

Ohio State Society of the American College of Osteopathic Family Physicians

(As Amended and Approved June 2007)

CONSTITUTION

Article I – Name

The name of this organization shall be: Ohio State Society of the American College of Osteopathic Family Physicians (OhioACOFPP).

Article II – Objectives

Section 1. To advance the standards of osteopathic family physicians by encouraging and improving educational opportunities and training.

Section 2. To emphasize the integration of Osteopathic Manipulative Medicine in everyday practice.

Section 3. To promote a better public and professional understanding of the diversity of services provided by osteopathic family physicians.

Section 4. To maintain the central role of osteopathic family physicians in the healthcare system.

Section 5. To strengthen and support the departments of family medicine in Ohio hospitals and healthcare systems.

Section 6. To promote and maintain the highest professional, moral, and ethical standards in the practice of osteopathic family medicine.

Section 7. To contribute to the interest of the osteopathic profession by functioning as an affiliated organization of the American Osteopathic Association through the American College of Osteopathic Family Physicians (hereinafter referred to as ACOFP).

Article III – Membership

Section 1. Classes of Membership. The membership of the Ohio State Society of ACOFP (hereinafter referred to as “the Society”) shall consist of four classes: Active, Candidate, Associate, and Honorary.

- (a) **Active Member.** An osteopathic physician (DO) who meets the requirements listed in Article III, Section 2 below, and has paid current dues. An active member shall have the right to vote and to hold office
- (b) **Candidate Member.** Any osteopathic medical student, DO intern, or DO family practice resident who is either a permanent resident of the State of Ohio or is a resident of Ohio during his/her educational training period. Candidate members shall not pay dues, nor shall they have a vote on Society matters, hold office in the Society, or represent the Society in any official capacity unless specifically authorized by the Board of governors.
- (c) **Associate Member.** Those osteopathic and allopathic physicians whose professional activities involve cooperation with family physicians through their specialty or who contribute to some phase of the specialty field of family medicine, e.g. teachers and research workers in scientific fields, others interested in supporting this Society. Having paid current dues, associate members shall have the same privileges as active members, except they shall not vote or hold office.
- (d) **Honorary Member.** Any person who shall be granted honorary membership status in the Society by action of the Board of governors. Honorary members shall not pay dues, nor shall they vote on Society matters, hold office in the Society or represent the Society in any official capacity unless specifically authorized to do so by the Board of governors.

Section 2. Qualifications. Each applicant for active membership in this Society shall present evidence that he/she meets the following standards. He/she shall show that he/she:

- (a) Has graduated from an AOA-accredited College of Osteopathic Medicine.
- (b) Is a member of the American Osteopathic Association (AOA) and abides by the AOA’s code of ethics.
- (c) Possesses a valid license to practice osteopathic medicine and surgery in the State of Ohio.
- (d) Is a member of the ACOFP.

Section 3. Voting Rights. Active members shall have exclusive voting rights and the right to hold office in the Society.

Section 4. Annual Meeting. The annual membership meeting shall be held at the location of, and as part of the annual educational meeting of the Society, or at such time and place as may be designated by the Board of governors.

Article IV – Amendments

Amendments to this Constitution may be made during the annual meeting provided that written notice containing the substance of the proposed amendment has been sent, not less than thirty (30) days prior to such meeting to all eligible voting members of the Society. Such amendment shall receive the affirmation vote of at least two-thirds (2/3) of the active members in attendance.

BYLAWS

Article I – Board of Governors.

Section 1. Creation and Authority. The duly elected officers and governors of the Ohio State Society of ACOFP shall constitute the Board of Governors and shall serve on the Board in the same office to which they are elected in the State Society. The authority of the State Society shall be vested in and exercised, conducted and controlled by the Board of Governors, which shall be subject to the Constitution and Bylaws of the ACOFP and OhioACOFFP.

Section 2. Elected Members of the Board of Governors. The Board of Governors (hereinafter referred to as the Board) shall consist of not fewer than ten (10) elected members and include a President, a President-Elect, a Vice President, a Secretary-Treasurer, an Immediate Past President, and five (5) or more governors as hereinafter provided. Board members must be active members and shall be elected from the membership of the Society as provided for in these bylaws. All areas of the state of Ohio shall, within reason, be represented in the election of such officers and governors.

