BYLAWS OF THE TEXAS SOCIETY OF PATHOLOGISTS' ASSISTANTS

ARTICLE I — NAME

Section 1. Name

The name of the corporation shall be **Texas Society of Pathologists' Assistants**, hereafter referred to as the "Society" or "TSPA."

Section 2. Principal Office

The principal office of the Society shall be located in the State of Texas.

ARTICLE II — MISSION AND PURPOSE

Section 1. Mission

The mission of the Texas Society of Pathologists' Assistants is:

"Advancing Education, Membership, Networking, and Advocacy throughout Texas."

Section 2. Professional Purpose

At TPSA, we are passionate about providing a place for Texas-based Pathologists' Assistants to share resources, advocate for our profession, create community, and promote advanced learning opportunities.

Section 3. Activities

The Society may pursue its mission through activities including:

1. Continuing education and professional development;
2. Educational conferences, seminars, workshops, and programs;
3. Professional networking and collaboration;
4. Advocacy concerning legislation, regulation, professional practice, and issues affecting pathologists' assistants;
5. Promotion of professional standards and ethical practice;
6. Communication concerning developments affecting the profession;
7. Support and development of pathologists' assistant students and trainees;
8. Collaboration with healthcare organizations, educational institutions, professional societies, governmental entities, and other stakeholders;
9. Promotion of awareness and understanding of the pathologists' assistant profession;

10. Research, surveys, and collection of information concerning the profession;
11. Development of resources that advance the profession; and
12. Other lawful activities consistent with the Society's mission and exempt purpose.

Section 4. Federal Tax-Exempt Purpose

The Society intends to operate as a professional association organized for purposes consistent with Section 501(c)(6) of the Internal Revenue Code, subject to recognition by the Internal Revenue Service.

The Society shall be operated in a manner consistent with applicable federal and Texas law.

Section 5. No Private Inurement

No part of the net earnings of the Society shall inure to the benefit of any private individual, member, director, or officer, except for reasonable compensation for legitimate services and reimbursement of properly documented expenses.

ARTICLE III — BOARD-MANAGED GOVERNANCE

Section 1. Management

The affairs, property, activities, and business of the Society shall be managed by or under the direction of the **Board of Directors**, subject to the Certificate of Formation, these bylaws, the reserved authority of the Executive Board, and applicable law.

Section 2. Board Authority

The Board shall have authority to:

1. Establish organizational policies;
2. Approve the annual budget;
3. Manage Society finances;
4. Establish membership dues;
5. Approve contracts;
6. Establish committees;
7. Appoint committee chairs;
8. Authorize expenditures;
9. Establish programs and events;
10. Establish professional and educational initiatives;
11. Authorize advocacy activities;
12. Employ or contract with individuals or organizations;
13. Establish financial controls;

14. Establish membership procedures;
15. Maintain the Society's corporate records;
16. Authorize applications for grants or other funding;
17. Approve sponsorship relationships; and
18. Take other actions necessary to accomplish the Society's mission.

The Board's authority shall remain subject to the reserved authority of the Executive Board established in Article V.

Section 3. Reserved Matters

The Board shall not take action inconsistent with the Society's Certificate of Formation, these bylaws, or applicable law.

Where the Certificate of Formation and these bylaws conflict, the Certificate of Formation shall control to the extent required by law.

Where a matter is expressly reserved to the Executive Board by these bylaws, the Board of Directors shall not take action inconsistent with that reserved authority.

ARTICLE IV — MEMBERSHIP

Section 1. Membership Classes

A. Professional Members

Individuals who are qualified and/or credentialed Pathologists' Assistants and who satisfy the Society's membership requirements. Regular members in good standing shall have the right to vote on all matters submitted to a vote of the membership.

B. Associate Members

Open to individuals or entities interested in supporting the objectives of the Society but not actively engaged in the profession. Associate Members shall not have voting rights. Former practicing Pathologists' Assistants who satisfy requirements.

Section 2. Primary Professional Membership

Professional Members shall constitute the Society's principal professional membership class of Pathologists' Assistants residing in the state of Texas.

Section 3. Voting Rights

Professional Members in good standing shall have voting rights.

The Board may establish whether other membership categories have voting rights, provided that any such determination is consistent with the Certificate of Formation, these bylaws, and applicable law.

