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**Amended and Restated Bylaws of
Dallas County Medical Society Alliance
Adopted May 20, 2026
A Texas Nonprofit Corporation**

ARTICLE I

Name, Offices, Powers, Purposes, Members

- 1.1. Name.** The name of the Corporation is Dallas County Medical Society Alliance (“the Corporation”).
- 1.2. Principal Office.** The principal office shall be located in Dallas, Dallas County, Texas.
- 1.3. Registered Office and Registered Agent.** The Corporation shall continuously maintain a registered agent and a registered office in the State of Texas in accordance with the Texas Business Organizations Code, as amended (the “TBOC”).
- 1.4. Powers.** The Corporation is a Texas nonprofit corporation organized under the TBOC, and its affairs shall be conducted in compliance with Section 501(c)(3) of the Internal Revenue Code (the “Code”), as amended.
- 1.5. Purpose.** The Corporation is organized and shall be operated for purposes within the meaning of section 501(c)(6) of the Code and primarily provide educational programs and fellowship to its Members.
- 1.6. Members/No Stock.** The Corporation is to have Members for purposes of the TBOC but will not have capital stock.

ARTICLE II

Membership

2.1. Membership.

a. Members. Members shall pay annual membership dues when required and shall enjoy all rights and privileges of the Corporation including voting and holding office. The Membership Committee shall determine eligibility and good standing. Members shall be:

1. the spouse or domestic partner of a physician or physician-in-training who is eligible for membership in Dallas County Medical Society (“DCMS”).
2. the spouse or domestic partner of a deceased or honorary member of DCMS.
3. a physician or physician-in-training who is eligible for membership in DCMS. Physicians-in-training shall pay no annual dues.
4. a retired physician or spouse or domestic partner of a retired or deceased physician who is or was eligible for membership in DCMS.
5. a Member who was in good standing with the Corporation at the time of divorce.
6. a Member in good standing with the Corporation who moves out of the area or remarries outside of the medical profession but wishes to maintain membership.

b. Honorary. The Board of Directors (“Board”) may grant Honorary membership status to Members linked by distinguished association with the Corporation. These Members retain all rights and privileges of membership and pay dues.

2.2. Membership Dues. The amount of annual dues shall be established by the Board and may be modified from time to time by the Board.

2.3. Membership Meetings.

a. Regular and Annual Meetings. The Annual Meeting of the Members shall be a regular Membership meeting designated by the Board. Regular Membership meetings, including the Annual Meeting, shall be held at such times and at such places as determined by the Board.

b. Special Meetings. Special Membership meetings may be called by the President, by any five (5) Directors, or upon written request delivered to the President by not less than ten percent (10%) of Members.

c. Notice of Meetings. Written or electronic notice stating the place, date, and time of the meeting shall be delivered to each Member as follows:

- 1. Regular Meeting Without a Membership Vote.** Notice shall be given to the Members in a reasonable time prior to the meeting.
- 2. Regular or Annual Meetings Including a Membership Vote.** Notice shall be given to the Members no later than twenty-one (21) days prior to the meeting.
- 3. Special Meetings.** Notice of a special meeting shall be given to the Members not less than five (5) days prior to the meeting and shall state the purpose(s) of the meeting.

d. Meetings by Remote Communication. Membership meetings may be conducted by remote communication as provided in Article IX of these Bylaws.

2.4. Membership Voting.

a. Voting Rights. Each Member shall be entitled to one (1) vote on each matter properly submitted to a vote of the Members.

b. Matters Subject to Membership Vote. The Members' voting authority is limited to the following matters, each of which shall be submitted to the Members for approval in accordance with the applicable procedures, notice, quorum, and approval requirements set forth in these Bylaws and any applicable law:

- 1.** Election of Officers, as provided in Article IV;
- 2.** Amendments to these Bylaws, as provided in Article X; and
- 3.** Fundamental Actions, as provided in Article VIII.

