

CLEVELAND ACADEMY OF OSTEOPATHIC MEDICINE

Bylaws

ARTICLE I – NAME

The name of this organization, incorporated under the laws of Ohio as a not-for-profit, educational corporation, shall be the Cleveland (District VII) Academy of Osteopathic Medicine, hereinafter referred to in these Bylaws as “the Academy”.

ARTICLE II – ORGANIZATION

The Academy, a sub-divisional society of the Ohio Osteopathic Association (OOA), is governed by the Code of Regulations of that Association insofar as they relate to divisional societies. The Academy shall embrace the following counties; (1) Ashtabula, (2) Cuyahoga, (3) Geauga, (4) Lake and (5) Lorain.

ARTICLE III – PURPOSES

Section 1. The purpose of the Academy shall be as follows:

- A) To establish standards for membership.
- B) To advance the standards of practice and service in the Osteopathic community.
- C) To exchange and disseminate information among its members as to the improvements and advancements in the field of Osteopathic medicine and surgery as disclosed through the reported work and research of scientific societies.
- D) To encourage mutual understanding and cooperation between the members of the Academy and between the agencies of the local, state, and federal government having to do with the health and welfare of society.
- E) To support the growth and development of Osteopathic schools of medicine, its organizations at national, state, and local levels, and its hospitals and colleges.
- F) To maintain and promote the highest moral and ethical standards in the practice of Osteopathic Medicine.

ARTICLE IV – CODE OF ETHICS

Section 1. The membership of this Academy shall be governed by the Code of Ethics adopted by the OOA and the American Osteopathic Association (AOA).

Section 2. Discipline and Ethics

Any member of this Academy who is found guilty of professional or personal conduct detrimental to the welfare of the Academy, the OOA or the profession of Osteopathic medicine and surgery, or who violated the Code of Ethics, may be temporarily suspended or disciplined by the Executive Council of the society whose rules are violated, provided the accused has been given the opportunity to be heard in person or through a representative and is found guilty. All cases involving disciplinary action or

violation of the Code of Ethics shall be reported to the OOA Ethics Committee through its Executive Director. Such reports will be made in writing and will set forth all available information pertinent to the case. Under this section, the Board of Trustees of the OOA will be the final authority in directing that a member be suspended or expelled from the Academy.

ARTICLE V – MEMBERSHIP

Section 1. The membership shall consist of the present members of the Academy and of such others as shall be elected in the manner prescribed by the Bylaws.

Section 2. Categories of Membership

A) Active Membership

- i. An applicant for active membership in this Academy shall be a graduate of a recognized college of Osteopathic Medicine and shall be licensed to practice in the state of Ohio.
- ii. Candidates for membership shall present a written application, together with the full amount of the dues. The application shall be on the prescribed form. This application shall be acted upon by the Executive Council of the Academy. The name of the applicant shall be read at the next meeting of the Academy and, if no objection is received within thirty days, the Secretary-Treasurer shall enroll the applicant as a regular member and notify said applicant of his election to membership. If an objection is filed, within the specified time, the Executive Council shall make full investigation and take such actions as its findings warrant.
- iii. Young Physician Members possess all the privileges of Active Membership but refers to physicians who are currently within the first three years of practice post-training.

B) Associate Membership

- i. The Executive Council of the Academy may grant Associate Membership to Allopathic physicians, to teaching, research, administrative or (executive) employees of approved osteopathic hospitals and to administrative employees of this Academy or affiliated organizations accepting doctors of osteopathy and students in osteopathic colleges.
- ii. Associate members shall not have voting rights.

C) Retired Physician Membership

D) Lifetime Membership

- i. By action of the Executive Council of the Academy, the Academy may confer the title of Lifetime Membership on anyone who has attained the age of seventy years or who has completed fifty years of Osteopathic practice, whichever comes first, and who has been in good standing for twenty-five consecutive years immediately preceding. Such members shall have the privileges and duties of regular members but shall not be required to pay dues or assessments.
- ii. The Academy may recommend names of Academy members to the Board of Trustees and the House of Delegates to the OOA for consideration of Life Membership in the OOA, in accordance with the Code of Regulations of the OOA. Such nominations shall be submitted in writing to the OOA Executive Director for presentation to that Board of Trustees.