- (a) The Society shall elect one governor each year for a four-year term. One or more governors shall be elected annually for a one year term.
- (b) A member of the Board who has completed his/her term as governor is eligible for re-election as a governor.

Section 3 – Academic Member of the Board of Governors. The Chair of the Department of Family Medicine at the Ohio University College of Osteopathic Medicine (OU-COM) or his/her designee shall serve as an ex officio member of the Board with vote.

Section 4. Candidate Members of the Board of Governors. There shall be three voting candidate members of the board. One shall be the president of the OU-COM Family Practice Club or his/her designee. Two shall be family practice residents selected by the Family Practice Residency Program Advisory Committee (FP-RPAC) of the Centers of Osteopathic Research and Education (CORE). The FPRPAC shall select one (1) second-year family practice resident annually to serve a two-year term on the board. In the event that the Family Practice Club or the FP-RPAC fails to designate the necessary student or resident members, the Board shall select and appoint the student and/or resident members.

Section 5. Quorum. A majority of the duly elected members of the Board shall constitute a quorum.

Section 6. Waiver of Notice. Business transacted at any meeting of the Board, however called and noticed and wherever held, shall be as valid as at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the members of the Board not present signs a written waiver of notice or consent to holding of such a meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Society records and shall be made a part of the minutes of the meeting.

Section 7. Vacancies. Vacancies occurring on the Board may be filled by presidential appointment with the approval of the majority of the remaining members of the Board, though less than a quorum, and the person so appointed shall hold office until a successor is elected at the next annual membership meeting.

Section 8. Powers. The powers of the Board are:

- (a) To conduct, manage and control the business and affairs of the Society.
- (b) To make rules and regulations consistent with the Constitution and Bylaws of ACOFP for the guidance of the officers and members of the Society.

Section 9. Duties. The duties of the Board are:

- (a) To manage the affairs of the Society in accordance with the Constitution and Bylaws of the Society for the good of the membership.
- (b) To create such committees, from time to time, as may be necessary for the expedient transaction of the business of the Society.
- (c) To serve on committees as appointed.
- (d) To act upon recommendations of committees of the Board.
- (e) To attend Board meetings of the Society and the ACOFP Congress of Delegates unless excused.
- (f) To cause records of all activities of the Board and its committees to be kept.

- (g) To present to the Board of Governors of the ACOFP any unsolved problems arising within the Society pertinent to the welfare of said Society.
- (h) To supervise all officers and committees and to see that all duties are properly performed.
- (i) To respond, on a timely basis, to all requests from the ACOFP.
- (j) To hire an executive director of the Society and to delegate to him/her various duties appropriate to such a position. The Board will establish appropriate remuneration for services performed by the executive director. The executive director shall serve as an ex Officio member of the Board of Governors and Executive Committee without vote.
- (k) To maintain appropriate indemnity insurance for all Board members.

Section 10. Termination.

- (a) In the event any officer fails to perform the duties of his/her office as determined by a two-thirds (2/3) vote of the Board of the Society at any regular or special meeting, the Board shall declare the office vacant and elect a successor to serve until the next annual meeting.
- (b) When a member of the Board fails to attend three (3) consecutive meetings of the Board without proper cause, then the seat may be declared vacant by a majority of the quorum voting of the Board by conference call, e-mail or facsimile, and the vacancy filled by the Board until the next annual meeting.
- (c) A vacancy occurring on the Board shall be filled by presidential appointment with the approval of the majority of the remaining Members of the board. The successor shall serve until the next annual meeting of the Society. The Society shall fill the remainder of the unexpired term by a majority vote.
- (d) In the event the office of president becomes vacant and the president-elect assumes the duties of the office of the president, the office of the president-elect shall then be declared vacant.
- (e) In the event the president becomes incapable and/or unfit to perform the duties of his/her office but does not request the president-elect to assume the duties of the president, it shall be the prerogative of the Board to declare the president incapable and/or unfit and to require the president-elect to assume the duties of the president. Such action can only be taken by a two-thirds (2/3) vote of a quorum of the Board members present and voting.

Section 11. Meetings.

- (a) The president or any two (2) other members of the Board may call a meeting of the Board. Written notice of such meeting shall be sent to all members of the Board not less than five (5) days prior to said meeting. Meetings of the

Board shall be confined to the business of the Society, and the secretary-treasurer shall keep minutes of these meetings.