The matters listed in this Section constitute the sole actions reserved to the Membership, and all other powers of the Corporation are vested in the Board of Directors as provided in Article III.

2.5. Non-Member Affiliates. The Board may approve Affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, foundations, businesses, and other organizations that seek to support the mission of the Corporation. Affiliates have no voting rights and are not Members of the Corporation for purposes of the TBOC.

ARTICLE III Board of Directors

3.1. General Powers. The Board may exercise all powers of the Corporation except those reserved to the Membership under Article IV (Election of Officers), Article VIII (Fundamental Actions), or Article X (Amendments to Bylaws).

3.2. Composition. The Board shall consist of:

- a. the elected officers (President, President Elect, Treasurer, Recording Secretary, Legislative Vice President and Parliamentarian),
- b. Advisory Committee members,
- c. chairs of the standing committees, and
- d. up to five (5) chairs of special committees approved by the Board.

3.3. Voting Unit. For purposes of Board action, a Voting Unit means one vote allocated to a Board position. Each officer and committee chair constitutes one Voting Unit. Where a Board position is held jointly by Co-Officers or Co-Chairs, those individuals shall collectively share one Voting Unit. Voting Units determine quorum and approval requirements as provided in this Article, Section 3.6. (d).

3.4. Policies and Procedures. The Board may adopt policies and procedures governing the operations of the organization, provided that such policies and procedures do not conflict with these Bylaws. All policies and procedures under which the Corporation operates shall be compiled and maintained in a single, organized collection for ease of reference. Policies and procedures, whether adopted individually or collectively, may be adopted, amended, suspended or rescinded by a majority vote of the Board at any meeting and without prior notice.

3.5. Term, Resignation, Removal, and Vacancies.

a. **Term.** Unless otherwise stated in these Bylaws, each Director shall serve a one-year term corresponding to the program year, beginning June 1 and ending May 31, unless the Director is removed, resigns, or is unable to serve.

b. **Resignation.** A Director may resign by written notice delivered to the President.

c. **Removal.** A Director may be removed, with or without cause, by a two-thirds (2/3) vote of the Board's Voting Units, after notice and an opportunity to be heard.

d. **Vacancies.** Vacancies shall be filled by presidential appointment with Board approval.

3.6. Board Meetings.

a. **Regular and Annual Meetings.** Regular meetings of the Board shall be held at such times and places, as determined by the Board. The Annual Meeting of the Board shall be a regular meeting designated by the Board and shall precede the Annual Meeting of the Members.

b. **Special Meetings.** Special meetings may be called by the President or any five (5) Directors.

c. **Notice of Meetings.** Written or electronic notice stating the date, time, and place of the meeting shall be delivered to each Director as follows:

1. **Regular Meetings.** Notice shall be given to the Directors within a reasonable time prior to the meeting.
2. **Meetings Including Consideration of Fundamental Actions or Bylaw Amendments.** If the meeting is to include consideration of Fundamental Actions, notice shall be given as provided in Article VIII of these Bylaws. If the meeting is to include consideration of amendments to these Bylaws or the adoption of new bylaws, notice shall be given as provided in Article X of these Bylaws.
3. **Waiver of Notice.** The attendance of a Director at any meeting shall constitute a waiver of

notice of such meeting unless the Director attends solely to object to the lack of proper notice.

d. Quorum and Voting.

1. **Quorum.** Quorum for the transaction of business consists of a majority of the Voting Units then entitled to vote. A Voting Unit is counted toward quorum if at least one Director associated with that Voting Unit is present, either in person or by remote communication. Vacant positions shall not be counted.
2. **Voting.** Each Voting Unit is entitled to one vote. When a Voting Unit is shared by Co-Officers or Co-Chairs, that vote shall be cast jointly; failure to agree constitutes abstention. Abstentions do not count as votes cast. Once a quorum is established, the action of the Board shall require a majority of votes cast unless a greater vote is required by law or any provision of these Bylaws. Proxy voting is not permitted.

e. Alternative Meeting and Action Procedures.

