

OOA Constitution

CONSTITUTION

Article I - Name

The name of the association, incorporated under the laws of Ohio as a non-profit educational corporation, shall be the Ohio Osteopathic Association. The sub-divisional societies shall be known as district academies of osteopathic medicine.

Article II - Purpose

The purpose of this association shall be to promote the public health of the people of the state of Ohio; to cooperate with all public health agencies; to maintain high standards of all osteopathic institutions within the state; to maintain and elevate medical education and postgraduate training in the prevention and treatment of disease; to encourage research and investigation, especially that pertaining to the principles of the osteopathic school of medicine; to maintain the highest standards of ethical conduct in all phases of osteopathic medicine and surgery; and to promote such other activities as are consistent with the above purpose.

Article III - Organization

This association, a divisional society of the American Osteopathic Association, is governed by the bylaws of that association insofar as they relate to divisional societies. This association shall be a federation of district academies of osteopathic medicine organized within the state and such other local, auxiliary organizations and/or lay organizations as shall hereafter be authorized by the bylaws.

Article IV - Membership

The active membership in this association shall consist of members who are graduates of an accredited college of osteopathic medicine and who are lawfully licensed to practice in the state of Ohio unless they have voluntarily allowed their license to lapse due to retirement or disability. Persons may be elected to associate or honorary membership in this association, as provided in its bylaws. Any AOA accredited hospital or college located in the state of Ohio shall be eligible to become an institutional member of this association.

Article V - Code Of Ethics

The Code of Ethics of this association shall be the Code of Ethics of the American Osteopathic Association and any other additions as provided by the bylaws, providing such additions do not conflict with the Code of Ethics of the American Osteopathic Association.

Article VI - House Of Delegates

The House of Delegates shall consist of delegates selected by the district academies. The House of Delegates shall be the policy-making body of the association and shall represent the delegated powers of the district academies in state affairs and shall perform such other functions as are defined in the bylaws. Each district academy shall be entitled to one delegate and no more than two alternates for each fifteen (or major fraction thereof) of the number of regular members of the Ohio Osteopathic Association located in the district academy.

Article VII - Officers

The elected officers of this association shall be regular members in good standing and shall be: a President, a President-Elect, a Vice President, a

Treasurer, a Speaker of the House of Delegates, and a Vice Speaker of the House of Delegates. Non-elected officers shall include the-Immediate Past President and an Executive Director.

A President-Elect shall be elected annually by the House of Delegates to serve for one year. He shall succeed to the office of President at the next annual election. The Vice President, Treasurer, Speaker and Vice Speaker of the House of Delegates shall be elected annually by the House of Delegates to serve for one year, or until successors are installed. An Executive Director shall be appointed by the Board of Trustees to serve for such term as the Board of Trustees shall define. The duties of these officers shall be those usual to such officers in their respective offices and such others as are defined by the bylaws.

In the case of inability upon the part of the President to serve during the term of office for which he has been elected, the responsibility of filling the office of President shall devolve upon the Board of Trustees.

Article VIII - Board Of Trustees

The Board of Trustees of this association shall consist of the President, President-Elect, Immediate Past President, Vice President, Treasurer, one member from each district academy, the President of the Ohio University College of Osteopathic Medicine Student Council, and a resident in an Ohio postdoctoral training program accredited by the American Osteopathic Association, all of whom shall serve until their successors are elected or appointed. The Executive Director shall be a member without vote. Election of the district academy representatives to the association's Board of Trustees shall be conducted as provided in the bylaws. The Board of Trustees shall be the administrative

and executive body of the association and perform such other duties as are provided in the bylaws.

Article IX - Executive Committee

The Executive Committee of this association shall consist of the President, President-Elect, Immediate Past President, Vice President, and Treasurer. The Executive Director shall be a member without vote. The Executive Committee shall transact the business of the Board of Trustees between sessions, and such other duties as are provided in the bylaws.

Article X - Sessions

The annual sessions shall be held at such time and place as may be determined by the House of Delegates, but such time and place may be changed by the Board of Trustees should necessity warrant.

Article XI - Amendments

The constitution may be amended by two-thirds vote of the House of Delegates, provided that such amendment shall have been presented to the Board of Trustees and filed with the Executive Director at a previous meeting of the Board of Trustees and presented to the membership by publication in the *Buckeye Osteopathic Physician* not less than one month nor more than three months previous to the meeting at which it is to be acted upon.

