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## CONSTITUTION & BYLAWS JULY 2023

### CONSTITUTION

#### **Article I - Name**

The name of this Association shall be the American Osteopathic Association.

#### **Article II - Objectives**

The objectives of this Association shall be to promote the public health, to encourage scientific research, and to maintain and improve high standards of Osteopathic medical education.

#### **Article III - Divisional Societies**

This Association shall be a federation of divisional societies organized within state or foreign country boundaries, or within the uniformed services of the United States, which may be chartered by this Association as provided by the Bylaws, and all such organizations or divisions now a constituent part of the American Osteopathic Association are declared to be chartered as federated units of this Association.

#### **Article IV - Affiliated Organizations**

Affiliate organizations may be organized in conformity with the Bylaws of the Association.

#### **Article V - Membership**

The membership of this Association shall consist of osteopathic and allopathic physicians and of such others who meet the requirements prescribed by the Bylaws of the American Osteopathic Association.

#### **Article VI - House of Delegates**

The House of Delegates shall be the legislative body of the Association, shall exercise the delegated powers of the divisional societies in the affairs of this Association, and shall perform such other functions as are set forth in the Bylaws.

#### Section 1-Composition

The House of Delegates shall consist of delegates elected by the divisional societies and other authorized units, the elected officers and trustees of the Association and of such other members as may be provided for in the Bylaws.

- A. Divisional Societies and Uniformed Services Society Four hundred seventy-three delegate positions shall be allocated among the divisional societies for each of the states and the District of Columbia and the affiliated organization that represents osteopathic physicians serving in the uniformed services as follows: each divisional society and the uniformed services affiliate shall be entitled to one delegate and one alternate delegate. The remaining delegate positions shall be allocated among

divisional societies and the uniformed services affiliate based on the proportion of members of this Association who are located in the state represented by that divisional society or, in the case of the uniformed services divisional society, the proportion of members of this Association currently serving on active duty in the uniformed services of the United States. The allocation of additional delegates shall be recalculated each year.

- B. Student Council Representation in Divisional Societies Divisional societies shall be awarded one additional delegate as a student council representative for each college of osteopathic medicine accredited by the Commission on Osteopathic College of Accreditation (COCA) and located in the state represented by that divisional society, such student delegate to be elected according to the Bylaws of the American Osteopathic Association.
- C. Specialty Colleges Each AOA recognized Specialty College shall be represented by one delegate to be selected as provided in the Bylaws of the American Osteopathic Association.
- D. Representation of Osteopathic Postdoctoral Trainees and New Physicians in Practice Osteopathic physicians in postdoctoral training and new physicians in practice shall be represented by three delegates to be selected by the bureau of emerging leaders as provided in the bylaws of the American Osteopathic Association.

#### Section 2-Presiding Officer

The presiding officer of the House of Delegates shall be the Speaker and, in their absence or at their request, the Vice Speaker shall preside.

### **Article VII - Officers**

#### Section 1-Elected Officers

The elected officers of this Association shall be the President, President-Elect, First Vice-President, Second Vice-President and Third Vice-President. The First Vice-President shall be a person who has had previous experience as a member of the Board of Trustees. The officers shall be elected annually by the House of Delegates for a term of one year, or until their successors are elected and installed. The President-Elect shall automatically succeed to the presidency upon their installation, during the annual meeting of the House of Delegates following their election to the office of President-Elect. In the case of the inability upon the part of the President to serve during the term of office for which they have been elected, and therefore the office becomes vacant, the President-Elect shall become President for the unexpired portion of the term and continue in that office for the term in which the President-Elect was originally elected. In such case, if the President-Elect is unable to serve for the full unexpired term of the president's office, then the responsibility of filling the office of President shall devolve upon the Board of Trustees.

#### Section 2-Administrative Officers

The administrative officers shall be Chief Executive Officer, a Chief Financial Officer, a General Counsel, and an Editor-in-Chief who shall be appointed by the Board of Trustees and employed to serve for such term as the Board shall define. The duties of these officers shall be those usual to such officers in their respective offices and such others as are set forth in the Bylaws. The Chief Executive Officer shall be the Secretary of the Association.

## **Article VIII - Board of Trustees and Executive Committee**

### **Section 1-Board of Trustees**

The Board of Trustees shall be the administrative and executive body of the Association and perform such other duties as are provided by the Bylaws. The Board of Trustees of this Association shall consist of twenty-eight members.

- A. Seven elected officers: The President, President-Elect, The Past Presidents for the preceding two years, First Vice-President, Second Vice-President, and Third Vice-President;
- B. Eighteen at-large trustees, six of whom shall be elected annually by the House of Delegates to serve for three years;
- C. One new physician in practice member elected by the House of Delegates to serve for a term of one year. Candidates for the new physician in practice position shall be osteopathic physicians who have completed their postdoctoral training within the past five years and be nominated by the Bureau of Emerging Leaders. Candidates must be members in good standing of the AOA;
- D. One postdoctoral trainee, to include intern, resident, or a fellow, member elected by the House of Delegates to serve for a term of one year. Candidates for the postdoctoral trainee position shall be enrolled in an Accreditation Council for Graduate Medical Education (ACGME) internship, residency or fellowship. Candidates for the postdoctoral trainee position shall be nominated by the Bureau of Emerging Leaders. Candidates should be members in good standing of the AOA; and
- E. One student member elected by the House of Delegates to serve for a term of one year. Candidates for the student position shall be nominated, in alternating years, by the Council of Osteopathic Student Government Presidents (COSGP) and the Student Osteopathic Medical Association (SOMA).