- (b) The Board shall promote and give such assistance as is appropriate for provision of meetings of an educational nature for the membership and of particular interest to the osteopathic family physician.

Article II – Officers

Section 1. Positions and Terms of Office. The officers of the Society shall be: president, president-elect, vice president, secretary-treasurer and immediate past president. The officers shall be elected by the membership of the Society and shall hold office for a term of one (1) year, with the exception of the president-elect and president, who shall automatically succeed to the positions of president and immediate past president respectively.

Section 2. Powers and Duties of the Officers.

- (a) **President.** The president shall be chairperson and shall:
 1. Preside at all meetings of the Board and of the membership.
 2. Together with the secretary-treasurer, execute all documents and instruments in the name of, and on behalf of, the Society, subject to the approval of the Board.
 3. Cause a permanent record of his/her official acts to be recorded in the minute book of the Society. The minute book shall be subject to inspection by the Board and the Board of Governors of the ACOFP.
 4. Be subject to the advice and authority of the Board and have charge of the management of the affairs and business matters of the Society
 5. Generally discharge such other duties as may be required of him/her by the Board, the Bylaws of the Society and the mandates of the Governors of the ACOFP.
 6. Be an ex-officio member of all committees of the Board.
- (b) **President-Elect.** The president-elect shall,
 1. Be familiar with the duties of the president and the functions of the Society
 2. During his/her term of office, assume the chair in the absence of the president.
 3. Upon expiration of his/her term of office, automatically become president of the Society.
- (c) **Vice President.** The vice president shall:
 1. Take the chair and assume the duties of the president at any time that the president and the president-elect are absent. He/she shall be familiar with the duties of the president and the functions of the Society.

2. Be program chair for the annual educational meetings held during his/her tenure.
- (d) **Secretary-Treasurer.** The secretary-treasurer, in conjunction with the executive director, shall:
 1. Maintain minutes of the meetings of the Board and the membership
 2. Maintain complete rosters of officers, trustees and members
 3. Serve all notices required either by law or law or by the Bylaws
 4. Keep all other records required by the Board
 5. Receive and keep all monies of the Society of whatever kind
 6. Make all disbursements, under the direction of and with the consent of the Board
 7. Prepare and submit to the membership a financial statement of the Society covering the preceding twelve (12) months' prior at the annual meeting
 8. Perform all other duties which pertain to his/her office or which are designated to him/her by the Board.

Article III – Elections

Section 1. Nominations and Ballots

- (a) The Board of Governors shall set the time, date, and location of the annual meeting.
- (b) The Nominating Committee shall annually issue a call for candidates who wish to serve on the Board at least 90 days prior to the annual meeting. Any candidate who is not currently serving on the Board and who is interested in running must submit a letter of intent and their curriculum vitae to the committee.
- (c) The Nominating Committee shall then screen applicants and nominate at least one candidate for each position of elected officers for the ensuing year and for the new Board of Governors. The Nominating Committee shall make every attempt to ensure that all geographical regions of the state are represented.
- (d) If the number of candidates exceeds the number of positions to be elected, the Nominating Committee shall conduct an election by mail, fax, and/or e-mail ballot, in which each active member will have one vote to cast for each position. Candidates receiving the highest number of votes for each office shall be declared elected. If, however, The number of candidates does not exceed the number of positions to be elected, the secretary-treasurer shall cast a unanimous ballot for the candidates recommended by the Nominating Committee and no mail ballot is required. Results of the election shall be announced at the annual meeting.
- (e) The president-elect, vice president and secretary treasurer shall each be elected for a one (1) year

term or until their successors are elected and qualified.

- (f) The president shall not be eligible to succeed himself/herself in office at the end of his/her term and shall automatically assume the position of immediate past president.

Section 2. Assumption of Office. Officers and governors shall assume their duties immediately following the annual meeting of the Society.

Article IV – Committees

Section 1. Executive Committee. The Executive Committee of the Society shall include the President, President-Elect, Vice President, Secretary-Treasurer, and Immediate Past President. The Executive Director shall serve as an ex officio member without vote. The Executive Committee shall prepare the annual budget, conduct business between meetings of the Board and perform such other duties as granted by the Board of Governors.

Section 2. Standing Committees.