E) Honorary Membership

- i. By a two-thirds vote by the Executive Council and approval of the majority of membership, the Academy may confer the title of honorary member upon any person, not eligible to active membership, as an honorary reward for outstanding service to the profession.

Section 3. Good Standing

- A) A member shall be deemed to be in good standing in this Academy if the member is current in the payment of all dues and other financial obligations to the Academy.
- B) Regular members residing in Cuyahoga County must attend at least seventy-five percent of all regularly scheduled meetings of the Academy.
- C) Members residing in other counties in the Academy area must attend at least fifty percent of all regularly scheduled meetings. The Executive Council will consider reasonable excuses when a member finds it impossible to attend the meeting because of illness, attendance at a postgraduate study course, etc.
- D) Membership may be revoked if the attendance requirements or Code of Ethics are violated.

Section 4. Members in good standing possess certain rights and privileges as follows:

- A) Active and Lifetime members shall be entitled to all rights and privileges of this Academy.
- B) Retired members who have previously been active members, as well as student and resident members shall be entitled to participate in all the functions and activities of this College, including membership on committees, but shall not be eligible for election to office, nor have the right to vote, except at meetings of committees on which they serve.

Section 5. Delinquencies and Reinstatements

- A) A member whose dues shall remain unpaid for three months, either in the Academy or in the OOA shall become suspended and his name shall be dropped from the roll until such time as he shall be reinstated. He may be reinstated in the Academy before the expiration of six months by payment of his delinquent dues. If dues are not paid as stated, the individual shall forfeit his membership in the Academy and reinstatement can be made only through the normal procedure required of all applicants as outlined in Article IV, Section 2.

Section 6. Financial Obligations

- A) Annual dues of this Academy shall differ depending on the membership category as set forth below. The Executive Council shall adjust the financial obligation as appropriately and post these costs on the organization website to be viewed by all members.
- B) Active members
 - i. Young Physician members
 - a) First year out of training
 - b) Second year out of training
 - c) Third year out of training
- C) Associate members
- D) Retired members
- E) Group membership rate
 - i. There shall be no annual assessment of student, intern, resident, lifetime or those members on active duty in the military service.

Section 7. Annual dues may be changed by the Executive Council after first giving notice to the entire membership following 30 days' notice.

Section 8. The Academy dues shall be payable in advance to the Academy on or before the beginning of the fiscal year. New applications of members made within one month of the close of the fiscal year accompanied by the full amount of annual dues shall be credited as dues paid to the end of the succeeding year.

Section 9. The Executive Council of the Academy, after first giving notice to the entire membership, may at the next regular membership meeting, by a majority vote of those present, level such assessments as may be necessary for efficient operation of the Academy. Assessments will be collected by and made payable to the Secretary-Treasurer of the Academy. Assessments shall not exceed one half of the annual dues. Failure to pay such assessments shall incur the same penalty as failure to pay dues.

ARTICLE VI – OFFICERS

- Section 1. The Officers of the Association shall be: President, Immediate Past President, First Vice President, Second Vice President, Secretary-Treasurer, and Trustee to the OOA. An Executive Director may be appointed. All officers herein described, except the Immediate Past President and Executive Director, shall be elected for a term of one year, with opportunity for reappointment to the position in subsequent elections.
- Section 2. The vacancy in the other offices shall be filled by presidential appointment and approved by at least two-thirds of the Executive Council and the term of such appointment shall be for the duration of the term of the office that it replaces.
- Section 3. The President and all Officers of the Academy shall be installed at the January Seminar immediately following the membership meeting during which elections have occurred. The President is from that time on the official head of the Academy and shall preside as Chairman of the delegation to the OOA House of Delegates.