1. **Joint Meetings.** Board meetings may be held jointly with the Board of Directors of the Dallas County Medical Society Alliance Foundation.
2. **Meetings by Remote Communication.** Board meetings may be conducted by remote communication in accordance with Article IX of these Bylaws.
3. **Action Without Meeting.** Any action required or permitted to be taken at a Board meeting may be taken without a meeting if unanimous written consent is given by all Directors entitled to vote on the action. Such consent may be executed or transmitted by electronic message or by electronic ballot, provided that the electronic message or electronic ballot contains or is accompanied by information from which it can be reasonably determined that the transmission was authorized by the respective Director. Any such consent shall have the same force and effect as a vote taken at a meeting of the Board and shall be maintained in the corporate records.

3.7. Fiduciary Responsibility. Each Director shall act in the best interests of the Corporation and the communities it serves. Each Director shall perform their duties in good faith and in a manner the Director reasonably believes to be in the best interests of the Corporation. Directors owe fiduciary duties of care, loyalty, and obedience to the Corporation, including:

a. Duty of Care: to act with such care as an ordinarily prudent person would exercise under similar circumstances;

b. Duty of Loyalty: to act in the best interests of the Corporation and to avoid personal conflicts of interest; and

c. Duty of Obedience: to ensure that the Corporation acts in furtherance of its stated charitable purposes and in compliance with applicable law and governing documents.

3.8. Compensation. Directors shall not receive compensation but may be reimbursed for reasonable expenses pursuant to Board policy.

3.9. Conflict of Interest. The Board shall adopt, maintain, and periodically review a written Conflict of Interest Policy consistent with applicable law. Each Director shall annually disclose any actual or potential conflicts of interest and shall comply with all disclosure, recusal, and voting requirements

set forth in the policy. The Conflict of Interest Policy shall be made available to all Directors and shall be enforced by the Board.

ARTICLE IV Officers

4.1. Officers.

a. Board of Directors Membership. Each elected Officer shall be a voting Director subject to Article III, Section 3.3.

b. Elected Officers. Officers shall include the President, President Elect, Treasurer, Recording Secretary, Legislative Vice President and Parliamentarian.

c. Appointed Officers. The Board may appoint additional officers, assistant officers or agents as needed, who shall exercise the powers and perform such duties as the Board may determine.

4.2. Election and Term of Office.

a. Officers shall be nominated by the Nominating Committee and approved by the Board.

b. The approved slate shall be presented to Members no later than twenty-one (21) days before the election.

c. Officers shall be elected by the Members at the Membership meeting designated by the Board.

1. Quorum for election of officers is five percent (5%) of the Membership.

2. Once a quorum is established, approval of the slate of Officers requires a majority of votes cast.

d. Officers serve one-year terms, except the Treasurer, who serves a two-year term.

e. Offices may be shared by Co-Officers.

f. Officers may be re-elected.

4.3. Duties of Elected Officers.

a. President. The President shall chair the Board; preside at all Membership meetings; appoint committee chairs and designate special committees as needed; attend all committee meetings, but attendance does not count toward quorum and the President shall not vote in committee votes; ensure the fulfillment of all TMAA requirements; and perform such duties as the Board may prescribe. Notwithstanding the foregoing, the President is a voting member of the Nominating Committee.

b. President Elect. The President Elect shall perform all duties of the President in the absence of the President and assume the office of President the following year; attend all committee meetings but attendance does not count toward quorum and the President Elect shall not vote in committee votes; perform such duties as the Board may prescribe, or as the President may delegate.

c. Treasurer. The Treasurer shall be custodian of all funds of the Corporation and shall submit reports on the funds to the Board upon request, copies of which shall be filed with the Recording Secretary; make all disbursements approved and authorized by the Board; be responsible for an itemized account of all activity of the accounts; be responsible for the filing of all necessary tax forms and periodic audits; chair the Finance Committee; and perform such duties as the Board may prescribe, or as the President may delegate.