No provision of these bylaws shall be interpreted to eliminate or materially impair a voting right expressly granted by the Certificate of Formation or applicable law without following the procedure required to amend such right.

Section 4. Membership Eligibility

Any individual or entity sharing a common professional or business interest in the purposes of the Society may apply for membership. Applicants shall be admitted to membership upon submission of a written application, payment of required dues, and final approval by the Board of Directors and/or Membership Committee.

Section 5. Membership Dues

Membership dues, fees, and assessments for each class of membership shall be determined annually by the Board of Directors. Members who fail to pay their dues within [e.g., 60 days] of the due date may be suspended or terminated from membership in accordance with Board policies.

The Board may establish different dues for different membership categories.

Section 6. Voting Rights and Meetings

A.Voting: Each Regular Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

B. Meetings: An annual meeting of the members shall be held at a date, time, and place designated by the Board of Directors for the purpose of electing directors and transacting other business. Special meetings may be called by the President or the Board of Directors.

> **Notice:** In accordance with **Texas BOC § 22.156**, notice stating the place (or electronic platform), day, and time of any meeting of members shall be delivered to each member entitled to vote not less than 10 nor more than 60 days before the date of the meeting.

Section 7. Electronic Communication, Meetings and Voting

Electronic Communication, Meetings, and Voting.
Pursuant to **Texas BOC §§ 22.002, 22.156, and 22.160**, the Society is explicitly authorized to conduct transactions and communications using electronic means:

- **Electronic Notice:** Any notice required by these Bylaws, including notices of meetings, may be delivered via electronic mail (email) to the last known email address provided by the member. Electronic notice is deemed delivered when transmitted.
- **Remote/Virtual Meetings:** Any meeting of the membership or the Board of Directors may be held entirely or partially via remote electronic communications, including

teleconferencing, videoconferencing, or internet-based platforms, provided all participating members can simultaneously hear or communicate with one another.

- **Electronic Voting:** Any vote, consent, or action required or permitted to be taken by the membership may be cast or taken electronically, including via email, electronic ballot, or a secure online voting platform, provided the system can authenticate the member's identity and verify their intent.

Section 8. Termination

The Board of Directors, by a two-thirds (2/3) vote, may suspend or expel a member for cause after appropriate notice and a hearing, or automatically terminate any member who is delinquent in dues. Membership is non-transferable and terminates upon the resignation, dissolution, or death of the member.

ARTICLE V — FOUNDERS AND EXECUTIVE BOARD

Section 1. Founding Directors

The Society recognizes the three individuals identified as the initial directors of the Society in its Certificate of Formation as the founding directors of the Society.

The founding directors shall initially constitute the Executive Board of the Society.

The Executive Board shall consist of three (3) members.

Section 2. Permanent Executive Board

The Executive Board shall serve as the Society's continuing executive leadership body and shall consist of three (3) Executive Board members.

The initial Executive Board members shall be the three founding directors identified in the Certificate of Formation.

Executive Board service shall continue until resignation, death, incapacity, removal in accordance with these bylaws, or other termination of service as provided herein.

A vacancy in an Executive Board position shall be filled in accordance with Section 5 of this Article.

Section 3. Role of the Executive Board

The Executive Board shall provide long-term organizational continuity and shall exercise the powers specifically reserved to it by these bylaws.

The Executive Board shall not manage the routine affairs of the Society except as otherwise provided in these bylaws or through authority granted by the Board of Directors.

The affairs of the Society shall remain managed by or under the direction of the Board of Directors, consistent with the Certificate of Formation, these bylaws, and applicable law.

Section 4. Reserved Authority of the Executive Board

The following matters shall require quorum approval of the Executive Board when acting as an executive committee:

1. Determination of the authorized number of directors serving on the Board of Directors.
2. Expansion or reduction of the size of the Board of Directors.
3. Creation, elimination, or material restructuring of director positions.
4. Establishment of the process for adding directors to the Board of Directors.
5. Approval of amendments affecting:
    a. The existence, composition, authority, or succession of the Executive Board;
    b. The size or fundamental structure of the Board of Directors;
    c. The rights or authority of voting members;
    d. The fundamental mission or professional purpose of the Society; or
    e. The dissolution or disposition of substantially all assets of the Society.
6. Any other matter specifically reserved to the Executive Board by these bylaws.