### **Section 2-Executive Committee**

The Executive Committee of this Association shall consist of the President, President-elect, Past Presidents for the preceding two years, the chairs of the Departments of Affiliate Relations, Finance, Education, Governmental Affairs, Membership, and Research and Public Health.

### **Section 3-Term Limit**

For all trustees, with the exception of the President, President-Elect and the Past Presidents for the preceding two years, the aggregate terms of Office of Trustees shall be limited to twelve (12) years, with the exception that a trustee may complete the term in which twelve (12) years or more of service is completed. Time served as a student member, postdoctoral trainee member, or as new physician in practice member shall not be included in calculating the twelve years of service.

## **Article IX - Amendments**

This Constitution may be amended by the House of Delegates at any annual meeting by a two-thirds vote of the total number of delegates accredited for voting, provided that such amendments shall have been presented to the House and filed with the Chief Executive Officer at a previous annual meeting, who shall cause them to be distributed by US mail or electronic communication to each voting representative of the divisional society and affiliated organization representatives to the House of Delegates, posted on the AOA's website, and communicated in an official publication of the organization not less than two months nor more than four months prior to the meeting at which they are to be acted upon.

**Article X - Gender Disclaimer**

The American Osteopathic Association is open to all persons and does not discriminate against any persons because of their gender identity; therefore, the wording herein importing the masculine or feminine gender is inclusive of all gender identities and imports no such discrimination.

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## **BYLAWS**

### **Article I - Divisional, District and Affiliated Societies**

#### **Section 1-Divisional Societies**

Any state, territorial, provincial or foreign osteopathic organization, or an organization of osteopathic physicians serving in the uniformed services of the United States, which may desire to become a divisional society of the American Osteopathic Association and be chartered as a divisional society of this Association, shall apply on a prescribed form, submit evidence that its Constitution, Bylaws, and Code of Ethics generally conform to those of this Association, and maintain an organizational structure which shall generally conform to that of this Association.

Upon such application, the Chief Executive Officer and the Board of Trustees shall investigate and, finding satisfactory proof, shall recommend to the House of Delegates that a charter be issued. The Association shall not issue such a charter to more than one divisional society in a given area.

#### **Section 2-District Societies**

Divisional societies may, within their own areas, organize district societies whose relationship to the divisional society shall in all respects conform to that existing between the division and this Association.

#### **Section 3-Affiliated Organizations**

Upon application from any organization for a charter as an-affiliated organization, the Board of Trustees and the Chief Executive Officer shall investigate such organization and, upon satisfactory proof of a general agreement in policy and governing rules with those of this Association, shall recommend to the House of Delegates the issuance of such a charter. The Association shall not issue a charter to any organization which duplicates the function or prerogatives of any presently affiliated organization. All organizations which have as their membership osteopathic physicians in good standing with the AOA, whether holding a current charter of affiliation or not, shall have as a medium of communication for all publications of the AOA.

#### **Section 4-Amendments to Governing Documents**

Any amendments to the Constitution, Bylaws, Code of Ethics, and other governing documents, by whatever name called, of such a divisional society or affiliated organization shall be submitted to the Board of Trustees of the American Osteopathic Association, who shall review such amendments to determine whether, with the proposed amendments, the Constitution, Bylaws, Code of Ethics, or other governing documents would continue to conform generally to those of this Association and, with respect to the divisional society only, whether the organizational structure would continue to conform generally to those of this Association. Until such proposed amendments are given written approval of the Board of Trustees of the American Osteopathic Association, the divisional society or affiliated organization shall continue to operate under its previously approved Constitution, Bylaws, or other governing documents.

## **Article II – Membership**

### Section 1-Classification

The members of this Association shall be classified as follows:

- a. Regular Members
- b. Honorary Life Members
- c. Life Members
- d. Associate Members
- e. Student Members
- f. International Physician Members
- g. Allied Members

### Section 2-Membership Requirements

#### *a. Applicants for Regular Membership*

An applicant for regular membership in this Association shall be a graduate of a college of osteopathic medicine accredited by the American Osteopathic Associations Commission on Osteopathic College Accreditation or a graduate of an allopathic medical school accredited by the Liaison Committee on Medical Education or a graduate of a school of medicine located outside of the United States who completed residency training in a program accredited by the Accreditation Council on Graduate Medical Education and shall be eligible for licensure as an osteopathic or allopathic physician and/or surgeon or shall be in a training program, which is a prerequisite for licensure. Allopathic applicants should have an interest in promoting, advocating for and representing the interests of osteopathic medicine and osteopathic physicians.

Application shall be made on the prescribed form and shall be accompanied by payment of the appropriate dues amount.

Unless specifically noted, an applicant whose completed application and payment of appropriate dues has been received and processed shall be enrolled as a regular member. An applicant whose membership in this Association has previously been withdrawn for reasons other than non-payment of dues, or who has previously been convicted of a felony offense or whose license to practice has at any time been revoked, shall be further required to provide the application to and receive approval from the Bureau of Membership; such approval shall be made by the Bureau of Membership in its discretion.