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Article I - District Academies And Affiliated Organizations

Section 1 - Academy Boundaries. The state shall be divided into district academies as defined by action of the Board of Trustees.

Section 2 - Transfer of Counties. The Board of Trustees may transfer a total county from one academy area to another providing members in good standing present a signed petition requesting transfer setting forth the reasons for such transfer. Redistricting of the district academies involving more than one county shall require the approval of the Board of Trustees and the House of Delegates.

Section 3 - Transfer of Members. The Board of Trustees may transfer one or more members practicing near the borderline of one academy, but nearer to a hospital area in another academy, providing the member makes the request in writing and obtains the consent of the academy in which he has affiliation as well as the consent of the academy in which he desires affiliation.

Section 4 - Organization of Academies. The members of the Ohio Osteopathic Association in each district shall organize and maintain a district academy of osteopathic medicine therein, in accordance with these bylaws.

Section 5 - Requirements. The Board of Trustees of the Ohio Osteopathic Association shall enforce the requirements relative to the organization and maintenance of district academies of osteopathic medicine.

Section 6 - Academy Meetings. Each district academy shall hold a minimum of four regular meetings during each fiscal year. One of these regular meetings may be a social meeting.

Section 7 - District Constitution. Each district academy shall file a copy of the district constitution and bylaws with the Executive Director of the Ohio Osteopathic Association not later than thirty (30) days after the adoption of said constitution and bylaws. Amendments subsequently made shall be filed in a like manner. The district constitution, bylaws and amendments shall not conflict with the constitution and bylaws of this association.

Section 8 - County Units. A district academy may organize its members into county units, each county unit to have a chairman who will serve as the county unit representative to the district academy's executive committee.

Section 9 - Affiliated Organizations. Any auxiliary, student or lay organization wishing to form a society to be chartered as a federated unit of this association shall make application and submit evidence to the Executive Director that its constitution, bylaws and code of ethics conform to those of this association. The Executive Director shall investigate such organization and upon satisfactory proof of a general agreement in policy and governing rules with those of this association, present said proof to the Board of Trustees and, at its order, shall issue a charter to the applying organization and record the same. The Executive Director shall then extend to the chartered organization the fullest cooperation as provided herein, and shall from time to time furnish it with such information and directions as shall best further the interests of both parties to the charter. Any student organization shall be entitled to send a non-voting member to the House of Delegates of the Ohio Osteopathic Association.

Article II - Membership

Section 1 - Regular Member. An applicant for regular membership in this association shall be a graduate of a college of osteopathic medicine and licensed to practice in the state of Ohio. Application shall be made on a prescribed form and shall be accompanied by payment of the appropriate state and local district dues. The executive director shall send a copy of the new member's application and district dues to the appropriate district academy and publish the new member's name in the *Buckeye Osteopathic Physician*.

Section 1 (a) - Continuing Education. In order to maintain regular membership in this association a minimum of 100 credit hours of approved continuing medical education must be substantiated for each successive two-year period, commencing January 1, 1985. Rules of procedure, guidelines of approved educational categories and certification requirements will be the responsibility of the Education Committee with approval of the Board of Trustees.

Section 1 (b) - Unprofessional Conduct. Any member of this association who is found guilty of professional or personal conduct detrimental to the welfare of the association, or the profession of osteopathic medicine, or of a breach of the Code of Ethics, or any member of the state association or district academy who fails to maintain membership in good standing in both organizations, ceases to be a member in good standing in either organization and may be suspended or expelled by the Board of Trustees of the society whose rules are violated, provided the accused has been given an opportunity to be heard in person or through a representative and has been

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

Section 2 - Postgraduate Training Member. Osteopathic physicians in AOA approved Ohio osteopathic postdoctoral training programs shall automatically be enrolled as members of this association for the duration of their training and shall receive benefits and privileges as defined in these bylaws or by the Board of Trustees.

Section 3 - Associate Member. Associate membership may be granted to such individuals as deemed appropriate by the Board of Trustees or its Executive Committee. Associate members shall receive benefits defined and approved by the Board of Trustees, but shall not be eligible to vote or hold elective office in the association.