The Executive Board may exercise additional authority and act as an “Executive Committee” in the absence of additional Board Members, when such authority is expressly delegated by the Board of Directors, or otherwise authorized by these bylaws.

Section 5. Executive Board Vacancies and Succession

If a vacancy occurs on the Executive Board because of resignation, death, incapacity, removal, or any other reason, the remaining Executive Board members shall appoint a successor.

The successor shall serve as an Executive Board member until resignation, death, incapacity, removal, or other termination of service in accordance with these bylaws.

The remaining Executive Board members may consider recommendations from the Board of Directors or voting members but shall retain final authority to appoint the successor.

If only one Executive Board member remains in office, that member shall consult with the Board of Directors before appointing successors to restore the Executive Board to three (3) members.

The Executive Board shall make reasonable efforts to restore any vacancy promptly.

Section 6. Removal of an Executive Board Member

An Executive Board member may be removed only for cause.

Cause may include:

1. Serious misconduct;
2. Fraud or dishonesty;
3. Material breach of fiduciary duty;
4. Misappropriation or misuse of Society funds or property;
5. Willful violation of applicable law or these bylaws;
6. Conduct materially harmful to the Society; or
7. Persistent inability or refusal to fulfill the fundamental responsibilities of the position.

Removal shall require:

1. Written notice of the proposed removal and the grounds supporting removal;
2. A reasonable opportunity for the Executive Board member to respond; and
3. Approval by at least two-thirds (2/3) of the remaining Executive Board members, provided that no Executive Board member may vote on their own removal.

If the removal process would leave fewer than two Executive Board members eligible to act, the matter shall be referred to the full Board of Directors, which may remove the Executive Board member upon a two-thirds (2/3) vote of the directors then in office.

ARTICLE VI — BOARD OF DIRECTORS

Section 1. Authority

The affairs, property, activities, and business of the Society shall be managed by or under the direction of the Board of Directors, subject to:

1. The Certificate of Formation;

2. These bylaws;
3. The reserved authority of the Executive Board; and
4. Applicable law.

The Board of Directors shall exercise all authority not specifically reserved to the Executive Board, the membership, or another body by the Certificate of Formation, these bylaws, or applicable law.

Section 2. Initial Board

The initial Board of Directors shall consist of the three founding directors identified in the Certificate of Formation.

Those three directors shall also initially constitute the Executive Board.

Section 3. Size of the Board

The Executive Board shall determine the authorized number of directors serving on the Board of Directors.

The Board shall consist of not fewer than three (3) directors.

The Executive Board may expand the Board as the Society grows and its operational, geographic, professional, educational, or organizational needs require.

The Executive Board may establish a maximum Board size through resolution or policy, subject to applicable law and these bylaws.

Any change in the authorized number of directors shall be documented in the minutes of the Executive Board and communicated to the Board of Directors.

Section 4. Composition of the Board

As the Board expands, the Executive Board should seek a Board composition that reflects the mission and needs of the Society.

Whenever practical, the Board should include a majority of qualified Pathologists' Assistants.

The Executive Board and Board of Directors should also seek appropriate representation from:

1. Different geographic regions of Texas;
2. Different practice environments;
3. Educational and academic settings;
4. Students or trainees, when appropriate;

5. Pathologists and other professional stakeholders, when appropriate; and
6. Other perspectives relevant to the Society's mission.

Nothing in this section shall require the Executive Board to maintain a particular category of representation unless otherwise required by these bylaws.

Section 5. Qualifications

Directors shall:

1. Meet applicable membership or eligibility requirements established for their position;
2. Be in good standing with the Society, if applicable;
3. Support the mission and professional purpose of the Society;
4. Comply with the Society's conflict-of-interest policy; and
5. Fulfill their fiduciary and governance responsibilities.

The Executive Board may establish additional qualifications for particular director positions.

Section 6. Terms

Except for Executive Board members, directors shall serve staggered three-year terms.

The Executive Board may establish initial terms of varying lengths in order to create a staggered rotation of director positions.

A director may serve up to three consecutive terms unless the Executive Board determines that an exception is necessary to maintain organizational continuity or address a specific organizational need.

Executive Board service shall not be subject to the term limits applicable to other directors.

Section 7. Selection of Directors

New director positions shall be created only after authorization by the Executive Board.

The method for filling authorized director positions shall be established by these bylaws and any Board-approved election or appointment procedures consistent with these bylaws.