An applicant whose license to practice is revoked or suspended, or who is currently serving a sentence for conviction of a felony offense, shall not be considered eligible for membership in this Association.

#### *b. Honorary Life Member*

Honorary life membership shall be conferred on each President upon conclusion of their term of office.

Such honorary life membership shall not exempt the holder thereof from the maintenance of regular membership in their divisional society or from assessments levied by this Association.

Honorary life membership may also be conferred by the Board of Trustees on a regular member who has been in good standing for 25 consecutive years immediately preceding, and who has rendered outstanding service to the profession at either the state or national level, or who is recommended for such a membership by official action of their divisional society and the Bureau of Membership. Such honorary life members shall have the

privileges and duties of regular members including the payment of assessments levied by the Association, but shall not be required to pay dues.

*c. Life Member*

Life membership may be granted to any regular member who has reached the age of 70 years, or who has completed 50 years of osteopathic practice, whichever comes first, and who has been in good standing for 25 consecutive years immediately preceding. The Bureau of Membership may waive this requirement on individual consideration. Such members shall have the privileges and duties of regular members, but shall not be required to pay dues or assessments beginning the year in which the age of 70 is attained.

Life membership may also be granted by the Board of Trustees or its Executive Committee on recommendation of a divisional society, to any regular member who has become permanently totally disabled. Such members shall have the privileges and duties of regular members, but shall not be required to pay dues or assessments.

*d. Associate Member*

By specific action of the Board of Trustees, or its Executive Committee, associate memberships may be granted to the following:

Graduates of accredited schools of medicine, dentistry or podiatry holding teaching, research or administrative positions in AOA accredited healthcare facilities and colleges or who practice jointly with regular members of this Association;

Doctors of philosophy or education and other nondoctoral personnel holding teaching, research or administrative positions in AOA accredited healthcare facilities or colleges; administrative employees of this Association, affiliated organizations and divisional societies; and any other professionals as determined by the Board of Trustees, excepting osteopathic physicians and students in colleges of osteopathic medicine.

Such associate members shall be required to pay dues and assessments as determined by these Bylaws. They shall receive a complimentary online subscription to the Association's publications and shall be eligible for such benefits as are periodically established by the Board of Trustees.

Associate members shall not be eligible for membership in the House of Delegates or the Board of Trustees, or to hold any elective offices of this Association.

*e. Student Member*

Student membership status shall be granted to each osteopathic medical student currently enrolled in a college of osteopathic medicine accredited or pre-accredited by the Commission on Osteopathic College Accreditation.

At such time as a student member graduates from their osteopathic college, they shall automatically become enrolled as a regular member of the Association. Each student member shall receive such publications and other literature as may be directed by the Board of Trustees or the House of Delegates.

*f. International Physician Members*

By specific action of the Board of Trustees, or its Executive Committee, International Membership may be granted to the following allopathic physicians who are:

Graduates of schools of medicine located outside of the United States on an official list of

schools recognized by the AOA, and holding a license for unlimited scope of medical practice including the authority to prescribe without limitation in their country of practice, and these allopathic physicians reside and practice outside of the United States and who support the goals and objectives of the AOA and the AOA Code of Ethics.

Such International Physician Members will be required to pay dues and assessments as determined by these Bylaws. They shall receive a complimentary subscription to the Association's publications and shall be eligible for such benefits as are periodically established by the Board of Trustees.

International Physician Members shall not be eligible for membership in the House of Delegates or the Board of Trustees, or to hold any elective offices of this Association.

*g. Allied Member*

By specific action of the Committee on Membership, allied membership may be granted to those licensed allied healthcare providers who are currently employed, with an active member of the AOA, contribute to the practice of that member, are not eligible for any other category of membership and who support the goals and objectives of this Association.

Such allied members shall be required to pay dues and assessments as determined by these Bylaws. They shall be eligible for such benefits as may periodically be determined by the Board of Trustees.

Allied members shall not be eligible for membership in the House of Delegates or the Board of Trustees, or to hold any elective offices of this Association.

By specific action of the Committee on Membership, allied membership may be granted to allopathic physicians holding an MD degree and licensed to practice in the United States who support the AOA mission and subscribe to its Code of Ethics.

Individuals who have received their training and/or degree in osteopathic medicine from a school that is not accredited by the Commission on Osteopathic College Accreditation (COCA) are not eligible for membership in the AOA.

Section 3-Disciplinary Action

The membership of any member of the Association who, in the opinion of the Executive Committee of the Association, purposely or persistently violates the established policy of the Association or who seeks to undermine the unity of the osteopathic profession or of any of its divisional societies or affiliated organizations may be revoked, suspended, or placed on probation by action of the Executive Committee of the Association, after the member has been given notice and an opportunity to be heard before such action is taken. Any individual whose membership has been so revoked, suspended, or placed on probation shall have the right of appeal to the Board of Trustees of the AOA at its next regular meeting, requesting a review of the action of the Executive Committee the Board of Trustees, on review, may in its discretion take such action in regard thereto as it deems appropriate.



