

STATEMENT OF ORGANIZATION AND BYLAWS OF TEXAS SOCIETY OF ANESTHESIOLOGISTS POLITICAL ACTION COMMITTEE

A separate and segregated fund (the "TSAPAC") is hereby established by the Texas Society of Anesthesiologists, Inc. ("TSA"), as permitted by the Texas Election Code.

ARTICLE I

NAME AND PURPOSE

- **1.1 Name.** The Texas Society of Anesthesiologists Political Action Committee, hereinafter referred to as TSAPAC, is a committee of physicians and their families, residents and medical students, members of the Texas Society of Anesthesiologists (TSA), the staff of TSA, and individuals who support the goals of TSAPAC. Membership is defined as making a monetary contribution to the TSAPAC during the current TSAPAC cycle.
- **1.2 Purposes.** The TSAPAC is organized and will be operated exclusively for the following purposes:
 - o receiving and accepting contributions from the friends, members, and employees of the Texas Society of Anesthesiologists in accordance with Article V of these Bylaws;
 - o making distributions to promote the nomination or election of candidates to Texas state elective public office in accordance with Article VI of these Bylaws; and
 - o to engage in such other activities as is permitted by the applicable provisions of the Texas Election Code.
- **1.3 Political Philosophy.** The goal of the TSAPAC is to support the medical practice of anesthesiology and the anesthesiology profession in the State of Texas. To that end, the TSAPAC will support the nomination and election of candidates to Texas state offices who seek, through responsible means consistent with the principles of a democratic society, to further the mission, goals and objectives of this profession. Such candidates shall be limited to those who, in the judgment of the TSAPAC Board and in accordance with these Bylaws, have extraordinary influence in the legislative process as it relates to issues of importance to this profession. TSAPAC funds may be expended in coordination and cooperation with the Texas Medical Association and its Political Action Committee, and the TSAPAC shall strive to operate efficiently so as to maximize the percentage of contributed funds available for the support of candidates and office holders.

ARTICLE II

OFFICES

- **2.1 Principal Office.**

The principal office of the TSAPAC will be 401 West 15th Street, Suite 990, Austin, Texas 78701, or such other location as the TSAPAC Board may, from time to time, determine.

ARTICLE III

BOARD

- **3.1 Management of the TSAPAC.** The direction and management of the affairs of the TSAPAC and the control and disposition of its properties and funds, including the authority to make contributions on behalf of the TSAPAC and to determine the size of such contributions, are vested in the TSAPAC Board, which shall consist of no more than 20 TSAPAC members, including the four officer positions described in Article IV. In addition, the current William H. King Award Recipient is eligible to serve as a voting Board member during the twelve months following the resident physician's receipt of the award. The Board shall also assist in the planning and implementation of the solicitation of contributions for the TSAPAC.
- **3.11 Terms of TSAPAC Board Members.** Voting membership positions of the TSAPAC Board shall be for a term of three years. The terms are staggered so that seven member positions will be filled by appointment or reappointment during the first and second years of the three-year term and six member positions will be filled every three years. No voting member shall serve more than three sequential terms. If a member completes three sequential terms, he or she shall be eligible for reappointment only after a three-year absence unless a waiver is granted by the TSA President-Elect.
- All TSAPAC Board members must be current members of the TSAPAC. TSAPAC Board members will be chosen from members of the TSAPAC Advisory Committee.
- **3.2 Elections and Vacancies.** Membership positions to the TSAPAC Board and TSAPAC Advisory Board will be filled annually as their terms expire by selection of the TSA President-Elect, in the same manner and at the same time that TSA Committee appointments are made. Vacancies for unexpired terms will be filled in the same fashion. Vacancies in the offices of Chair, Vice Chair, Treasurer and Secretary shall be filled by selection of the TSAPAC Board. In selecting members of the TSAPAC Board, the TSA President-Elect shall consider donation levels, varying practice models and geographic distribution and shall seek, as much as possible, to equalize representation among the districts of the TSA. The TSAPAC Chair shall collaborate with the TSA President-Elect when making appointments to the TSAPAC Board and Advisory Board.
- Validation of TSAPAC membership, attendance, performance and PAC contribution levels of members shall be compiled and reviewed annually by the TSAPAC Director, who shall be responsible for reporting this information to the TSA President-Elect and TSAPAC officers each year prior to appointments being made. If a TSAPAC Board member or TSAPAC officer resigns or is otherwise unable to serve their term of office, the matter will be referred to the TSAPAC officers and the TSA President for further action.
- If a TSAPAC Board member resigns or is otherwise unable to serve their full term of office, the TSAPAC officers and the TSA President will appoint a replacement to serve the remainder of the unexpired term.