Section 4 - Allied Membership. The Board of Trustees may grant allied membership to the following upon application and shall set dues and assign benefits associated with this class of membership. Allied members shall not have the privileges of voting or holding office.

- (1) Ohio licensed healthcare providers who are currently employed with an active member of the OOA, contribute to the practice of that member, are not eligible for any other category of membership and who support the goals and objectives of the OOA;
- (2) Graduates of accredited schools of medicine or podiatry who are licensed to practice in Ohio and support the OOA mission and subscribe to its code of ethics, but who do not wish to have the benefits of regular members;
- (3) Doctoral and other non-doctoral personnel holding teaching, research or administrative positions in Ohio accredited hospitals and/or

colleges;

(4) Administrative employees of this association, accredited hospitals or colleges, affiliated organizations and district academies; and

(5) Any other professionals as determined by the Board of trustees, excepting doctors of osteopathy and students in osteopathic colleges or hospitals.

Section 5 - Honorary Member. The title of honorary member may be conferred upon any individual not eligible for regular membership who has made an outstanding contribution to the osteopathic profession. Such title shall require approval of the Board of Trustees and a two-thirds vote of the OOA House of Delegates.

Section 6 - Life Member. Life membership may be granted by the Board of Trustees to any regular member who has reached the age of seventy, or who has completed fifty years of osteopathic medical practice, whichever comes first, and who has been in good standing for twenty-five consecutive years immediately preceding. When deemed appropriate, the board may combine years of continuous membership in another divisional society with years of OOA continuous membership to reach the 25-year requirement. Life members shall have the privileges and duties of regular members, but shall not be required to pay dues or assessments. Life membership may also be granted by the Board of Trustees, on recommendation of his/her local district academy, 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.

Section 7 - Out-of-State Member. By

action of the Board of Trustees, the association may accept to membership in the association, osteopathic physicians who meet the other regular membership requirements, but who live outside the state of Ohio.

Section 8 - Student Member. Student membership status shall be granted to each undergraduate student enrolled in the Ohio University College of Osteopathic Medicine or upon application by any undergraduate student in other American Osteopathic Association accredited colleges of osteopathic medicine and surgery.

Section 9 - Uniformed Personnel. By action of the Board of Trustees, the association may accept into membership osteopathic physicians who are on active duty in the uniformed services of the federal government and stationed within the state of Ohio. Such members shall be considered first-year members for the duration of their active duty.

Section 10 - Institutional Member. Any American Osteopathic Association-accredited healthcare facility, institution or college of osteopathic medicine located in the state of Ohio shall be eligible to become an institutional member of this association.

Section 11 - Termination of Membership. Any member ceasing to qualify for membership as set forth in this section shall cease to be a member of this association.

Article III - Code Of Ethics

Section 1 - The Code of Ethics of this association shall be the Code of Ethics of the American Osteopathic Association.

Section 2 - It shall be considered unethical for a member to commit an act, which would be

detrimental to the prestige of organized osteopathic medicine in Ohio.

Article IV - Fees And Dues

Section 1 - Initiation Fees, Annual Dues and Assessments. The Board of Trustees, with the approval of the House of Delegates, may determine from time to time the amount of initiation fees, if any, and annual dues. In addition, the Board of Trustees shall have the authority to determine whether to collect special assessments and to establish the amount of each assessment for all categories, provided such assessments do not exceed the amount of the annual dues. The Board shall maintain a comprehensive policy on initiation fees, dues and assessments as part of an administrative guide. The annual dues of the association shall be payable on or before May 1st of each year.

Section 2 - Reduced Rate. The Board of Trustees may grant reduced dues to members who are retired, reside in states other than Ohio, are in the U.S. uniformed services, or are disabled or experience financial hardship. The Board and its executive committee shall define such categories of membership and the dues for each. Physicians seeking reduced dues shall submit a written request on a form approved by the Board, which must be authenticated by the trustee of the member's district academy. Written requests for dues reductions as a result of temporary disability or financial hardship must be verified annually.

Section 3 - Interns, Residents and Fellows. The dues of any osteopathic physician in an approved postgraduate training program shall be waived as long as the physician remains in the program. At the

conclusion of training, such members shall be required to apply for regular membership status and their dues shall be fixed and distributed under the provisions of Article IV, Section 1.