## **Article III - Dues and Assessments**

### Section 1-Dues

#### *a. Members*

The annual dues of all members of the Association (except for allied members discussed in Article III, Section 1(c) and student members discussed in Article III, Section 1(d) shall be determined by the House of Delegates. The Board of Trustees shall be responsible for administration of dues, including determination of the membership year, the schedule for payment of dues, and the suspension of membership for nonpayment of dues. A suspended member may be reinstated upon payment of dues and assessments, provided such payment is received prior to the end of the membership year.

#### *b. Hardship Cases*

Upon recommendation of the Bureau of Membership, the Board of Trustees, or its Executive Committee, may approve a policy that identifies circumstances under which the AOA will remit a part or all of the annual dues of a member in good standing who, due to a physical or mental disability maintains a limited practice or is unable to practice.

#### *c. Allied Members*

The annual dues rates for allied members shall be determined and administered by the Board of Trustees.

#### *d. Student Rate*

Student members shall not be liable for dues or any assessment.

#### *e. International Physician Members*

The annual dues rates for International Physician Members shall be determined and administered by the Board of Trustees.

### Section 2-Assessments

To meet emergencies the Board of Trustees may levy such assessments as may be necessary, provided that the total of such assessments in any one-year shall not exceed the amount of the annual dues. Failure to pay such assessments shall incur the same penalty as failure to pay dues. Those dropped from membership for nonpayment of dues during the fiscal year in which an assessment is levied shall be required to pay the assessment prior to reapplying for membership.

### Section 3-Refunding Dues

No dues will be refunded if a membership is terminated for cause as provided in Article II, Section 3 or Article VII, Section 1, Part H of these bylaws or because of resignation.

## **Article IV - Code of Ethics**

### Section 1

The House of Delegates shall establish a Code of Ethics for the information and guidance of the members. Members of the Association, in their daily conduct, shall comply with the provisions of the Code of Ethics. The Code shall cover duties of physicians to patients, duties of physicians to other physicians and to the profession at large, and responsibilities of physicians to the public. The House of Delegates shall not adopt any provisions of the Code of Ethics, which may be in conflict with the Constitution or Bylaws of the Association.

## Section 2

The Code of Ethics may be amended by the House of Delegates at any annual meeting by two-thirds vote of the total number of delegates accredited for voting, provided a copy of the proposed amendment is deposited with the Chief Executive Officer at least 90 days before the annual meeting at which it is to be voted upon.

It shall be the duty of the Chief Executive Officer to have the proposed amendment distributed by electronic communication or first class mail, postage prepaid, to each divisional society and affiliated organization entitled to send voting representatives to the House of Delegates, posted on the AOA's website, and communicated in an official publication of the Association not later than one month before the annual meeting at which the amendment is scheduled for consideration.

The American Osteopathic Association has formulated this Code to guide its member physicians in their professional lives. The standards presented are designed to address the osteopathic physician's ethical and professional responsibilities to patients, to society, to the AOA, to others involved in healthcare and to self.

Further, the American Osteopathic Association has adopted the position that physicians should play a major role in the development and instruction of medical ethics.

## **Article V - House of Delegates**

### Section 1-Certification of Delegates and Alternates

#### *a. Divisional Societies*

The Chief Executive Officer of this Association shall furnish to the secretary of each divisional society, 75 days before the first day of the annual meeting of the House of Delegates, a statement of the number of regular members of this Association located in the area represented by that divisional society or, in the case of the uniformed services divisional society, the number of regular members of this Association currently serving in the uniformed services of the United States.

Based on that statement, each divisional society shall select, in a manner prescribed by its Constitution and Bylaws, the number of delegates (and their alternates) to the House of Delegates of this Association to which it is entitled under the provisions of the Constitution of the American Osteopathic Association. Delegates and alternates must be regular or student members in good standing of this Association and of the divisional societies, which they represent. Delegates (and their alternates) shall serve during the annual meeting of the House of Delegates and during the interim between annual meetings or until their successors are elected. The secretary of each divisional society shall certify its delegates and alternates to the Chief Executive Officer of this Association in writing at least 30 days prior to the first day of the annual meeting of the House of Delegates.

In the event that any state, ~~provincial or foreign~~ osteopathic association does not become a chartered divisional society, the regular members of this Association in that jurisdiction, at a regularly called meeting, may elect or appoint one delegate (and alternate) as their representative in the House, and such delegate (and alternate) shall be accredited in the same manner and have the same privileges as those of a divisional society.

#### *b. Specialty Colleges*

Each AOA recognized specialty college shall select one delegate and at least one alternate to the AOA House of Delegates in a manner prescribed in its Constitution and Bylaws. No specialty college delegate or alternate shall concurrently serve as a delegate for a divisional society at the AOA's House of Delegates. The Secretary of each specialty college shall certify the name of its delegate and alternate to the Chief Executive Officer of the AOA at least 30 days prior to the first day of the annual meeting of the AOA House of Delegates. Each delegate and alternate must be a member in good standing of this Association and their specialty college.

#### Section 2-Voting

Each delegate shall have one vote in the House.

#### Section 3-Committee on Credentials

The Committee on Credentials shall consist of three or more members appointed by the President and it shall be the duty of the Committee to receive and validate the credentials of the delegates to the House and to report all delegates entitled to be seated in the House. The Chief Executive Officer shall furnish the Committee on Credentials a list showing the number of delegates to which each divisional society is entitled. In case any organization has selected more than its legal representation, the Chief Executive Officer shall drop surplus names from the list, beginning at the bottom, and shall notify the divisional society of this action.