d. Recording Secretary. The Recording Secretary is responsible for recording and retaining minutes

of all Board meetings and Membership meetings if business is conducted and may use electronic, audio, or video recording devices to assist in preparing the minutes, provided that written minutes remain the official record. In the absence or unavailability of the Recording Secretary, the President or Board may designate another individual to record the minutes, which shall have the same force and effect as if recorded by the Recording Secretary. The Recording Secretary shall perform such other duties as the Board may prescribe, or as the President may delegate.

e. Legislative Vice President. The Legislative Vice President shall chair and coordinate legislative affairs of the Corporation and perform such duties as the Board may prescribe, or as the President may delegate.

f. Parliamentarian. The Parliamentarian shall advise the President, the Board and the Corporation on points of order; and perform such duties as the Board may prescribe, or as the President may delegate.

ARTICLE V Committees

5.1. Standing Committees. The duties of the standing committees shall be established by the Board. Committee members shall serve one-year terms renewable at the discretion of the Board. In addition to the standing committees designated herein, the Board may designate one or more standing committees as are necessary and shall establish a committee's duties upon its designation. As of the adoption of these Bylaws, the Corporation shall have the following standing committees and designated chairs:

Finance	Treasurer
Nominating	Immediate Past President
Advisory	Presidential Appointment

5.2. Special Committees. Special committees may be created by the Board and shall have only the authority expressly granted.

5.3. Executive Committee. The Board may establish an Executive Committee consisting of five (5) to seven (7) Directors, including the President, President Elect and Treasurer. The Executive Committee shall not exercise powers reserved to Members by law or these Bylaws. This Committee serves at the pleasure of the Board.

a. Purpose. The Executive Committee is authorized to provide governance and make decisions in the following instances:

- 1. Crisis Management:** During declared national, state, or local emergencies, natural disasters, or catastrophic events that render it impossible, impractical, or unsafe for a quorum of the full Board to meet promptly.
- 2. Complex Operations:** To handle specialized, high-level tasks, such as ongoing legal challenges that require immediate, sustained attention between regular Board meetings.

b. Meetings and Notice. The Executive Committee shall meet as often as necessary to manage the situation. Notice of meetings may be given by any reasonable means (telephone, email, text) as soon as possible, considering the circumstances.

c. Reporting. All actions taken by the Executive Committee must be documented and submitted in writing to the full Board no later than the next scheduled Board meeting.

d. Limitation and Termination of Authority. The Executive Committee is strictly prohibited from

undertaking Fundamental Actions as defined in Article VIII. Authority granted to this committee automatically expires upon the earlier of:

1. a Board determination that the Executive Committee is disbanded, or
2. sixty (60) days after the initiation of the powers, unless formally renewed by the Board.

ARTICLE VI Indemnification and Insurance

6.1. Insurance. The Corporation may maintain directors' and officers' liability insurance in such amounts and with such coverage as the Board determines appropriate to protect the Corporation and its Directors and Officers against liability arising from their service.

6.2. Indemnification. To the fullest extent permitted under the TBOC, the Corporation shall indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative because they are or were a Director of the Corporation. Such indemnification shall cover all reasonable expenses and liabilities (including attorney's fees, judgments, and fines) actually incurred.

6.3. Limits on Indemnification. Notwithstanding the above, the Corporation shall indemnify a person only if they acted in good faith and reasonably believed that their conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if they had no reasonable cause to believe their conduct was unlawful.

ARTICLE VII Financial Administration

7.1. Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31 but may be changed by resolution of the Board.

7.2. Loans to Management. The Corporation will make no loans to any of its Directors, Officers, or Committee members.

7.3. Checks, Drafts and Contracts. The Board shall determine who shall be authorized to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments on the Corporation's behalf.

a. Checks. The Board shall establish a dollar threshold above which expenditures require more than one authorized signer.

b. Approval of Contracts. The Board shall define the requirements and financial thresholds governing contracts that require Board authorization.