ARTICLE VII – DUTIES OF OFFICERS

- Section 1. President
- A) The President shall
- i. Efficiently administer the affairs of the Academy during his term;
 - ii. Contribute in all ways to the betterment of the Osteopathic profession;
 - iii. Preside over meeting of the Executive Council and general meeting of the Academy;
 - iv. Direct the activities of the Academy;
 - v. With the advice and consent of the Executive Council, appoint the members and chairs of all committees and serve as ex-officio member of all committees of the Academy;
 - vi. Serve as the primary contact for the Executive Director
 - vii. Serve as Chairperson for the annual January Seminar;
 - viii. Perform other duties as assigned
- Section 2. Immediate Past President
- A) The Immediate Past President shall
- i. Continue to serve the Executive Council as an advisor to the President;
 - ii. Contribute in all ways to the betterment of the Osteopathic profession
 - iii. Perform other duties as assigned
- Section 3. First Vice President
- A) The First Vice President shall
- i. Be presumed to succeed to the Presidency at the installation ceremonies following the year of his election as First Vice President;

- a) In the event of resignation or inability to serve in his elected capacity, this vacancy shall be filled by a special election following the declaration of said vacancy.
- ii. Familiarize himself with the business and matters of the Academy;
- iii. Consult with the President on matters effecting the Academy;
- iv. Prepare committee appointments for the following year;
- v. Serve as Chairperson for the annual fall CME otherwise known as the Westside Seminar;
- vi. Assist the President in the performance of his duties;
- vii. Preside in the absence of the President;
- viii. Represent the President at other meetings and functions when requested to do so by the President;
- ix. Perform other duties as assigned.

Section 4. Second Vice President

- A) The Second Vice President shall
 - i. Familiarize himself with the business and matters of the Academy;
 - ii. Consult with the President on matters effecting the Academy;
 - iii. Prepare committee appointments for the following year;
 - iv. Assist the President-Elect in the performance of his duties;
 - v. Preside in the absence of the President and President-Elect
 - vi. Represent the President or President-Elect at other meetings and functions when requested to do so;
 - vii. Perform other duties as assigned.

Section 5. Secretary-Treasurer

- A) The Secretary-Treasurer shall
 - i. Deposit all monies of the Academy in a depository designated by the Executive Council
 - ii. May be bonded in an amount to be determined by the Executive Council;
 - iii. Disburse monies of the Academy by check;
 - a) All checks must be co-signed by two officers of the Academy.
 - iv. Provide financial reports to the Executive Council and general membership at each meeting unless otherwise instructed by the President;
 - v. Keep an up to date record of the membership of the Academy;
 - vi. Perform other duties as assigned.

Section 6. Trustee to the OOA

- A) The Trustee to the OOA shall
 - i. Serve as a representative of the Academy at all meetings of the OOA;
 - ii. Provide reports at each meeting of the Executive Council and general membership;
 - iii. Perform other duties as assigned.

Section 7. Executive Director

- A) The Executive Director is accountable to the members of the Executive Council. The following shall serve as a job description and shall identify performance objectives:
- B) Office Hours, Pay Schedule and Benefits
 - i. The Director is a fulltime, salaried, at-will position

- ii. Work week hours may vary for special programs as the President's Bash, Membership Meetings, West Side Seminar, January Seminar, and others as required.
- iii. The pay rate is determined at the beginning of each fiscal year by the Executive Council. Performance bonus to be determined by the Executive Council at the time of the annual review.
- iv. Paydays shall be biweekly on Friday. A pay schedule will be developed at the beginning of each fiscal year.
- v. Holidays shall be observed in accordance to the policies of the Academy.
- vi. The Academy shall pay for life insurance and death/disability insurance or health insurance for the director but not both
- vii. Two weeks of vacation will be given after one year of service in accordance with the policy statement, not to conflict with Academy programs.

C) General Responsibilities

- i. Cooperate with the executive director of the OOA and AOA to comply with all local, state, and federal statutes that apply to professional medical associations and their divisional societies.
- ii. Supervise daily operation of the Academy office.
- iii. Coordinate all work performed by the officers of the Academy and assigned committees.
- iv. Keep an accurate record of all activities and business transactions of the Academy.
 - v. Serve as a representative for the Academy at meetings with other organizations.
 - vi. Receive and distribute correspondence on behalf of the Academy and its officers.
- vii. Attend monthly Executive Council meeting, sub-committee meetings and semi-annual membership meetings.
- viii. Meet with the president of the Academy on a regular basis and keep him/her informed of office activities.
- ix. Develop a marketing plan for each event the Academy sponsors.
- x. Maintain website on a regular basis.