#### Section 4-Seating of Delegates

Delegates having been seated shall remain the accredited delegates throughout the meeting. In the event that accredited delegates have failed to qualify and assume their seat when the House convenes on the second day of the meeting, their accredited alternates may be seated. If Delegates who, after having been seated, are unable to be present on account of physical disability or other cause acceptable to the House, their alternates may be seated for that roll call period and shall continue as delegates until the previously seated delegate shall return for duty at a subsequent roll call. In that case the alternate delegates who have been seated may, by direction of the House, be dropped from the roll and the previously seated delegates shall return to their seat in the House.

#### Section 5-Annual Meeting

The annual meeting of the House of Delegates shall be held during June, July or August, and separate from the annual convention or clinical assembly of the Association, upon call of the President. Special sessions of the House of Delegates may be called by the President. The delegates shall be given at least two weeks' notice and the object or objects shall be stated in the call of such special meeting.

#### Section 6-Presiding Officer

The Speaker of the House of Delegates shall be its presiding officer. The Vice Speaker shall preside over the House of Delegates in the absence of or at the request of the Speaker and assume all duties of the Speaker.

#### Section 7-New Business

No new business shall be introduced on the last day of the meeting of the House of Delegates except by a two-thirds consent of those members present, provided two-thirds of the seated delegates are in attendance.

#### Section 8-Quorum

One-half of the accredited delegates of the House shall constitute a quorum.

### Section 9-Governing Rules

The meetings of the House of Delegates and of all other bodies of this Association shall be governed by Robert's Rules of Order Newly Revised, except in such instances as are specifically provided for in the Constitution and Bylaws of the Association or in the order of business which may be adopted from time to time. The order of business and any special rules adopted at the beginning of the meeting shall govern the procedure unless unanimously suspended.

### Section 10-Representation of Student Councils

The student council of each accredited college of osteopathic medicine, each branch campus and each additional location may be represented in the House of Delegates by its president (and such president's alternate elected by such student council) as a member of the delegation of the divisional society representing the state in which such college of osteopathic medicine and branch campus is located. Each such student delegate shall be accredited in the same manner and have the same privileges as the other members of the divisional society delegation; however, the chief administrative officer of each accredited college of osteopathic medicine and each branch campus shall certify the student council president and alternate to the Chief Executive Officer of this Association in writing or by electronic communication at least 30 days prior to the first day of the annual meeting of the House of Delegates and such Chief Executive Officer shall forthwith similarly certify each student council president and alternate to the secretary of the appropriate divisional society.

### Section 11-Representation of Osteopathic Postdoctoral Trainees and/or New Physicians in Practice

Osteopathic postdoctoral trainees and/or new physicians in practice may be represented in the House of Delegates by three individuals who, at the time of the annual meeting, shall be enrolled in postdoctoral training programs or currently a new physician in practice as defined by the association. At least one of the three individuals shall be enrolled in an accredited fellowship training program and at least one of the three individuals shall be enrolled in an accredited residency program. The three individuals and their alternates shall be selected by vote of the AOA's Bureau of Emerging Leaders (BEL). The delegates (and alternate delegates) selected by the BEL shall serve as the representatives of osteopathic postdoctoral trainees and new physicians in practice. Individuals serving as a BEL delegate shall not concurrently serve as a delegate for any other group at the AOA House of Delegates. The Chair of the BEL shall certify the names of the delegates and alternate delegates to the Chief Executive Officer of the AOA in writing or by electronic communication at least 30 days prior to the first day of the annual meeting of the AOA House of Delegates. Each delegate and alternate must be a member in good standing of this Association.

### Section 12-Representation of Student Osteopathic Medical Association

The Student Osteopathic Medical Association (SOMA) may be represented in the House of Delegates by one member of the SOMA Board selected by vote of the SOMA Board (or such SOMA member's alternate, who shall also be a member of the SOMA Board selected by the SOMA Board). No SOMA delegate or alternate shall also be a member of a divisional society's delegation representing the state in which such SOMA Board member's osteopathic college is located. The SOMA delegate shall be accredited in the same manner and have the same privileges as the other members of the divisional society delegation; however, the Chief Administrative Officer of SOMA shall certify the

SOMA delegate and alternate to the Chief Executive Officer of this Association in writing or by electronic communication at least 30 days prior to the first day of the annual meeting of the House of Delegates.

## **Article VI - Elections**

### Section 1-Qualifications

Except where positions are designated as public members Membership in both the AOA and a divisional society shall be a requisite for qualification for any officer or for

any member of any department, division, bureau or committee of the Association, however selected, if the incumbent shall be an osteopathic or allopathic physician.

### Section 2-Nominations

Nomination of all officers and trustees of this Association, and nomination of the Speaker and Vice Speaker of the House of Delegates, excepting nomination of those otherwise provided for in the Constitution, shall be a regular order of business in the House of Delegates at the annual meeting of the House. Nominations may be made from the floor immediately preceding the balloting. Nominating speeches shall not exceed two minutes.