7.4. Reimbursement. Requests for reimbursement by any Director, officer, member of a committee, or agent must be submitted as designated by the Board.

7.5. Audit and Financial Review. The Board may authorize an independent audit or financial review of the Corporation's books and records at such times and in such manner as the Board determines to be appropriate or as required by law, regulation, donor requirements, or material funding agreements.

7.6. Delegation of Investment Authority.

a. The Board may contract with an advisor who is an investment counsel or a trust company, bank, investment advisor, or investment manager, and confer on that advisor:

1. the authority to purchase or otherwise acquire a stock, bond, security, or other investment on behalf of the Corporation.
2. the authority to sell, transfer, or otherwise dispose of an investment asset of the Corporation at a time and for a consideration the advisor considers appropriate. For the purposes of this section, "investment assets" specifically exclude real property and tangible personal property.
3. other powers regarding the Corporation's investments as the Board considers appropriate.

b. The Board is not liable for an action taken or not taken by an advisor under this section if the Board acted in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor, with or without cause, if the Board considers that action appropriate or necessary.

ARTICLE VIII Fundamental Actions

8.1. Fundamental Actions. Certain actions that could significantly affect the Corporation's purposes or assets require heightened approval. Such actions ("Fundamental Actions") include:

- a. A sale, conveyance, or transfer of ownership of any real property owned by the Corporation.
- b. A sale, conveyance, or other transfer of all or substantially all of the Corporation's assets.
- c. The voluntary dissolution of the Corporation, or revocation of such dissolution.
- d. The adoption of a plan of merger or consolidation involving the Corporation.
- e. Any amendment to, or restatement of the Restated Articles of Incorporation.

8.2. Board Recommendation of Fundamental Actions. The Board must recommend any proposed Fundamental Action before it is submitted to the Membership. Heightened approval requirements are intended to protect the Corporation's core assets and mission.

a. **Notice.** Written or electronic notice of any meeting called for a vote to recommend a Fundamental Action shall be given to Directors no later than thirty (30) days prior to the meeting and shall include the date, time, location, and specific purpose(s) for which the meeting is called.

b. **Quorum and Voting.** Quorum to act on a Fundamental Action is a majority of the Board's Voting Units then entitled to vote. Only one Director per Voting Unit need be present in person or by remote communication to be counted toward quorum. Once a quorum is established, approval of such matters requires two-thirds (2/3) of votes cast. Any Fundamental Action recommended by the Board must thereafter be submitted to the Membership for vote. Meetings related to Fundamental Actions may be conducted by remote communication in accordance with Article IX (General Provisions), provided that all quorum, notice, and voting requirements of this Article VIII are satisfied. Proxy voting is not permitted.

8.3. Membership Approval of Fundamental Actions.

a. **Notice.** Written and electronic notice of any Membership meeting called for a vote on a Fundamental Action shall be given to Members no later than thirty (30) days prior to the meeting. The notice shall also be posted on the Corporation's website if password protected, and shall include the date, time, location, and specific purpose(s) for which the meeting is called. Such meetings may be conducted

in person or by remote communication in accordance with Article IX.

b. Quorum and Voting.

1. Quorum to act on matters described in this Article, Sections 8.1(a), (b), or (c), is a majority of the eligible Members present.
2. Quorum to act on matters described in this Article, Sections 8.1(d) or (e), is five percent (5%) of eligible Members present.
3. Once the appropriate quorum is established, approval of any Fundamental Action by Members requires two-thirds (2/3) of votes cast by Members present at the meeting. Meetings of the Members for purposes of this Section may be conducted in person or by approved remote communication in accordance with Article IX (General Provisions), and Members participating by remote communication shall be deemed present for quorum and voting purposes. Proxy voting is not permitted.