The Executive Board may establish whether a particular director position shall be filled through:

1. Election by voting members;
2. Election by the Board of Directors;
3. Appointment by the Executive Board; or

4. Another process consistent with these bylaws and applicable law.

The selection process applicable to a director position shall be clearly communicated before the position is filled.

Section 8. Director Vacancies

A vacancy on the Board of Directors, other than a vacancy on the Executive Board, may be filled according to the selection method established for that position.

Unless otherwise specified, the Executive Board may appoint an eligible individual to fill the vacancy for the remainder of the unexpired term.

ARTICLE VII — OFFICERS AND EXECUTIVE LEADERSHIP

Section 1. Officers

The officers of the Society shall consist of the following, but not limited to:

1. President;
2. Vice President;
3. President-Elect;
4. Secretary; and
5. Treasurer.

The Board of Directors may establish additional officer positions when authorized by the Executive Board.

Section 2. Relationship Between Officers and the Executive Board

An officer is not required to be a member of the Executive Board unless separately appointed or elected to the Executive Board.

The offices of President, President-Elect, Immediate Past President, Secretary, and Treasurer shall not, by themselves, create permanent membership on the Executive Board.

Section 3. Selection of Officers

Officers shall be selected according to procedures established by the Board of Directors, subject to any membership voting rights established elsewhere in these bylaws.

Unless otherwise provided, officers shall be elected or appointed by the Board of Directors from among eligible directors.

The Executive Board may approve eligibility requirements for officer positions.

Section 4. President

The President shall:

1. Preside over meetings of the Board of Directors when authorized;
2. Provide organizational leadership;
3. Implement Board-approved policies and initiatives;
4. Represent the Society when authorized;
5. Coordinate with committee chairs and organizational leadership;
6. Perform duties assigned by the Board of Directors; and
7. Serve as the primary spokesperson when authorized.

Section 5. Vice President and/or President-Elect

The President-Elect shall:

1. Assist the President;
2. Prepare to assume the responsibilities of the presidency;
3. Perform duties assigned by the President or Board of Directors; and
4. Succeed to the presidency as provided by these bylaws or Board-approved succession procedures.

Section 6. Secretary

The Secretary shall maintain or oversee the maintenance of:

1. Meeting minutes;
2. Corporate records;
3. Board resolutions;
4. Bylaws and amendments;
5. Official notices; and
6. Other records assigned by the Board.

Section 7. Treasurer

The Treasurer shall oversee:

1. Financial records;
2. Budget preparation;
3. Financial reporting;
4. Banking relationships;
5. Income and expenditures;
6. Financial controls; and
7. Coordination with accountants, bookkeepers, or other financial professionals.

ARTICLE VIII — ELECTIONS AND APPOINTMENTS

Section 1. General Authority

The Board of Directors shall establish procedures governing elections and appointments, subject to:

1. These bylaws;
2. Any authority reserved to the Executive Board; and
3. Applicable law.

Section 2. Nominating and Governance Committee

The Board shall establish a Nominating and Governance Committee.

The Committee may:

1. Identify prospective leaders;
2. Establish candidate qualification criteria;
3. Solicit nominations;
4. Review candidate eligibility;
5. Recommend candidates for director and officer positions; and
6. Assist with leadership succession planning.

The Committee shall not exercise authority reserved to the Executive Board.

Section 3. Director Elections and Appointments

The process for selecting a director shall depend upon the type of director position and the method established for that position under Article VI.

Where a position is designated as an elected position, the applicable voting body shall be determined before the election is conducted.

The Board shall establish procedures governing:

1. Nominations;
2. Candidate statements;
3. Election dates;
4. Ballot distribution;
5. Voting eligibility;
6. Electronic voting;
7. Vote counting; and
8. Certification of results.

Section 4. Executive Board Appointments

Executive Board positions shall not be subject to ordinary director elections.

Vacancies on the Executive Board shall be filled exclusively in accordance with Article V.

ARTICLE IX — BOARD MEETINGS

Section 1. Regular Meetings

The Board shall meet at least quarterly.

Section 2. Special Meetings

Special meetings may be called by the President or by a majority of directors.

Section 3. Notice

Reasonable notice shall be provided to directors.

Section 4. Quorum

A majority of directors then in office shall constitute a quorum.

Section 5. Voting

Each director shall have one vote.