### Section 3-Method of Election

Election of such officers and trustees as are elected by the House of Delegates shall take place during the last day of the annual meeting. All elections shall be by ballot except as hereinafter provided in this section and a majority of all votes cast shall be necessary to elect. If there shall be but one nominee for a given office or trusteeship it shall be the duty of the secretary to cast the elective ballot for that nominee. The Speaker and Vice Speaker of the House shall be elected to serve for one year or until their successors are elected and installed.

### Section 4-Installation

The AOA President and President-elect shall be installed in their positions during the Annual Meeting at a time to be designated in the official meeting agenda. All other officers-elect and trustees-elect shall be installed as the final order of business and shall assume the authority of their respective offices upon adjournment of the meeting.

## **Article VII - Board of Trustees**

### Section 1-Duties

The Board of Trustees shall:

- a. Direct the management of the affairs of the Association between annual meetings. It shall meet coincident with the annual meeting of the House of Delegates and at other times on call of the President, shall make all arrangements for the annual meetings, shall appoint all standing and special committees not otherwise provided for in these Bylaws, and may fill by appointment any vacancy occurring in its own membership or any other elective office until the time of the next meeting of the House of Delegates. A quorum of the Board shall be a majority of the members thereof.
- b. Appoint a Chief Executive Officer, a Chief Financial Officer, a General Counsel, and the Editor-in-Chief and shall fix the amount of their salaries and the length of their terms of office. It shall fix the duties of the Chief Executive Officer, Chief Financial Officer, General Counsel, the Editor-in-Chief and all other officials, committees, departments and bureaus necessary to the proper execution of the

policies of the Association and not fixed by these Bylaws.

- c. Have the responsibility of management of the finances of the Association and shall authorize and supervise, the House of Delegates concurring with, the annual budget for the fiscal year. It shall appoint a certified public accountant to audit the financial records of the Association and certify to the accuracy of the statement of financial condition of the Association to be reported at the annual meetings.

No appropriation shall be made by the House of Delegates except upon recommendation of the Finance Committee approved by the Board of Trustees, and all resolutions, motions or otherwise, having for their purpose the appropriation of funds, shall first be referred without discussion to the Finance Committee of the Board of Trustees. An adverse ruling on such motions may be overruled by a three-fourths vote of the House of Delegates.

- d. Provide for the publication of an official journal of the Association and such other publications as are deemed necessary or shall be directed by the House of Delegates.
- e. Maintain and revise the Administrative Guide annually. The general purpose of this manual shall be to provide a handy reference book of concise statements of the duties of all officials, committees, departments, bureaus and employees of the Association, to the end that there shall be no conflict of jurisdiction or duplication of effort. Copies of such Guide shall be published on the Association's website and thereby made available to each divisional society and affiliated organization as well as officers of the American Osteopathic Association and other groups or individuals as directed by the Board of Trustees of the Association.
- f. Establish such departments, committees, bureaus, councils, and commissions, and authorize the president's creation of such task forces, as shall be necessary to further the policies of the Association and determined by the House of Delegates and shall determine the duties and powers of such departments, committees, bureaus, councils, commissions and task forces.
- g. Approve from its own membership, based on the President's appointment, the chairs of the departments. The department chairs shall direct the activities of their respective departments. The Board shall also approve, based on the President's appointment, the members of the various committees, bureaus, councils, commissions and task forces under the departments.
- h. Decide finally all questions of an ethical or judicial character. It shall have investigated by the Ethics Review and Board Appeals Committee all charges or complaints of violation of the Constitution, Bylaws, or of grossly unprofessional conduct of any member. The Board shall have the power to censure, place on probation for not exceeding a three-year period, suspend for not exceeding a three-year period or expel a member, as the findings warrant. A member may be cited to appear before it by the Board of Trustees or the Ethics Review and Board Appeals Committee to answer charges or complaints of unethical or unprofessional conduct. Upon the final conviction of any member of an offense amounting to a felony under the law applicable thereto, or the final revocation of, or suspension of, their license to practice in a state on the grounds of having committed a violation of a disciplinary provision of the licensing law by a duly constituted state licensing agency, or the voluntary surrender of their license

while under charges of having committed said violation, such member shall automatically be deemed expelled from membership in this Association; a conviction shall be deemed final for the purposes hereof when affirmed by an appellate tribunal of final jurisdiction or upon expiration of the period allowed for appeal. The Bureau of Membership shall be granted the authority to restore to membership a doctor whose license was revoked, and later retroactively reinstated by their licensing board.

If, because of a breach of the Code of Ethics, a member shall have been suspended, or expelled from a divisional society or affiliated organization by proper action of such divisional society or affiliated organization, the Board of Trustees of this Association shall review the record of such decision. The decision may first be referred to the Ethics Review and Board Appeals Committee for recommendations. If the Board shall concur in the action of the divisional society or affiliated organization, such member shall be suspended for the same period of time or expelled from this Association upon the same basis as in the decision of the divisional society or affiliated organization. The Board is authorized to adopt and amend from time to time, in the manner directed by the Board, a Guide for Administrative Procedure regulating the procedure applicable to matters involving violations of the Code of Ethics.

#### Section 2-Appeal

A minority of one-third or more members of the Board of Trustees present at any session may appeal to the House of Delegates from the decision of the majority on any question at the current meeting.

#### Section 3-Executive Committee

The Executive Committee shall transact the business of the Board of Trustees between meetings.

