporation or these Bylaws shall be entitled to one vote on each matter submitted to a vote at a meeting of members except to the extent that the Articles of Incorporation, these Bylaws, or the laws of the State of Texas provide otherwise.

Section 2.6. Proxies. A member may vote either in person or by proxy executed in writing by the member, or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. A proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law.

Section 2.7. Decorum. No remarks reflecting upon the personal or professional character of any members shall be in order at any meeting, except when introduced by the Executive Council.

Section 2.8. Rules of Order. Robert's Rules of Order shall be accepted as a parliamentary guide in the deliberations of the Association.

Section 2.9. Misconduct. The Executive Council shall have the authority to censure, suspend or expel a member in any category whose practice of medicine has been restricted by an action of the Texas Medical Board, or who has violated any of the provisions of the Articles of Incorporation or Bylaws by the affirmative vote of two-thirds of the Executive Council or a committee designated by the Executive Council; provided, however, that a statement of charges shall have been mailed by certified mail to the last recorded address of the member at least 30 days before final action is to be taken.

This statement shall be accompanied by a notice of the time and place of the meeting at which the charge shall be considered and the member shall have the opportunity to appear in person and to present any defense to such charges before action is taken. The Executive Council shall have such authority and power as may be necessary to adopt rules and policies relative to the procedure to be followed at any such proceeding and to implement this section of the Bylaws.

Article 3. TAOG Executive Council

Section 3.1. Number, Qualifications and Term. The business and affairs of the Association shall be managed and controlled by the Executive Council; and, subject to any restrictions imposed by the law, the Articles of Incorporation, or by these Bylaws, the Executive Council may exercise all the powers of the Association, including the powers to control publications of the Association and to accept or reject papers or discussion. The Executive Council shall consist of nineteen (19) members, each of whom shall be a Fellow or Life Fellow of the Association as follows:

- (a) each of the President, President-Elect, Vice-President and Secretary-Treasurer of the Association shall serve on the Executive Council as a full member thereof during his or her term as such officer of the Association;
- (b) the Immediate Past President of the Association shall serve on the Executive Council for a term of one year immediately following the completion of his or her term as President; and
- (c) nine (9) Executive Councilors, each of whom shall serve on the Executive Council for a term of three (3) years, with the terms of three expiring in each year. The Executive Councilors shall be elected by the voting members of the Association at the annual meeting of the Association or at a special meeting thereof called for that purpose. The manner of election of Executive Councilors shall be as prescribed in the Articles of Incorporation or these Bylaws.
- (d) The Chair, Vice-Chair, and Treasurer of the Texas Section American College of Obstetricians and Gynecologists;
- (e) Two Junior Fellow members, one of whom should currently hold the office of Texas Section ACOG Junior Fellow Chair or Vice-Chair. Appointment will be made by the members of the Executive Council to serve a two year term with terms expiring each alternating year.

Section 3.2. Ex-officio Members. The immediate Past President and each Executive Councilor shall hold office, unless removed in accordance with Section 3.3 of these Bylaws, for the term specified above and until his successor shall have been duly elected and qualified.

Section 3.3. Removal. The immediate Past President and/or any or all of the Executive Councilors may be removed from office, with cause, at any annual or special meeting of members at which a quorum is present by the affirmative vote of a majority of the members present in person or by proxy and entitled to vote at such meeting, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting shall have so provided, the vacancy caused by such removal may be filled at such meeting by the affirmative vote of a majority in number of the members present in person or by proxy and entitled to vote.

Section 3.4. Vacancies. Any vacancy occurring in the Executive Council (other than one of the officers) may be filled by the vote of a majority of the remaining members of the Executive Council, which may comprise less than a quorum of the Executive Council. A member of the Executive Council elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 3.5 Regular Meetings. Regular meetings of the Executive Council shall be held at least once a year and as determined by the Executive Council, and at such other times and places as the Executive Council shall determine. No notice of any kind of such regular meetings needs to be given to either old or new members of the Executive Council.

Section 3.6 Special Meetings. Special meetings of the Executive Council shall be held at any time by call of the President or any three (3) members of the Executive Council. The Secretary shall give notice of each special meeting to each member at his usual business or residence address by mail or electronic mail at least three (3) days before the meeting or in person, by telegraph or telephone or at least one (1) day before such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, such notice need not specify the business to be transacted at, or the purpose of, such meeting. No notice shall be necessary for any adjournment. The signing of a written waiver of notice of any special meeting by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the receiving of such notice. Attendance at a meeting shall also constitute a waiver of notice of such meeting, except where a member of the Executive Council attends a meeting for the express and announced purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 3.7 Quorum. Eight (8) members of the Executive Council shall constitute a quorum for the transaction of business and the act of not less than a majority of such quorum of the Executive Council shall be required in order to constitute the act of the Executive Council, unless the act of a greater number shall be required by law, by the Articles of Incorporation or by these Bylaws.