Unless otherwise provided, Board action shall require a majority vote of directors present at a meeting where a quorum exists.

Section 6. Electronic Meetings

Directors may participate through electronic communications when permitted by law and when participation allows meaningful interaction.

Section 7. Written Consent

The Board may act by written consent when permitted by applicable Texas law.

ARTICLE X — COMMITTEES

Section 1. Standing Committees

The Board may establish standing committees including but not limited to:

1. Membership;
2. Education and Professional Development;
3. Networking and Events;
4. Advocacy and Government Relations;
5. Finance;
6. Communications and Marketing;
7. Nominating and Governance; and
8. Student and Trainee Affairs.

Section 2. Committee Chairs

Committee chairs shall be appointed pursuant to procedures established by the Board.

Section 3. Committee Authority

Committees shall make recommendations to the Board unless the Board expressly delegates authority.

A committee may not independently bind the Society to a contract or financial obligation unless authorized.

ARTICLE XI — CONFLICT OF INTEREST

Section 1. Policy

The Society shall maintain a written Conflict of Interest Policy. See form COI1.0

Section 2. Disclosure

Directors and officers shall disclose actual or potential conflicts.

Section 3. Recusal

Individuals with a conflict shall abstain from voting when required by the Society's policy or applicable law.

Section 4. Annual Disclosure

Directors and officers should complete an annual conflict-of-interest disclosure.

ARTICLE XII — FINANCIAL MANAGEMENT

Section 1. Fiscal Year

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

Section 2. Bank Accounts

Society funds shall be maintained in accounts held in the legal name of the Society.

Section 3. Budget

The Board shall approve an annual budget.

Section 4. Financial Controls

The Board shall establish policies governing:

1. Bank access;
2. Credit/debit cards;
3. Electronic payments;
4. Check signing;
5. Reimbursements;
6. Contracts;
7. Expense approvals;

8. Large expenditures; and
9. Financial recordkeeping.

Section 5. Reimbursement

Directors, officers, members, and authorized volunteers may be reimbursed for reasonable and properly documented expenses incurred on behalf of the Society.

Section 6. Compensation

Directors shall not receive compensation merely for serving as directors.

The Society may compensate individuals for legitimate services when approved pursuant to applicable law and the Society's conflict-of-interest procedures.

ARTICLE XIII — RECORDS

The Society shall maintain appropriate corporate records, including:

1. Certificate of Formation;
2. Bylaws;
3. Amendments;
4. Board minutes;
5. Financial records;
6. Tax filings;
7. Membership records;
8. Contracts;
9. Insurance records;
10. Conflict-of-interest disclosures; and
11. Other records required by law.

ARTICLE XIV — PROFESSIONAL ETHICS

The Society may establish professional and ethical guidelines consistent with its mission.

The Society may collaborate with national and state professional organizations to promote professional standards.

The Society shall not represent itself as a governmental licensing or regulatory authority.

ARTICLE XV — ADVOCACY AND GOVERNMENT RELATIONS

The Society may engage in advocacy and governmental affairs activities consistent with its exempt purpose and applicable federal and state law.

The Board shall establish policies governing:

1. Legislative advocacy;
2. Government relations;
3. Public statements;
4. Political activity;
5. Endorsements;
6. Lobbying expenditures; and
7. Use of Society funds for advocacy.

ARTICLE XVI — PARTNERSHIPS AND AFFILIATIONS

The Society may establish relationships with:

9. Professional associations;
10. Healthcare organizations;
11. Educational institutions;
12. Pathology departments;
13. Hospitals and health systems;
14. Governmental organizations;
15. Other nonprofit organizations; and
16. National organizations representing Pathologists' Assistants or related professions.

All formal affiliations shall be approved by the Board.

ARTICLE XVII — PARLIAMENTARY AUTHORITY

Meetings shall generally be conducted according to the current edition of Robert's Rules of Order Newly Revised to the extent consistent with:

1. The Certificate of Formation;
2. These bylaws;
3. Applicable Texas law; and
4. Policies adopted by the Board.

ARTICLE XVIII — AMENDMENTS

Section 1. General Authority

These bylaws may be amended, repealed, or replaced by the Board of Directors to the extent permitted by:

1. The Certificate of Formation;
2. These bylaws; and
3. Applicable Texas law.

The Board of Directors retains general authority over the adoption and amendment of the bylaws except to the extent that the Certificate of Formation, these bylaws, or applicable law reserves a matter to the members or requires additional approval.