D) Membership

- i. Maintain accurate membership records and mailing list of members, non-members, residents, interns and students.
- ii. Actively work with current members to recruit new members.
- iii. Develop and maintain process for retaining active members annually.
- iv. Develop and assist with the distribution of monthly newsletter to membership
- v. Actively work with hospitals to enhance relations with Academy and continue to address current and potential members.

E) Financial Records

- i. Maintain accurate and detailed financial records.
- ii. Make deposits to Academy financial accounts.
- iii. Pay bills and salaries by designated due dates.
- iv. Prepare monthly and annual financial reports for distribution to Executive Council and members.
- v. File necessary tax documents.
- vi. Work with accountants to ensure accuracy with financial records and tax requirements.

F) CME Programs

- i. Prepare all mailings to potential exhibitors.
- ii. Work with program chair and postgraduate committee to develop CME schedule, dates, and location.

- iii. Prepare CME Brochures for physicians to include printing and distribution.
- G) Public Relations
 - i. Advocate the osteopathic profession in the greater Cleveland area in order to secure and maintain positive image of osteopathic medicine.
 - ii. Monitor local news for stories and information which has an impact on the Academy and its members.
 - iii. Submit press releases to media concerning Academy and/or members' activities as appropriate.
 - iv. Create a resource for community and school officials to promote health and wellness as well as osteopathic medicine.
 - v. Develop and maintain an active Speakers' Bureau.
 - vi. Develop a marketing plan for each event the Academy sponsors.
- H) Membership Meetings (two per year)
 - i. Work with Executive Council to plan date, location and secure a meeting sponsor.
 - ii. Arrange CME lecture/speaker.
 - iii. Plan menu, prepare meeting agenda and membership flyer.
- I) Requirements
 - i. Must be willing to work flexible hours including weekends and evenings as required.
 - ii. Must possess working knowledge of computer software applications including word processing and database management.
 - iii. Must be able to handle confidential matters with a professional manner.
 - iv. Shall be courteous and respectful to members and handle their requests in a timely and efficient manner.
- J) Performance Objectives
 - i. Primary Abilities
 - a. Works required days and hours.
 - b. Reports to work on time.
 - c. Returns from breaks on time.
 - ii. Attitude
 - a. Exhibits a positive attitude.
 - b. Shows initiative.
 - c. Demonstrates dependability.
 - d. Accepts direction from qualified sources.
 - e. Displays commitment and involvement.
 - f. Interacts well with co-workers and Academy officers and members.
 - iii. Learning Ability
 - a. Understands and applies instructions.
 - b. Knows and applies Academy policies.
 - iv. Job Skills
 - a. Knows and understands the specific requirements of the job.
 - b. Displays the ability to perform the technical skills required of the job.
 - c. Performs an acceptable amount of work.
 - d. The work performed meets or exceeds the Academy standards of acceptability.
 - e. Has the ability to analyze problems and reach acceptable and workable solutions.
 - f. Has the ability to effectively communicate with others.
 - g. Communications are timely and intelligent when oral.
 - h. Communications are timely and intelligent when written.

- v. Accomplishments
 - a. Has attained all objectives set for the job.
 - b. Has attained all Academy objectives within the scope of the job.
 - vi. Decision Making
 - a. Displays the ability and judgment to make decisions.
 - b. Displays the willingness to make decisions.
 - c. Takes action based upon decisions made with good judgment.
 - vii. Leadership
 - a. Displays the ability to successfully motivate other employees.
 - b. Displays the ability to skillfully teach other employees.
 - c. Displays the capacity to issue directives and delegate responsibility and/or authority to other employees.
- K) Evaluation
- i. The Executive Council shall evaluate the director yearly.

Section 8. All officers of the Academy, excluding the Executive Director, but including members of the committees, boards, and delegations, shall be members in good standing in the Academy and in the OOA, and shall cooperate to the fullest practical extent will all component associations of a like nature, within the State of Ohio.