Section 3.8 Procedure at Meetings. The President shall preside at meetings of the Executive Council. In his absence at any meeting, any officer authorized by the Articles

of Incorporation or these Bylaws or any member of the Executive Council selected by the members present shall preside. The Secretary of the Association shall act as Secretary at such meetings of the Executive Council. In his absence, the presiding officer of the meeting may designate any person to act as Secretary. At meetings of the Executive Council the business shall be transacted in such order as the Executive Council may from time to time determine.

Section 3.9. Presumption of Assent. Any member of the Executive Council who is present at a meeting of the Executive Council at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member of the Executive Council who voted in favor of such action.

Section 3.10. Action Without a Meeting. Any action required by statute to be taken at a meeting of the Executive Council, or which may be taken at such meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each member of the Executive Council entitled to vote at such meeting, and such consent shall have the same force and effect as a unanimous vote of the Executive Council. Such signed consent, or a signed copy thereof, shall be placed in the minutes book of the Association.

Section 3.11. Compensation. Members of the Executive Council as such shall not receive any stated salary for their service. However, if it has been necessary due to extraordinary circumstances for an Executive Council member to devote a substantial amount of time to the affairs of TAOG, then a vote of 75% of the Executive Council approving, reasonable compensation may be authorized. The recipient of the compensation must abstain from voting on the question. Also, appropriate receipts must be sent in prior to issuing any compensation.

Section 3.12. Executive Committee. The Executive Council, by resolution adopted by a majority of the full Executive Council, may designate an Executive Committee, which committee shall consist of two (2) or more members of the Executive Council. Such Executive Committee may exercise such authority of the Executive Council in the business and affairs of the Association as the Executive Council may, by resolution duly adopt, delegate to it except as prohibited by law. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Executive Council, or any member thereof, of any responsibility imposed upon it or him by law. Any member of the Executive Committee may be removed by the Executive Council. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Executive Council when required. The minutes of the proceedings of the Executive Committee shall be placed in the minutes' book of the Association.

Section 3.13. Legislative Committee. The duties of the Legislative Committee will be to monitor and review existing and proposed legislation that may affect the welfare of women, or impacts the goals of TAOG or its member, and to make recommendations to the Executive Council concerning such legislation. This committee should consist of at least 6 members, consisting of the current President, President-Elect, Past-President, Secretary-Treasurer, and three members. One member should always be the member appointed to the TMA Legislative Committee. The ACOG Texas Section Chair should also be on the committee. The members will appoint the Chair of the committee within themselves. This committee works with the lobbyist to identify important legislative issues, consult with various entities in Austin, and make the Executive Council and members aware of important legislative issues.

Section 3.14. Other Committees. The Executive Council, by resolution adopted by a majority of the full Executive Council, may appoint one (1) or more committees of two (2) or more members of the Executive Council each. Such committees may exercise such authority of the Executive Council in the business and affairs of the Association as the Executive Council may, by resolution duly adopted, delegate, except as prohibited by law. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Executive Council, or any member thereof, of any responsibility imposed on it or him by law. Any member of a committee may be removed at any time by the Executive Council.

Article 4. Officers

Section 4.1. Number. As delineated in the Articles of Incorporation, the officers of the Association shall consist of a President, a President-Elect, a Vice-President, and a Secretary-Treasurer; and, in addition, such other assistant officers and agents as the Executive Council may deem necessary or desirable. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 4.2. Election, Term, Qualification. Officers shall be chosen by the members each year at the annual meeting thereof, and the term begins upon adjournment of the annual business meeting. The President, President Elect, Immediate Past President, and Vice President shall serve a one-year term of office which will likewise end upon adjournment of the next annual business meeting. The Secretary-Treasurer shall serve for a minimum four year term, with the term expiring at the adjournment of the annual business meeting, four years following election. The President shall be the person who served as President-Elect during their term of office of the immediately preceding President. All other officers shall be elected by the members in the manner provided in the Articles of Incorporation. Assistant officers, if any, shall from time to time be elected or appointed by the Executive Council. Each officer shall hold office until his successor has been chosen and qualified, or until his death, resignation or removal. Each officer of the Association shall be a member of the Association.

Section 4.3. Removal. Any officer, assistant officer or agent elected or appointed by the members of the Association or the Executive Council may be removed by the body electing or appointing such officer, assistant officer or agent, whenever in its judgment the best interests of the Association will be served thereby.

Section 4.4. Vacancies. Any vacancy in any office for any cause may be temporarily filled by the Executive Council at any meeting thereof.

Section 4.5. Duties. The officers of the Association shall have such powers and duties, except as modified by the Executive Council, as generally pertain to their offices, respectively, as well as such powers and duties as from time to time shall be conferred by the Executive Council and/or by these Bylaws.

Section 4.6. The President. The President shall have general direction of the affairs of the Association and general supervision over its several officers, subject however, to the control of the Executive Council. He shall at each annual meeting, and from time to time, report to the members and to the Executive Council all matters within his knowledge which, in his opinion, the interest of the Association may require to be brought to the notice of such persons. He shall preside at all meetings of all members, shall sign and execute in the name of the Association all contracts or other instruments authorized by the Executive Council except in cases when the signing and execution thereof shall be expressly delegated or permitted by the Executive Council or by these Bylaws to some other officer or agent of the Association; and, in general, he shall perform all duties incident to the office of the President, and such other duties as from time to time may be assigned to him by the Executive Council or as are prescribed by these Bylaws.