The Executive Board shall not possess independent general authority to amend, repeal, or replace these bylaws unless such authority is expressly granted by the Certificate of Formation, these bylaws, or applicable law.

Section 2. Executive Board Approval of Protected Amendments

The following amendments shall require approval of the Executive Board before becoming effective:

1. Amendments affecting the existence, composition, authority, succession, or removal of the Executive Board;
2. Amendments changing the size, structure, composition, or fundamental authority of the Board of Directors;
3. Amendments materially changing the voting rights of membership classes;
4. Amendments materially changing the Society's fundamental mission or professional purpose;
5. Amendments affecting dissolution or the disposition of substantially all Society assets; and
6. Any other amendment expressly designated by these bylaws as requiring Executive Board approval.

Approval of the Executive Board shall require the affirmative vote of at least two (2) of the three (3) Executive Board members then serving, unless a greater vote is specifically required by these bylaws.

Executive Board approval under this Section is a condition to the effectiveness of the amendment and shall not be construed as granting the Executive Board independent general authority to amend the bylaws.

Section 3. Member Approval

If the Certificate of Formation, these bylaws, or applicable law requires approval by the members for a particular amendment, the required member approval shall be obtained.

If an amendment affects a voting right expressly granted to members, the Board of Directors shall comply with all applicable statutory and governing-document requirements governing that amendment.

The Board of Directors may voluntarily submit a significant amendment to the voting membership for approval even when member approval is not otherwise required.

Section 4. Proposed Amendments

A proposed amendment may be initiated by:

1. The Board of Directors;
2. The Executive Board with respect to matters within its reserved authority;
3. A committee authorized by the Board of Directors; or
4. The voting membership to the extent permitted by these bylaws.

A proposal originating with the Executive Board shall be submitted to the Board of Directors for consideration and adoption in accordance with the authority granted to the Board under these bylaws.

Section 5. Notice

Reasonable advance notice of any proposed bylaw amendment shall be provided to:

1. The Board of Directors; and
2. The Executive Board when Executive Board approval is required.

Notice shall include the proposed amendment or a reasonably detailed summary of the proposed changes.

If member approval is required, notice shall also be provided to the voting members in the manner required by these bylaws and applicable law.

Section 6. Effective Date

An amendment adopted by the Board of Directors shall become effective upon the date specified in the amendment, unless:

1. Executive Board approval is required and has not yet been obtained;
2. Member approval is required and has not yet been obtained;
3. The Certificate of Formation requires a different procedure; or
4. Applicable law requires a different procedure.

An amendment requiring Executive Board approval shall not become effective until the required Executive Board approval has been obtained.

Section 7. Conflict Between Governing Documents

In the event of a conflict among the governing documents of the Society:

1. Applicable state and national law shall control;
2. The Certificate of Formation shall control over these bylaws to the extent required by law;
3. These bylaws shall control over policies and procedures;
4. Properly adopted policies shall control over informal practices; and
5. Informal practices shall have no authority to override the Certificate of Formation, these bylaws, or applicable law.

Section 8. Severability

If any provision of these bylaws is determined to be invalid, unlawful, or unenforceable, the remaining provisions shall remain in full force and effect to the fullest extent permitted by law.

The invalid, unlawful, or unenforceable provision shall be interpreted or modified to the minimum extent necessary to make the provision consistent with applicable law while preserving, to the greatest extent reasonably possible, the intent of the Society's governance structure.

ARTICLE XIX — DISSOLUTION

Upon dissolution, the Society's assets shall be distributed in accordance with the Certificate of Formation and applicable federal and Texas law.

No member, director, officer, or founder shall have a personal ownership interest in the Society's assets.

ARTICLE XX — ADOPTION

These bylaws shall become effective upon adoption by the Board of Directors and, where required, approval by the Executive Board or voting membership in accordance with these bylaws and applicable law.

Date Adopted: _____

President: _____

ARTICLE — AMENDMENTS

Section 1. General Authority

These bylaws may be amended by the Board of Directors to the extent permitted by:

1. The Certificate of Formation;
2. These bylaws; and
3. Applicable Texas law.

Any amendment adopted by the Board shall be consistent with the Society's governance structure and the authority reserved to the Executive Board.