**ARTICLE IX
General Provisions**

9.1. Meetings by Remote Communication. Meetings of the Members, the Board, or any committee may be held by means of conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of these means, in accordance with applicable law. A person participating in a meeting by remote communication shall be deemed present for quorum and voting purposes, provided that the communication system permits all participants to communicate concurrently with one another. If voting occurs at such a meeting, the Corporation shall implement reasonable measures to verify that each person voting is sufficiently identified and shall maintain a record of any vote or other action taken. For purposes of these Bylaws, a person shall be deemed present at a meeting if participating either in person or by approved remote communication in accordance with this Article.

9.2. Records. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Members, Board, and committees having authority of the Board, and shall keep at the registered or principal office a record of the names and addresses of the Members.

9.3. Inspection of Books and Records. All books and records of this Corporation may be inspected by any Director and by any Member as permitted by the TBOC.

9.4. Invalid Provisions. If any part of these Bylaws is held invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, will be valid and operative.

9.5. Relation to Restated Articles of Incorporation. These Bylaws are subject to and governed by the Restated Articles of Incorporation.

9.6. Discontinuance of Corporation. Upon the discontinuance of the Corporation by dissolution or otherwise, the assets are to be transferred in accordance with the provisions of the Restated Articles of Incorporation.

**ARTICLE X
Amendments to Bylaws**

10.1. Substantive Changes to Bylaws. Such revisions to Bylaws or new bylaws must be approved by the Board and then by Membership.

a. Board Approval of Changes to Bylaws.

1. At least twenty-one (21) days before the Board meeting wherein Bylaws changes will be considered, written or electronic notice shall be given to Members that includes the date, time and place of meeting, and indicates a bylaws vote will be taken. The proposed revisions or new bylaws shall be distributed to Directors by email or traditional mail or posted on the Corporation's website if password protected.
2. Quorum is a majority of the Board's Voting Units then entitled to vote. Once a quorum is established, approval requires a majority of votes cast.
3. Meetings at which amendments to these Bylaws are considered may be conducted by remote communication in accordance with Article IX, subject to the notice, quorum, and voting requirements set forth in this Article X.
4. Notwithstanding the foregoing, any amendment to these Bylaws that constitutes or effects a Fundamental Action, as defined in Article VIII, shall comply with all applicable approval requirements of Article VIII in addition to the procedures set forth in this Article X.

b. Membership Approval of Changes to Bylaws. If revisions to the Bylaws or new bylaws are approved by the Board, the proposed changes shall be presented to the Members at a regular or special meeting of the Membership.

1. At least twenty-one (21) days before the meeting wherein Bylaws changes will be considered, written or electronic notice shall be given to Members that includes the date, time and place of meeting, and indicates a bylaws vote will be taken. The proposed revisions or new bylaws shall be distributed to Members either by email, traditional mail or posted on the website if password protected.
2. Quorum for bylaws changes is five percent (5%) of the Membership. Once a quorum is established, approval by the Membership requires two-thirds (2/3) of votes cast.

10.2. Non-substantive Revisions to Bylaws

a. The Board shall have the power to make revisions to the Bylaws that are, in its judgment, non-substantive modifications or clarifications, reorganization or renumbering, or revisions made necessary because of punctuation, spelling, or other errors of grammar or expression.

b. Non-substantive revisions of the Bylaws shall be made effective in the same manner as any other motion before the Board. Such revisions shall be effective immediately and shall be permanent, subject to revocation at the next meeting of the Board. Non-substantive amendments shall be reflected in Bylaws posted on the website.

ARTICLE XI
Parliamentary Authority

The Board and Membership shall be guided by Robert's Rules of Order in cases to which they are applicable and not inconsistent with these Bylaws. The purpose of rules of order is to foster cooperation and facilitate the will of the majority of the body. Rules should be interpreted with common sense, aiming to foster collaboration rather than creating obstructions. Business should be conducted in an orderly, efficient, and fair manner, ensuring everyone has the right to be heard.

Adopted May 20, 2026

Recording Secretary