Section 4 - Student Members. Student membership dues shall be waived as long as the student is enrolled in an AOA accredited college of osteopathic medicine and surgery.

Section 5 - Associate and Allied Members. Categories and dues for associate and allied members shall be assigned by the Board of Trustees.

Section 6 - Institutional Members. Institutional members shall pay annual dues in an amount set by the Ohio Osteopathic Association Executive Committee. They shall not pay any assessment that regular members are assessed.

Section 7 - Refunds and Failure to Pay Dues or Assessments. Failure to pay dues or assessments may result in the termination of membership or inactive status. No dues will be refunded if a membership is terminated for cause or because of resignation or death.

Section 8 - Subscription. Ten dollars (\$10) of each regular member's dues shall be allocated to purchase a subscription to the *Buckeye Osteopathic Physician*. Non-member institutions or individuals who are not osteopathic physicians may subscribe to the *Buckeye Osteopathic Physician* and other association publications by paying a non-member subscription fee approved by the Board of Trustees.

Section 9 - Academy Dues. The membership of the district academy shall be empowered to establish dues in the district academy. Upon request, the OOA may collect dues for any

district academy, according to procedures outlined in the administrative guide.

Article V - House of Delegates

Section 1 (a) Method of Election, Duties Election of Academy Delegates. The Executive Director of this association shall furnish to the secretary of each district academy, not less than 90 days prior to the annual meeting of the House of Delegates, the number of regular members of this association located in the district academy. Based on that statement, each district academy shall elect, in the manner prescribed by its constitution and bylaws, the number of delegates and their alternates to the House of Delegates of this association to which said district academy is entitled under the provisions of the constitution of the Ohio Osteopathic Association. The secretary of each district academy shall certify its delegates and alternates to the Executive Director of this association in writing or by wire at least thirty days prior to the first day of the annual meeting of the House of Delegates. It is the responsibility of the district to collect any materials which have been mailed to duly elected delegates who will not be attending and redistribute these materials to certified alternates. The Executive Director shall not be required to reproduce agendas and supplemental materials for such alternates' use. Such delegates and alternates must be regular members in good standing of this association and of the district academy, which they represent and shall serve for a period of twelve months.

Section 1 (b) - Student Delegate. Each approved college of osteopathic medicine and surgery located within the state of Ohio shall be entitled to one delegate and one

alternate delegate to the Ohio Osteopathic Association House of Delegates. This delegate and his/her alternate shall be selected by the student council of the college.

Section 2 - Seating Alternates. A delegate having been seated shall remain the accredited delegate throughout the session unless he finds it impossible to continue in service, in which case, the alternate shall be entitled to his seat for the balance of the session. In the event that the delegate is absent, the alternate shall be seated and shall serve as the delegate throughout the session.

Section 3 - Voting. Each delegate or seated alternate from a district academy shall have at least one vote in the House of Delegates. In recording votes each district academy shall be given one vote for each five regular members of the Ohio Osteopathic Association located in the territory represented by that district academy, and such votes may be cast by one of the delegates then seated or divided among the various members of the delegation as the delegation in caucus shall decide. Every delegate shall be entitled to at least one vote. There shall be no fractional votes. The voting strength shall be proportionate to the delegates registered by the Credentials Committee. Each properly seated student delegate (or alternate) shall have one vote in the House of Delegates.

Section 4 - Credentials Committee. The President of the association shall appoint a Credentials Committee. The Executive Director shall furnish the Credentials Committee a list showing the number of delegates to which each district academy and college is entitled. In case any district academy has selected more than its legal representation, the Executive Director may drop surplus names from the list, beginning at the bottom, and shall notify the organization of

his action.

Section 5 - Regular and Special House of Delegates Meetings. The House of Delegates shall convene annually preceding the annual convention or upon the call of the President. Special meetings may be called by the President or upon written request by three district academies, provided said request has been passed by a majority of the academy membership at a regular or special meeting of the district academies. Delegates must be given two weeks' notice and the object of the special meeting must be stated in the call.

Section 6 - Quorum, House of Delegates. One-third of the voting members of the House of Delegates shall constitute a quorum, and a quorum must be present at all meetings of the House of Delegates.

Section 7 - Rules of Order. The House of Delegates shall be governed by *Roberts Rules of Order Newly Revised*. The order of business and any special rules adopted at the beginning of the session shall govern the procedures unless suspended by a two-thirds vote.