Section 2. Executive Board Approval

The following amendments shall require approval of the Executive Board before becoming effective:

1. Amendments affecting the existence, composition, authority, succession, or removal of the Executive Board;
2. Amendments changing the size, structure, composition, or fundamental authority of the Board of Directors;
3. Amendments materially changing the voting rights of membership classes;
4. Amendments materially changing the Society's mission or professional purpose;
5. Amendments affecting dissolution or the distribution of substantially all Society assets; and
6. Any other amendment expressly designated by these bylaws as requiring Executive Board approval.

Approval of the Executive Board shall require a majority vote of the Executive Board members then serving, unless a greater vote is specifically required by these bylaws.

Section 3. Member Approval

If the Certificate of Formation, these bylaws, or applicable law requires approval by the members for a particular amendment, the required member approval shall be obtained.

The Board of Directors may also voluntarily submit a significant amendment to the voting membership for approval.

Section 4. Notice

Reasonable advance notice of any proposed bylaw amendment shall be provided to:

1. The Board of Directors; and
2. The Executive Board when Executive Board approval is required.

Notice shall include the proposed amendment or a reasonably detailed summary of the proposed changes.

Section 5. Conflict Between Governing Documents

In the event of a conflict:

1. Applicable law shall control;
2. The Certificate of Formation shall control over these bylaws;
3. These bylaws shall control over policies and procedures; and
4. Properly adopted policies shall control over informal practices.

Form COI 1.0

Texas Society of Pathologists' Assistants (TSPA)

Conflict of Interest Policy

Article I: Purpose & Coverage

This policy protects **TSPA's** interests and tax-exempt status when it considers any decision or transaction that might benefit the private interests of a covered person. This policy applies to all **Board Directors, Officers, Committee Chairs, and Committee Members**.

Article II: Key Definitions

- **Interested Person:** Anyone covered by this policy who has a direct or indirect financial, professional, or personal interest in a TSPA decision.
- **Financial Interest:** An ownership, compensation, consulting, or contractual relationship held by an Interested Person—or their **immediate family** (spouse, partner, parent, child, sibling, or household member)—with an entity doing business with TSPA.

Article III: Duty to Disclose

1. **Immediate Disclosure:** An Interested Person must disclose any actual, potential, or perceived conflict to the Board President (or to the Board, if the President is conflicted) before any discussion or vote.
2. **Industry Relationships:** Because Pathologists' Assistants work closely with industry partners, covered individuals must disclose paid speaking gigs, consulting roles, vendor advisory positions, or educational grants relevant to TSPA. Disclosure does not mean automatic disqualification; it simply allows for transparent review.

Article IV: Procedures & Voting

When a potential conflict is brought to the Board:

1. **Recusal:** The Interested Person may answer factual questions but must leave the room during all deliberations and votes regarding the matter.
2. **Evaluation:** The remaining disinterested directors will determine if a conflict exists. If a conflict exists, they will evaluate alternatives to ensure the transaction is fair, reasonable, and in TSPA's best interest.
3. **Voting:** The matter must be approved by a majority vote of the **disinterested directors**. The Interested Person cannot vote.
4. **Compensation:** Anyone receiving compensation or contract renewals from TSPA cannot participate in or vote on their own financial arrangements.

Article V: Violations

If the Board suspects someone failed to disclose a conflict:

1. The Board will inform the individual and allow them to explain.
2. If a violation is confirmed, the Board may issue a warning, remove the person from leadership, or take other disciplinary actions permitted by the bylaws.

Article VI: Documentation & Records

The Board meeting minutes must clearly record:

- The name of the Interested Person and the nature of their interest.
- The Board's determination on whether a conflict existed.
- The names of those present for discussions, the vote totals, and any recusals.

Article VII: Annual Affirmation

Every Director and Officer must sign the disclosure form below annually to confirm they have read, understood, and agreed to comply with this policy.

Annual Disclosure Form

Texas Society of Pathologists' Assistants (TSPA)

Name: _____
Position: _____
Date: _____

I certify that:

☐ I have received a copy of the TSPA Conflict of Interest Policy.

☐ I have read and understand the Policy.

☐ I agree to comply with the Policy.

☐ I am unaware of any actual or potential conflicts requiring disclosure.

OR

☐ I disclose the following actual, potential, or perceived conflicts:

Signature: _____

Date: _____