- **3.3 Meetings.** Meetings of the TSAPAC Board may be held whenever called by the Secretary of the TSAPAC, upon the direction of the Chair of the TSAPAC, or upon request of 1/3 or more of the TSAPAC Board members; and the Secretary will give advance notice of the meeting to enable the Board members so notified the reasonable opportunity to attend such meetings. A called meeting may be either “in person” or “virtual” as deemed appropriate by the Chair of the TSAPAC.
- **3.4 Quorum.** A majority of the TSAPAC Board will constitute a quorum for the transaction of business at any meeting of the TSAPAC Board convened according to these Bylaws; but if less than a majority of the Board is present at said meeting, a majority of the TSAPAC Board members present may adjourn the meeting from time to time without further notice.
- **3.5 Manner of Action.** The act of a majority of the TSAPAC Board members present at a meeting at which a quorum is in attendance will be the act of the TSAPAC Board. Decisions by the TSAPAC Board may also be made by electronic mail polling of the TSAPAC Board. A quorum will be considered attained with responses from a majority of the TSAPAC Board by a set polling deadline. Action will be confirmed by a majority decision of the received responses when a quorum is attained.
- **3.6 Compensation.** TSAPAC Board members will not receive any compensation for their services.
- **3.7 Non-Voting TSAPAC Advisory Board Members.** TSAPAC Advisory Board Members are appointed at the discretion of the President-Elect. Currently active members of the TSAPAC may also attend TSAPAC Board meetings by communicating their intent to the TSAPAC Secretary at least 24 hours prior to the scheduled meeting or to the Chair of the TSAPAC prior to an in-person, or videoconference meeting.
- **3.71 Ex-Officio TSAPAC Board Members.** Ex-officio non-voting members of the TSAPAC Board are comprised of the TSA Executive Committee members, anesthesiologist legislators or an anesthesiologist state-wide elected official, as applicable. All ex-officio members of the TSAPAC Board must be members of the TSAPAC.
- **3.8 TSAPAC RESIDENT ADVISORY BOARD MEMBERS**
 - **3.81 Term.** Resident membership positions to the TSAPAC Advisory Board shall be for a term of one year with eligibility for reappointment. A Resident Member shall not be eligible for this category any longer than the individual’s term of appointment in a Texas accredited anesthesiology residency program.
 - **3.82 Positions and Vacancies.** Resident membership positions will be filled annually by selection of the TSA President-Elect, in the same manner and at the same time that TSA committee appointments are made. Vacancies will be filled in the same fashion. In selecting resident members of the TSAPAC Advisory Board, the TSA President-Elect shall appoint one resident member from each Texas anesthesiology residency program.
 - **3.83 Rights and Privileges.** TSAPAC Resident Advisory Board members shall be entitled to attend meetings and to participate as members of the TSAPAC Advisory Board.