Article VI - Elections

Section 1 - Election of Officers. All officers of this association, excepting those otherwise provided for in the constitution and bylaws, shall be nominated and elected by the House of Delegates. There shall be a nominating committee as defined by the standing rules of the House. This committee shall nominate one candidate for each office and/or position to be filled by election. Additional nominations may also be made from the floor and nominating speeches shall

be limited to not longer than two minutes. All elections shall be by roll call, except as hereinafter provided in this section, and a majority of all votes cast shall be necessary to elect. In recording such vote, each district academy shall be given one vote for each five regular members of the Ohio Osteopathic Association located in the territory represented by the academy, and such votes may be cast by anyone of the delegation then seated or divided among the various members of the delegation. 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 officers elected shall be installed during the annual convention.

Section 2 - Election of District Representatives to the OOA Board of Trustees. Each district academy shall elect a representative from its membership to serve a three-year term on this association's Board of Trustees. Should the duly elected trustee be unable to attend regular or special board meetings, the academy president shall appoint an alternate trustee who shall attend the meeting. The alternate trustee shall have all voting rights and privileges of the duly elected trustee while serving as a substitute. The board shall establish an initial election schedule for District Trustees so that no more than one-third of the Board members are elected in a given year.

Section - 3 Election of District Officers. District officers must be members of both the district academy and the Ohio Osteopathic Association and should include a president, president-elect, vice president, secretary-treasurer, and three executive committee representatives at large. They shall be elected in the manner prescribed in the academy constitution and bylaws, with the exception of the office of secretary treasurer, which may be an appointive position to be filled by the

academy executive committee. All district academies shall complete the annual election of academy officers, academy executive committee members, and the academy representative to the state Board of Trustees (in those years where such a person is to be elected) no later than thirty (30) days prior to the annual meeting of the state association. The election proceedings shall be in accordance with the constitution and bylaws of the district academy.

Section - 4 - Election of AOA Delegates.

The officers and district trustees shall be voting members of the elected delegation to the American Osteopathic Association House of Delegates during their term of office. The additional delegates and alternates shall be nominated and elected at the annual meeting of the Ohio Osteopathic Association House of Delegates in the same year they will be serving in the AOA House. One-third of the elected delegates shall be elected each year for a three-year term. If the number of additional delegates cannot be divided by three, the remainder shall be elected to one-year terms. These nominations and elections shall follow the same procedure as provided for in Section 1 of this Article. The student delegate and alternate assigned by the AOA to the Ohio delegation shall enjoy the same rights and privileges as all other elected delegates and alternates and shall have one vote.

Section 5 – Election of AOA Alternates.

The Nominating Committee may nominate one or more alternate for each delegate allotted by the American Osteopathic Association. The number of alternates who will be funded to attend shall be determined each year by the Ohio Osteopathic Association Board of Trustees. Alternates shall be elected to a one year-term and shall automatically include any regular member of this association who has been elected to the

AOA Board of Trustees. The duly elected delegates and alternates shall hold at least one meeting annually to elect a chairman and to conduct such other business as necessary. In the event that the actual number of delegates certified by the American Osteopathic Association exceeds the number of delegates that have been elected, the chairman of the delegation, in consultation with the Nominating Committee shall appoint one or more alternates to fill the position(s). If the number of elected delegates exceeds the number certified by the American Osteopathic Association, the chairman shall displace the delegate(s) with the least seniority of attendance at American Osteopathic Association houses, and seat him/her as the first alternate(s).

Article VII - Board Of Trustees

Section 1 - Meetings - The Board of Trustees shall transact all the business of the association between annual sessions. It shall meet during the annual convention of the association and at other times on call by the President.

Section 2 - Quorum, Board of Trustees. A majority of the voting members of the Board of Trustees shall constitute a quorum, and a quorum must be present at all meetings of the Board of Trustees.

Section – 3 – Meetings Held Through Telecommunications. A member of the OOA Executive Committee or Board of Trustees, may participate in a meeting of the Board or Executive Committee by any means of communication through which the trustee, participating persons and all those physically present at the meeting may simultaneously communicate with each other during the meeting. Participation in a meeting by that means constitutes a personal presence at the meeting. A conference among trustees and/or executive

committee members by any means of communication through which the participants may simultaneously communicate with each other during the conference constitutes a meeting of the Board of Trustees or Executive Committee if the same notice is given for the conference as required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting.