#### Section 4-By-Mail Vote

Between meetings of the Board of Trustees and of the Executive Committee, a by-mail vote, or vote by other means of electronic communications, on any urgent matter may be taken of the members of the Board of Trustees, or Executive Committee, if a consent in writing setting forth the action so taken shall be signed by all of the trustees or members of the Executive Committee entitled to vote with respect to the subject matter thereof, any such vote to be entered into the records at the next meeting of the Board.

#### Section 5-Indemnification

Each trustee, officer, bureau member, council member, committee member, or employee of the association shall be held harmless and indemnified by the association against all claims and liabilities and all costs and expenses, including attorneys' fees and defense costs, reasonably incurred or imposed upon such person in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which such person may be made a party by reason of any action taken or omitted to be taken by such person as a trustee, officer, council member, committee member, employee or agent of the association, in good faith. This right of indemnification shall inure to such person whether or not such person is a trustee, officer, bureau member, council member, committee member, or employee at the time such liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such

person's legal representatives.

To the extent available, the Board of Trustees may authorize the Association to purchase and maintain insurance on behalf of any person who is or was a trustee officer, bureau member, committee member, council member or employee of the Association or is or was serving at the request of the Association as a trustee, director, officer, employee, or agent of another corporate entity controlled by the Association against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the authority or power to indemnify them against such liability under the provisions of this section.

## **Article VIII - Duties of Officers**

### Section 1-President

The President shall be the chairman of the Board of Trustees and of the Executive Committee and shall perform the duties usually pertaining to the office. The President shall nominate, subject to approval by the Board of Trustees, all appointive officers, unless otherwise specified in the Bylaws and in accordance with the directives contained in the Administrative Guide or as established by the Board of Trustees or the House of Delegates.

### Section 2-President-elect

The President-elect shall perform the duties of the office of the President in the absence of or at the request of the President.

### Section 3-Vice-Presidents

The Vice-Presidents, in the order of their designation and in the absence or at the request of the President and President-elect, shall perform the duties of the office of the President.

### Section 4-Immediate Past President/Treasurer

The immediate past president shall serve as chair of the Finance Committee and hold the office of treasurer and shall perform, or cause to be performed, the functions usually pertaining to that office.

### Section 5-Speaker/Vice-Speaker of the House of Delegates

The Speaker or the Vice-Speaker of the House of Delegates shall perform such duties as custom and parliamentary usage require. The Speaker shall appoint reference committees of the House to perform functions for which they are created subject to the approval of the House and shall have such other privileges and duties as may be assigned to them by the House of Delegates, which privileges and duties shall not be in conflict with the privileges and duties assigned by the Constitution and Bylaws to other officers of the Association. The Vice-Speaker of the House of Delegates shall assume the duties of the Speaker in their absence or at their request.

### Section 6-Chief Executive Officer

The Chief Executive Officer shall:

- a. Be the chief administrative officer of the Association and the executive and recording secretary of the Association. The Chief Executive Officer shall counsel with the other administrative officers and with the heads of departments in the central office to produce the greatest possible cooperation and efficiency in the conduct of the affairs of the Association under the President and the Board of Trustees and cooperate with the chairmen of various agencies of the



Association in the execution of the policies of the Association as outlined by the House of Delegates. It shall be the duty of the Chief Executive Officer to coordinate the work performed by the various departments, bureaus, and committees of the Association.

- b. Direct the joint activities of the Association and the divisional societies as provided by the Bylaws, and may select one or more of the trustees or like officers of the divisional societies, to assist them in this work in their respective areas.
- c. Be responsible for the correspondence of the Association and shall keep accurate record of the proceedings of the House of Delegates and the Board of Trustees. Be responsible for the supervision of assistance to the divisional societies in all matters according to the policies laid down by the Association and for the supervision of the execution of plans of the Association with regard to colleges, affiliated organizations and campaigns.
- d. Keep on file an accurate record of all transactions of the office, which shall at any time be subject to examination by the President or Board of Trustees, shall make an annual report to the House of Delegates and Board, and shall perform such other duties as are prescribed by the Board not in conflict with the Constitution and Bylaws of this Association.
- e. Be the statistical officer of the Association, and shall have charge of the archives, including legal, historical and scientific records of value to the Association.
- f. Be authorized to provide such assistance as is necessary for the proper conduct of the central office, subject to the directives of the Board of Trustees, and at the expiration of their term shall deliver to their successors all property and papers pertaining to his office.

#### Section 7 - Chief Financial Officer

The Chief Financial Officer shall:

- a. Have charge of the funds and assets of the Association, cooperate with the Chief Executive Officer under the direction of the Board of Trustees, and disburse such funds only in the manner prescribed by the Board of Trustees.
- b. Be responsible for the collection of dues and assessments as provided in these Bylaws; shall cooperate with like officers of the divisional societies and affiliated organizations and may delegate them to assist them in their respective societies.
- c. Keep on file accurate records of the transactions of the office, which shall at all times be subject to examination by the Board of Trustees. The Chief Financial Officer shall prepare reports quarterly for the Board of Trustees and annually for the House of Delegates and the Board, and at the expiration of the Chief Financial Officer's employment. The Chief Financial Officer shall also deliver to their successors or to the Board, or their assigned agent, all monies, records and other property of the Association subject to their jurisdiction. He shall perform such other duties as may be prescribed by the Board consistent with the Constitution and Bylaws of the Association.
- d. Be provided with such assistance as is necessary to the proper conduct of the office, subject to the directives of the Board of Trustees and the Chief Executive Officer.