Section 4.7. The President-Elect. The President-Elect shall be a member of the Executive Council and shall succeed the President in office after the completion of the full regular term of office of the President, but not before. At the request of the President, or in his absence or disability, the President Elect shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to all restriction upon, the President. Any action taken by the President Elect in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. President Elects shall perform such other duties as may, from time to time, be assigned to them by the Board of Directors or the President.

Section 4.8. The Vice President. The Vice-President organizes the scientific annual meeting including arranging for speakers, scientific paper presentations, and social functions. The Vice-President will interface with the Secretary-Treasurer and the Executive Director to ensure location, accommodations, contractual obligations, and CME through ACOG.

Section 4.9. Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of all meetings of the members, of the Executive Council and of the Executive Committee, if any, of the Executive Council, in one (1) or more books provided for such purpose and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He shall be custodian of the corporate records and of the seal (if any) of the Association and see, if the Association has a seal, that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; shall have general charge of books and papers of the Association as the Executive Council may direct, all of which shall, at all times, be open to the examination of any member of the Executive Council, upon application at the office of the Association during business hours; and in general shall perform all duties and exercise all powers incident to the offices of the Secretary or of the Treasurer and such other duties and powers as the Executive Council or the President from time to time may assign to or confer on him. The Secretary-Treasurer shall keep complete and accurate records of account, showing at all times the financial condition of the Association, and shall submit a financial audit at each annual meeting of the members. He shall be the legal custodian of all money, notes, securities, and other valuables which may from time to time come into the possession of the Association. He shall furnish at meetings of the Executive Council or whenever requested, a statement of the financial condition of the Association, he shall superintend the publication of the transactions under the directions of the Executive, Council, and shall perform such duties as these Bylaws may require or the Executive Council may prescribe.

Section 4.10. Assistant Officers. Any Assistant Secretary-Treasurer or Executive Director appointed by the Executive Council shall have power to perform, and shall perform, all duties incumbent upon the Secretary-Treasurer of the Association, respectively, subject to the general direction of such officer, and shall perform such other duties as these Bylaws may require or the Executive Council may prescribe.

Section 4.11. Bonds of Officers. The Executive Council may secure the fidelity of any officer of the Association by bond or otherwise, on such terms and with such surety or sureties, conditions, penalties, or securities as shall be deemed proper by the Executive Council.

Section 4.12. Delegation. The Executive Council may delegate temporarily the powers and duties of any officer of the Association, in case of his absence or for any other reason, to any other officer, and may authorize the delegation by any officer of the Association of any of his powers and duties to any agent or employee, subject to the general supervision of such officer.

Article 5. Executive Office

Section 5-1. The Executive Office serves to coordinate the business of TAOG, and currently consists of the Executive Director. At the direction of the Executive Council, the Executive Director will facilitate the correspondences, communication, and other

business of the Association. The financing for this office will be determined by the Executive Council, and reviewed each year.

Article 6. Miscellaneous

Section 6.1. Contracts. The Executive Council may authorize any officer or officers, agent or agents, of the Association to enter into any contract or execute and deliver any instrument liable for any purpose or in any amount.

Section 6.2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer, or such other officers or employees of the Association as shall from time to time be authorized pursuant to these Bylaws or by resolution of the Executive Council.

Section 6.3. Depositories. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Executive Council may from time to time designate, and upon such terms and conditions as shall be fixed by the Executive Council. The Executive Council may from time to time authorize the opening and maintaining within any such depository as it may designate, of general and special accounts, and may make such special rules and regulations with respect thereto as it may deem expedient.

Section 6.4. Corporate Seal. The corporate seal, if any, shall be in such form as the Executive Council shall approve, and such seal, or a facsimile thereof, may be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by officers of the Association.

Section 6.5. Fiscal Year. The fiscal year of the Association shall begin and end on such dates as the Executive Council shall determine.

Section 6.6. Books and Records. The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members and Executive Council, and shall keep at its registered or principal office, a record of its members, giving the names and addresses of all members and the class of each member.

Section 6.7. Resignations. Any member of the Executive Council or any officer or assistant officer may resign any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

ARTICLE 7. Amendments

Section 7.1. Amendments. As delineated in the Articles of Incorporation, these Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by a two-thirds (2/3) vote of the Executive Council; provided however, an explanation of all changes shall be mailed to membership (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.

Certificate by Secretary

The undersigned, being the Secretary of the Texas Association of Obstetricians and Gynecologists, hereby certifies that the foregoing code of Bylaws was duly adopted by the initial Executive Council of said corporation effective on _____, 2006

In Witness Whereof, I have signed this certification on this the _____ day of _____, 2006.

Peter Norton, MD

Peter Norton, MD, Secretary Treasurer