Section 4 - Mail or Facsimile Vote - With the approval of the OOA President, the Executive Director may conduct a mail and/or facsimile vote of the Board of Trustees, when it is inexpedient to call a special meeting. The question then presented shall be determined by the majority of votes received by the date specified, providing a quorum of the board has voted. Such vote shall be binding in the same manner as any action taken at a duly called meeting.

Section 5 – Duties of the Board. The Board of Trustees shall have the management of the finances of the association and shall authorize and supervise all expenditures thereof, members of the House of Delegates concurring. It shall appoint a certified public accountant to audit the books of the association and certify to the accuracy of the statement of financial conditions of the association as submitted at the annual sessions. It shall fix the duties of the Executive Director and all other officials, committees, departments and bureaus necessary to the proper execution of the policies of the association dictated by the membership and not fixed by these bylaws. Final approval of all standing and special committees, appointed by the President, shall be by the Board.

Section 6 - Appointment of Executive Director – The Board of Trustees shall appoint the Executive Director and shall fix the amount of salary and the length of term of office upon recommendation of the Compensation Committee.

Section 7 - Official Publication - The Board of Trustees shall 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 membership.

Section 8 - Ethical and Judicial Proceedings – The Board of Trustees shall decide all questions of an ethical or judicial character and shall investigate all charges of violation of the constitution, bylaws or code of ethics or of grossly unprofessional conduct of any member and shall have the power to censure, suspend, or expel, after due trial, as the findings warrant and may further cite the member to the Ohio State Medical Board. A member who has been suspended or expelled may be reinstated by a three-fourths vote of the Board of Trustees after receiving satisfactory evidence of an intent to comply with the rules governing membership in the association. The Board of Trustees shall have the power, after careful investigation and by a three-fourths vote, to remove any officer, or to revoke, suspend, or place on probation the charter of any academy or affiliated society of this association when, in its opinion, the best interests of the association would be served thereby.

Section 9 - Minority Appeal. A minority of one-third or more members of the board present at any meeting may appeal to the House of Delegates from the decision of the majority on any question at the current session.

Article VIII - Executive Committee

Section 1 - Duties of Executive

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

Section 2 - Annual Budget and

Appropriation of Funds. The Executive Committee shall present to the Board of Trustees at each annual session a budget of expense with an estimate of income as a guide for the budget to be adopted by the Board of Trustees. No appropriation shall be made by the House of Delegates except upon recommendation of the Executive 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 Executive Committee and the Board of Trustees. An adverse ruling on such motions may be overruled by a three-fourths vote by the House of Delegates.

Article IX - Officers

Section 1 - Duties of the President. The duties of the President shall be to preside at the meetings of the Board of Trustees, Executive Committee, and such other official meetings of the association. The President shall direct the activities of the association generally, and shall, with the consent of the Board of Trustees and the Executive Committee, name members of all standing and special committees. The President shall appoint a Secretary for the House of Delegates, who shall have the duties usual to a secretary.

Section 2 - Duties of the Vice President.

The Vice President shall preside over all

official meetings of this association, the Board of Trustees and the Executive Committee in the absence of the President.

Section 3 - Duties of the Treasurer. The Treasurer shall have as his/her duties the execution of the financial policies of the association through the Executive Director as may be defined by the Board of Trustees. The Executive Director may sign checks in the amount of \$500 or less under guidelines prescribed by the Executive Committee. All checks in excess of \$500 shall be co-signed by any two of the following: President, Executive Director, Treasurer and/or member of the Budget and Finance Committee so appointed by the President. An annual audit of the association's accounting books shall be accomplished by a certified public accountant, selected upon the advice of the Treasurer and Board of Trustees.

Section 4 - Duties of the Executive Director.

The Executive Director shall constitute the executive officer of the association and shall administer the affairs of the association as defined by the Board of Trustees. In addition, the Executive Director shall keep the minutes of all official meetings of the association and may sign checks.

Section 5 - Duties of the President-Elect.

The President-Elect shall be responsible to the Board of Trustees of the association and shall perform such duties as are defined by the body. He/she will assist and observe in the administrative activities of the President and may sit, ex officio, in any committee meeting.