ARTICLE IV

OFFICERS

- **4.1 Officers.** The officers of the TSAPAC Board shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as may be selected in accordance with the provisions of this Article.
- **4.2 Selection of Officers.** The officers of the TSAPAC shall be selected from the members of the Board. All officers shall be selected by majority vote of a quorum of the members of the Board.
- **4.3 Term of the Officers.** Except as provided in Section 3.2, each officer shall serve as follows:
 - Chair: three-year elected term, maximum two terms;
 - Vice-Chair: three-year elected term, maximum two terms;
 - Treasurer: two-year elected term, maximum three terms; and
 - Secretary: two-year elected term, maximum three terms.
- The term of a TSAPAC Board member who is elected to an office will be extended to the full term of the office to which they are elected, regardless of the number of years the officeholder has served on the TSAPAC Board. The seniority shall be in ascending order: Secretary, Treasurer, Vice-Chair, then Chair.
- **4.4 Chair.** The Chair will preside at TSAPAC Board meetings and have general supervisory authority over the TSAPAC Board. The Chair will make periodic examinations to ensure that the operations of the TSAPAC Board are in accordance with all applicable laws and regulations. The Chair will also install procedures to insure the confidential and voluntary nature of the contributions by individual members and arrange for periodic audits of the TSAPAC's operations no less frequently than annually. The Chair will have such other duties as are delegated by the TSAPAC Board.
 - **4.41** The Vice-Chair will act in concert with the Chair or in the place of the absence of the Chair.
- **4.5 Treasurer.** The Treasurer, or by delegation to the TSAPAC Director, will have charge and custody of and be responsible for all funds, financial accounts, and records of the TSAPAC, receive and give receipts for monies due and payable to the TSAPAC from any source whatsoever, deposit all such monies in the name of the TSAPAC in such banks, savings and loan associations, or other similar financial institutions as shall be selected in accordance with the provisions of Article VIII of these Bylaws, ensure that the TSAPAC is properly organized under the Texas Election Code, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the TSAPAC Board. The Treasurer will maintain, for a period of not less than three years, detailed records of the following: (i) all contributions received by the TSAPAC, including the name, address, and occupation of the contributor, and the date and amount of such contributions; (ii) all contributions made by the TSAPAC to candidates of political committees, including the full name and mailing address of the recipient, the office sought by such candidate, and the date and amount of such contributions; all expenditures of the TSAPAC, including the full name and mailing address (occupations and principal place of business, if any) of every person to whom an expenditure is made, the date and amount thereof, and the name and address of, and office sought by, any candidate on whose behalf an expenditure is made; (iii) and any other matters for which the TSAPAC is required to maintain records by the Texas Election Code or other applicable law. The Treasurer will function as the Campaign Treasurer of the TSAPAC for purposes of Title 15 of the Texas Election Code. The Treasurer shall present a report to the TSAPAC Board no less than annually. The Treasurer, the TSA

Executive Director, the TSA Director of Governmental Affairs, and the TSAPAC Director, as applicable, shall be authorized signatories on the TSAPAC Financial Accounts. Annual audits of the TSAPAC account(s) shall be conducted by an outside accounting firm and reviewed by the Treasurer.

- **4.6 Secretary.** The Secretary will keep the minutes of the meetings, and, in general, the provisions of these Bylaws, be custodian of the TSAPAC's records, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the TSAPAC.
- **4.7 Vacancies.** If an officer resigns or is otherwise unable to serve their full term or is not reappointed to the Board during their term, the officers shall ascend to their next senior level and the PAC Chair shall appoint a replacement Secretary to serve until the following TSA Annual Meeting, at which time the TSAPAC Board shall either confirm the appointment or elect a replacement to serve the remainder of the unexpired term.

ARTICLE V

CONTRIBUTIONS TO THE COMMITTEE

- **5.1 Eligible Contributors.** Subject to applicable law and the provisions of this Article V, contributions to the TSAPAC may be accepted from friends, members, and employees of the Texas Society of Anesthesiologist.
- **5.2 Prohibited Contributions.** The following restrictions apply to all contributions received by the TSAPAC:
 - a. No contribution will be accepted from (i) any corporation; (ii) any labor organization; or (iii) any other entity which is prohibited from making contributions or expenditures in connection with Texas state or local elections;
 - b. Contributions to the TSAPAC will be accepted only if made voluntarily and will not be accepted if secured by physical force, job discrimination, financial reprisals, the threat of any of the foregoing, or if required as a condition of employment;
 - c. No contribution will be accepted, and no expenditure will be made, by or on behalf of the TSAPAC at a time when there is a vacancy in the office of its Treasurer.
 - d. No contributions of cash or currency will be accepted, regardless of the amount;
 - e. No contribution will be accepted unless the contributor supplies information sufficient to enable the TSAPAC to comply with the record keeping and reporting requirements of the Texas Election Code or other applicable law;
 - f. No contribution will be accepted if such acceptance would in any way cause the TSAPAC to be in violation of the Texas Election Code or other applicable law; and
 - g. The TSAPAC Board, in its sole and absolute discretion, may refuse to accept any contribution made to the TSAPAC.
- **5.3 Status of Contributors.** Except as provided in these Bylaws, contributors to the TSAPAC will have no voting membership status on the Board and will not have any property rights in the monies of the TSAPAC.