- (a) **Nominating Committee.** The president shall appoint a nominating committee of at least three (3) members, one of whom shall be designated as chair. The committee shall recommend to the membership at the annual meeting of the Society, the names of members nominated by the committee to serve as officers and trustees of the Society for the following year according to Article II, Section 1 of the bylaws.
- (b) **Resolutions Committee.** The president shall appoint a resolutions committee from the Board of at least three (3) members, one of whom shall be designated as chair. This committee will research and prepare resolutions to be submitted to the Board at least 45 days prior to the annual meeting of the ACOFP.
- (c) **Membership Committee.** The president shall appoint a membership committee from the Board of at least three (3) members, one of who shall be designated as chair. The committee will review the names of current members and coordinate efforts to recruit new members.

Section 3. Special Committees. All other committees deemed necessary for the proper and expedient transaction Of Society affairs and business shall be appointed by the President and approved by the board.

Article V – Revocation of Membership

Section 1. Disciplinary Actions. A member may be dropped from the Society for failure to maintain proper qualifications for membership, be it due to professional, moral, ethical or other substantial

reason(s), including but not limited to the requirements as stated in Article III, Section 2 of the Constitution of the Society. Any member who is found guilty of professional or personal conduct detrimental to the welfare of the society may be suspended or expelled by the Board of Governors provided the accused has been given an opportunity to be heard in person or through a representative.

Section 2. Revocation of State Medical Board License. A member whose license has been revoked by the State of Ohio Medical Board upon final adjudication of any appeal or upon expiration of the time for filing such appeal, shall be automatically terminated from membership upon written notice from the Board of Governors.

Article VI – Dues and Application Fees

Section 1. Dues. Annual dues shall be an amount stipulated by the Board, subject to approval by the membership at the annual meeting. No increase in dues shall be made without approval of the membership.

Section 2. Application Fee. Any application for membership in the Society shall be accompanied by payment of the then current dues. Such dues will be refunded in full in case of non-acceptance of the applicant. If the application is made during the first six (6) months of the fiscal year, the dues will apply to the current year. If application is made during the second six (6) months of the fiscal year, the dues will apply to the following year.

Section 3. Honorary and Candidate Members. No dues shall be levied upon honorary or candidate members.

Section 4. Life Membership. The Board may grant life membership to any Active member who has reached the age of 70 years or who has completed 50 years of osteopathic family practice, whichever comes first, and who has been a member in good standing for 25 consecutive years. Life membership shall have the same privileges as Active members but shall not pay dues.

Section 5. Waiver of Dues. The Board, upon recommendation of the Membership Committee, may reduce or waive dues for Active members who retire, become disabled or experience financial hardship. The Board, Upon recommendation of the membership committee may also grant honorary life membership to others who do not meet the criteria for regular life membership but who have made a significant contribution to osteopathic family practice and the ACOFP and this society.

Article VII– Order of Business

The order and transaction of business of all meetings of the Society shall be according to *Robert's Rules of Order (revised)*, unless otherwise specified by the Constitution and Bylaws of the ACOFP or the Bylaws of the Society.

Article VIII – Amendments

The Society has the right to amend its Bylaws, make additions thereto, repeal the same, or adopt new Bylaws, provided however, such Bylaws or amendments do not conflict with the Constitution and Bylaws of the ACOFP. The Bylaws of the Society shall not be amended, repealed or added to, except by a majority approval of the Board of the Society. The Board shall take no action upon any proposed legislation to amend or repeal its Bylaws unless the members of said board are notified in writing of the proposed legislation at least thirty (30) days prior to the date of the meeting at which time action is to be taken upon such proposed legislation. No Bylaws, amendments thereto, or repeal thereof, shall go into effect before the same are submitted to, and approved by, the Board of Governors of the ACOFP.

Article IX – Custody

The Constitution, Bylaws, minutes and all other records of the Society shall be kept by the Executive Director and shall be open to inspection by the members at all reasonable times.

Article X – Dissolution

The Society may be dissolved by the Board, acting in accordance with instructions for dissolution approved by at least two-thirds (2/3) of the members present and voting at a regular or special meeting of the membership of the Society. In the event of dissolution all assets then current in the treasury of the Society, shall be donated to the Ohio Osteopathic Foundation (OOF). No remaining assets of the Society shall accrue to the personal benefit of any member of the Society, except for payment of obligations incurred by such members in conducting the legitimate business of the Society.