#### Section 8-General Counsel

The General Counsel shall:

- a. Be the chief legal officer of the Association, responsible for oversight and management of all legal services provided to the Association, its trustees, officers and staff to ensure protection of the Association's legal rights and maintenance of its operations consistent with the limits established by law.
- b. Provide legal advice and guidance to the trustees, officers, and staff, bureaus, councils, task forces, commissions and committees of the Association on the legal implications of matters relevant to the Association, including compliance with federal, state, and local laws and regulations applicable to a tax-exempt, not-for-profit membership organization and adherence to internal organizational policies and procedures.
- c. Draft and review contracts and other legal documents, policies and procedures; research pertinent to legal issues; prepare written and oral opinions and position statements on issues identified by the Association's trustees, officers, staff, bureaus, councils, task forces, commissions and committees;
- d. Represent or coordinate the representation of the Association in judicial and administrative proceedings; and
- e. Select and retain outside counsel, as required, to obtain legal opinions or to handle claims and litigation. Supervises legal work of other Association attorneys and outside counsel.

#### Section 9-Editor-in-Chief

The Editor-in-Chief shall:

- a. Have the editorial direction, in accordance with the established policies of the Board of Trustees and House of Delegates, of *The Journal of Osteopathic Medicine*, other periodical publications of the Association under the general supervision of the Chief Executive Officer and shall cooperate with all departments of the central office.
- b. Be provided with such assistance as is necessary to the proper conduct of his office, subject to the directives of the Board of Trustees through the Chief Executive Officer.

#### **Article IX - Departments, Bureaus, and Committees**

The Board of Trustees and House of Delegates, consistent with the powers given to it by these Bylaws, shall establish and determine the duties of departments, bureaus, councils, commissions, committees, and task forces necessary to further the policies of the Association. The Association's departments shall include the Departments of Affiliate Relations, Finance, Education, Governmental Affairs, Membership, and Research and Public Health. The activities of all departments, bureaus and committees shall, so far as possible, be executed in close cooperation with the Chief Executive Officer. Upon the expiration of the terms of office of chairs and members of the departments, bureaus, or committees, all records of the same shall be delivered by the chairs to the Chief Executive Officer. All employed staff of departments, bureaus, and committees in the offices shall be under the jurisdiction of the Chief Executive Officer.

Except where positions are designated for public members (i.e., non-physicians serving on a bureau or committee who are intended to represent and speak for the interests of the public and consumers of osteopathic medical services), membership in both the AOA and a divisional society shall be a requisite for qualification for service on a bureau, council, or committee of the Association, however selected, if the incumbent shall be an osteopathic or allopathic physician.

## **Article X - Conventions and Meetings**

Whenever referred to in this Constitution and Bylaws, the words annual meeting shall refer to the annual meetings of the Board of Trustees or of the House of Delegates, respectively, and the words annual convention or clinical assembly shall refer to the annual clinical assembly of the Association.

### Section 1-Annual Clinical Assembly

The annual clinical assembly shall be held at such time and place as may be determined by the Board of Trustees, provided, however, such action may be changed by the House of Delegates by a two-thirds vote of the total number of delegates accredited for voting.

### Section 2-Annual Meetings

The annual meetings of the Board of Trustees shall be held at such time and place as may be determined by the Board of Trustees, provided, however, such action may be changed by the House of Delegates by a two-thirds vote of the total number of delegates accredited for voting.

## **Article XI – Amendments**

### Section 1-Bylaws

These Bylaws may be amended at any annual or special meeting of the House of Delegates by a two-thirds vote of the total number of delegates accredited for voting, provided that the amendment shall have been filed with the Chief Executive Officer at least two months before the meeting at which the amendment is to be voted upon. Upon receiving a copy of the amendment, it shall be the duty of the Chief Executive Officer to use reasonable efforts to distribute it by U.S. mail or electronic mail, to all AOA members and each divisional society and affiliated organizations entitled to send voting representatives to the House of Delegates, posted on the AOA's website, and published in an official publication of the Association at least one month before the meeting. The Board of Trustees may revise the proposed amendment if necessary to secure conformity to this Constitution and Bylaws and shall then refer it to the House for final action not later than the day prior to the end of the meeting.

### Section 2-Articles of Incorporation

The Articles of Incorporation of this Association may be amended by the adoption of a resolution by the Board of Trustees setting forth the proposed amendment and directing that the amendment be submitted to a vote at a meeting of the House of Delegates, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be posted on the AOA's website and delivered not less than two weeks nor more than 40 days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Chief Executive Officer, or the officers or persons calling the meeting, to each delegate entitled to vote at such meeting.

Written or printed notice shall further be published in an official publication of the Association and sent in an official email communication to all AOA members not less than two weeks or more than 40 days before the date of the meeting. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the total number of delegates accredited for voting.

**Article XII - Gender Disclaimer**

The American Osteopathic Association is open to all persons and does not discriminate against any persons because of their gender identity; therefore, the wording herein importing the masculine or feminine gender is inclusive of all gender identities and imports no such discrimination.