ARTICLE VI

DISTRIBUTIONS

- **6.1 To Whom Made.** Subject to applicable law, contributions of TSAPAC funds will be made only (i) to individuals who have publicly announced that they are candidates for nomination or election to Texas state elected public offices for use by such individuals to further their candidacies; (ii) to committees, associations, or organizations organized and operating exclusively for the purpose of influencing, or attempting to influence, the nomination or election of one or more individuals described in (i) above, for use by such committee, association, or entities as the TSAPAC Board may determine so long as such distributions are for the purpose of supporting a candidate seeking election to Texas state office; or (iii) to such other entities as is permitted by applicable law at the time of any such distribution. Distribution of TSAPAC funds may also be made to current state office holders in support of TSAPAC activities.
- **6.2 Prohibited Distributions.** Notwithstanding the provisions of Section 6.1, the TSAPAC shall not be authorized to make distributions of TSAPAC funds to individuals who seek nomination or election to an office of the federal government or to committees, associations or organizations organized or operating for the purpose of influencing or attempting to influence the nomination or election of such individuals.
- **6.3 Authorization.** No distribution will be made by the TSAPAC unless authorized by the TSAPAC Board. No distribution will be made on behalf of the TSAPAC at a time when there is a vacancy in the offices of its Treasurer.
- **6.4 Distribution by Check.** All distributions made by the TSAPAC will be by check drawn on an account of the Committee in accordance with the provisions of Section 8.2 of these Bylaws.
- **6.5 Distribution Restrictions.** No distribution shall be made if such distributions would in any way violate the provision of the Texas Election Code or other applicable law.

ARTICLE VII

SOLICITATIONS

- **7.1 Solicitations.** Subject to applicable law, contributions to the TSAPAC will be solicited from friends, members and employees of the Texas Society of Anesthesiologists. No contributions to the TSAPAC will be solicited without the prior approval of the Board. No solicitation of funds shall be made if such solicitation would in any way violate the provisions of the Texas Elections Code or other applicable statutes or regulations.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- **8.1 Contracts.** The TSAPAC Board may authorize any office or officers, agent or agents, of the TSAPAC in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the TSAPAC. Such authority may be general or confined to specific instances.
- **8.2 Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the TSAPAC will be signed by such officer or officers, agent or agents, of the TSAPAC and in such manner as may from time to time be determined by the TSAPAC Board.

- **8.3 Deposits.** All funds of the TSAPAC will be deposited from time to time to the credit of the TSAPAC in such accounts in such banks, savings and loan associations or similar financial institutions insured by the FDIC as the TSAPAC may select. The TSAPAC will maintain at least one checking account at all times. All funds of the TSAPAC shall be segregated and kept apart from any monies of the Texas Society of Anesthesiologists, any monies of the officers of the TSAPAC, and any monies of any other individual, corporation, political action committee, or other entity.

ARTICLE IX

BOOKS, RECORDS, AND EXPENSES

- **9.1** The TSAPAC will keep correct and complete books and records of all transactions of the TSAPAC and will also keep minutes of the proceedings of its TSAPAC Board. All books and records of the TSAPAC may be inspected by any TSAPAC Board member for the proper purpose at any reasonable time.
- **9.2** The books and records of the TSAPAC shall be separate and distinct from those of the TSA.
- **9.3.** There shall be a TSAPAC Director who is responsible for administrative requirements of the TSAPAC, and for ensuring compliance with relevant Texas Ethics Commission administrative rules and regulations related to political action committees, including but not limited to compiling and submitting periodic reports of contributions and expenditures.

ARTICLE X

FISCAL YEAR

- **10.1** The fiscal year of the TSAPAC shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI

NOTICES

- **11.1** Any TSAPAC Board member may waive notice of any meeting. The attendance of a TSAPAC member at any meeting, including a meeting held by telephone, videoconference or e-mail will constitute a waiver of notice of such meeting, except when a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XII

AMENDMENTS TO BYLAWS

- **12.1** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the TSAPAC Board members.

The above and foregoing Bylaws are hereby authenticated as the Bylaws of the TSAPAC as of the 25th of February, 2024.