ARTICLE VIII – EXECUTIVE COUNCIL

- Section 1. The Executive Council of the Academy shall consist of the Officers noted in Article VII as well as six (6) elected district councilmembers, at least one resident representative and at least one medical student representative.
- Section 2. Duties of the Executive Council shall be to transact all business of the Academy and shall respect the actions thereof to the membership at each.
- Section 3. District Councilmembers of the Executive Council
- A) There shall be a total of six district councilmembers.
 - B) The term of each district councilmembers will be three years.
 - C) Each year, two councilmember positions will be voted upon so that only two councilmembers will potentially be new each year.
- Section 4. Resident Representatives of the Executive Council
- A) Ideally, each training site within the geographic area served by the Academy will have a resident representative serve on the Executive Council.
 - B) Resident Representatives shall serve a term of one year according to the ways in which traditional Executive Councilmembers are elected.
 - C) The resident representative members will be considered a “Voice, No-vote” member of the Executive Council.
- Section 5. Student Members of the Executive Council
- A) Student Members of the Executive Council will be selected by the Executive Officers and Councilmembers as the Pogorelic Award Winner(s)
 - i. Ideally one student will receive this honor each year however the number of winners is at the discretion of the Executive Council.
 - ii. Ideally the student winner will be an OMS-III in order to serve the Executive Council for an extended period of time

- B) Term appointment will be from the time of selection until the students' graduation from medical school.
- C) The student member will be considered a "Voice, No-vote" member of the Executive Council.
- D) Each student member will have at least a portion of expenses for participation in the yearly OOA House of Delegates convocation covered by the Academy.

ARTICLE IX: ELECTION OF THE EXECUTIVE COUNCIL MEMBERS

- Section 1. The Executive Council shall be composed of the positions described in Article VIII.
- Section 2. All members of the Executive Council of the Academy, except those otherwise provided for in the Bylaws, shall be elected at the membership meeting immediately preceding the January Seminar.
- Section 3. Nominations for each position shall be made by the Nominating Committee chaired by and consisting of active members of the Executive Council. Additional nominations may be made from the floor. Election to each position shall be by a majority vote of the regular members, once quorum has been met.
- Section 4. In accordance with the provisions of the Code of Regulations of the OOA, the Academy will elect, every three years after 1975, a representative from the Academy to serve on the Board of Trustees of the OOA. The method of election of the representative to the Board of Trustees of the OOA will follow the same procedure as is outlined for the election of Academy Executive Council members.
- A) If the elected representative to the OOA Board of Trustees is unable to attend a regular or special meeting of the OOA Board of Trustees, the President of the Academy shall appoint an Alternate Trustee for that one meeting or until the elected Trustee is able to return to his duties.
- Section 5. Present Executive Council members of the Academy shall remain in office until their successors are duly elected or appointed as prescribed in these Bylaws.

ARTICLE X: QUORUM

A quorum for a regular or special meeting of the Academy shall consist of the presence of the majority of the Executive Council. A quorum for a committee shall be constituted by a majority of the members of that committee.

ARTICLE XI: SESSIONS

The Academy shall meet in regular sessions, not less than four times annually. One of these meetings may be social. Such time and place for the meetings are to be decided by the Executive Council. Special meetings may be called by the Executive Council or by a majority vote of the membership at any meeting, if necessity shall warrant. In the event of such special meeting being called, prior notice shall be made to the entire membership as soon as it is reasonable. This notice shall include particular matter to be considered at the special meeting.

ARTICLE XII: COMMITTEES

- Section 1. The President shall appoint annually, with the advice and consent of the Executive Council, standing committees with chairpersons to deal with the following matters:

Bylaws, Community Outreach & Public Relations, Continuing Medical Education, Ethics & Peer Review, Nominating, and Young Physicians.