Section 6 - Duties of the Immediate Past

President. The Immediate Past President shall be responsible to the Board of Trustees of the association and shall perform such duties as are defined by the body. He/she will assist and observe in the administrative activities of the

President and may sit, ex officio, in any committee meeting.

Section 7 - Duties of the Speaker of the House. The Speaker of the House shall preside over the House of Delegates. In the event that he/she is unable to perform, the duties shall fall upon the Vice Speaker of the House. The Speaker of the House shall be invited to sit in, without vote, at all meetings of the Board of Trustees, and shall be the Parliamentarian for the Board of Trustees and the Executive Committee when called upon to do so.

Section 8 - Duties of the Vice Speaker of the House The Vice Speaker of the House shall preside as Speaker of the House in the absence of the Speaker, may sit ex officio in any committee meeting, and perform such other duties as assigned by the Speaker.

Section 9 - Officer Vacancy. Any officer may resign or request a temporary leave of absence for a specified period of time by giving written notice to the President, the Executive Committee or to the Board of Trustees. Such resignation or leave shall take effect at the time specified therein, or, if none is stated, at the time of acceptance by the Executive Committee or Board. In case an officer of this association is unable, or, fails to perform the duties required of him, as determined by the Board of Trustees, the Board shall, by a three-fourths vote, declare the office vacant. All vacancies in office may be filled for the unexpired terms by action of the Board of Trustees.

Article X - Committees

Section 1 - Appointments. The President, with the approval of the Board of Trustees, shall appoint members to committees

established by the Board of Trustees. The Board of Trustees may create, define the duties of, or discontinue committees as it may deem advisable.

Section 2 - Quorum. The majority of the members of a committee shall constitute a quorum.

Section 3 - Recommendations to State of Ohio. The Board of Trustees shall recommend to the Governor the osteopathic member of the Ohio State Medical Board and shall recommend or appoint all other committees and boards that the statutes of the state may require of the profession.

Article XI - Indemnification And Insurance

Section 1 Persons Indemnified. Each trustee, officer, committee member and employee of this association and his/her heirs, executors and administrators now or hereafter in office or who now act or shall hereafter act at the request of this association as employee, trustee, officer, or committee member of this or another corporate entity controlled by this association shall be indemnified by this association against all costs and expenses, including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements, reasonably incurred by or imposed upon him/her, to the fullest extent not prohibited by applicable law in connection with or resulting from any action, suit, proceeding, or claim (collectively referred to as "action") to which he/she may be made a party or in which he/she may be or become involved by reason of being or at any time having been a trustee, officer, or employee of this association.

Section 2 - Scope of Indemnification. Notwithstanding anything to the contrary in this

constitution and bylaws, no person shall be indemnified if he/she is finally adjudged in such action to have been individually guilty of willful misconduct, misfeasance, or malfeasance in the performance of his/her duty as a trustee, officer, committee member or employee. With respect to settlement of any action, indemnification shall include any amounts paid and expenses reasonably incurred in settling such action when the Board of Trustees has determined that such settlement and reimbursement appear to be for the best interests of this association.

Section 3 - Advancement of Expenses.

Expenses incurred in defending an action may be paid by the association in advance of the final disposition of the action as authorized by the Board of Trustees or Executive Committee in the manner provided in these Bylaws, upon receipt of a written undertaking by or on behalf of the person to repay such amount unless it shall ultimately be determined the he/she is entitled to be indemnified by the association as authorized in this article.

Section 4 - Insurance. The Board of Trustees may authorize this association to purchase and maintain insurance against any liability asserted against and incurred by any person who is or was a trustee, officer, committee member or employee of the association or who is or was serving at the request of the association in any capacity for another corporate entity controlled by the association.

Article XII Amendments

These bylaws may be amended at any regular or special session of the House of Delegates by a two-thirds vote of the

accredited voting members present, provided that a copy of said amendment be deposited with the Executive Director ninety (90) days prior to the meeting to be voted upon. Upon receiving a copy of said amendment, it shall be the duty of the Executive Director to have the same printed in the *Buckeye Osteopathic Physician* or other written membership communication at least one month before the session. At this session 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 annual session of the House of Delegates for final action.

(Amended April 2010)