- A) Bylaws
 - i. The Bylaws Committee shall study and make recommendations for revision or amendments to the Bylaws of the Academy as deemed necessary every other year or on the basis of recommendation by the Executive Council. The committee will report its findings and recommendations to the Executive Council and changes will be made based on these recommendations and reported to the general membership at the subsequent regular meeting.
- B) Community Outreach & Public Relations
 - i. The duties of the Public Relations Committee shall encompass the establishment and maintenance of a comprehensive program directed toward the Academy and its constituents.
- C) Continuing Medical Education
 - i. The Committee on Continuing Medical Education shall have as its duties the responsibility for the continuing education of the professional members of the Academy in the latest medical and scientific advances of the Osteopathic profession.
 - ii. The committee will work with the Executive Director to develop a Speakers' Bureau in order to further the education of the Academy and members of the Osteopathic community at large.
- D) Ethics & Peer Review
 - i. The duties of the Ethics and Peer Review Committee shall be to investigate all complaints of an ethical or judicial character and any charges of violations of the Bylaws, OOA Code of Ethics or grossly unprofessional conduct of any member of the Academy. Findings and recommendations of the committee shall be reported to the Executive Council for further action, if warranted.
- E) Nominating
 - i. The duty of the nominating committee is to find the best candidate for each Executive Council position. One candidate shall be selected for each position on the basis of ability, willingness to serve the Academy and experience with the Academy or in similar positions in other organizations.
 - ii. The Secretary-Treasurer shall provide the nominating committee with an up to date membership list, the Academy Bylaws including a description of each office, and the eligibility requirements. The committee must carefully review these and ensure that the nominees meet these requirements.
 - iii. If no candidate is found, the committee can leave that position open for nominations from the floor, or they can tell members publicly and allow members to volunteer.
 - iv. No one is to be nominated without his consent.
 - v. The chairman of the nominating committee shall present the slate for nominations to the Executive Council at the meeting immediately preceding the membership meeting where voting will occur. The chairman will also present the slate for nominations to the general membership as outlined in Article XI.
- F) Young Physicians
 - i. The Young Physicians committee shall be chaired by a member of the Executive Council as appointed by the President of the Executive Council.
 - ii. Membership of the Young Physicians committee shall be voluntary and made up of students, residents, fellows and active members within their first three years of independent practice.

- iii. The goal of the Young Physicians committee is to facilitate communication, mentorship and develop leadership qualities among members of the Academy and the Osteopathic medical community.

ARTICLE XIII: HOUSE OF DELEGATES

Section 1. Methods of Delegate Election and Delegate Duties

A) Election of Delegates

- i. The Executive Director of the OOA shall furnish to the Secretary-Treasurer of the Academy, at least ninety days prior to the annual meeting of the House of Delegates, the number of active members of the OOA located within the territory represented by the Academy. Based on that figure, the Academy shall elect, in the manner prescribed by these Bylaws, the number of Delegates and Alternates to the House of Delegates to the OOA to which this Academy is entitled under the provisions of the Code of Regulations of the OOA.

- B) The Secretary-Treasurer of the Academy shall certify this delegation (Delegates and Alternates) to the Executive Director of the OOA in writing, at least thirty days prior to the first of the annual meeting of the House of Delegates. Such Delegates and Alternates must be regular members in good standing of the Academy and the OOA.

C) Method of Election

- i. Approximately sixty days prior to the annual meeting of the OA House of Delegates, the President of the Academy shall appoint a Nominating Committee consisting of three members who shall place in nomination one name for each Delegate and one name for each Alternate allowed the Academy to the OOA House of Delegates. The Nominating Committee shall present its report within thirty days following said appointment and will be prepared to present said report at a meeting of the Academy to be held at least thirty days prior to the annual meeting of the OOA. The Chair shall recognize additional nominations from the floor and the vote to elect Delegates and Alternates shall not be by written ballot unless requested by a majority of those voting. Elected Delegates and Alternates shall be members in good standing in the Academy and in the OOA.
- ii. Alternates shall be elected in numerical order (not pared with Delegates) and shall be seated as needed according to the numerical order in which they are elected. The numerical order shall be determined and listed in order by the Nominating Committee. Any Alternates nominated from the floor and elected shall receive numbers as they are nominated beginning with the next number following those of the Nominating Committee.
- iii. Delegates seated (including Alternates) shall be the official Delegate for the remainder of the session; if they are unable for good reason to remain at the meeting, they may be replaced by another delegate or alternate who is not already seated at that time. Delegates and alternates shall serve until their successors are elected.
- iv. Delegates and Alternates to the House of Delegates of the OOA shall be governed by the Bylaws relative to seating and duties as prescribed by the Code of Regulations of the OOA.