

**BYLAWS OF
THE MICHIGAN OSTEOPATHIC ASSOCIATION**

ARTICLE I

Name

The Association shall be known as the Michigan Osteopathic Association, (hereinafter referred to as the Association) or its legal successor, a Divisional Society of the American Osteopathic Association, Inc., organized in the state of Michigan.

ARTICLE II

Purpose and Mission

The purpose and mission of the Association shall be to advance the science and art of osteopathic medicine, education and research; to improve health care and promote the benefits of scientific advancement in the treatment, prevention, and alleviation of human ailments; and to strengthen and promote osteopathic medicine in Michigan by shaping the health care delivery system to better serve the community.

ARTICLE III

Component and Affiliate Societies

Section 1. Component Societies

- A. A Component Society shall be a district, county or locally organized unit of members in good standing of the Association chartered by and federated in the Association.
- B. The Charter of each Component Society shall be authorized and issued upon the recommendation of the Board of Trustees and majority vote of the House of Delegates. Such Charter shall require that the governing documents of such Component Society be at all times consistent with the provisions of the governing documents of this Association and with all amendments thereto hereafter adopted. Each Component Society shall file with the Association's Headquarters a current copy of its governing documents, as well as evidence of its current nonprofit incorporation status.
- C. The House of Delegates is empowered to revoke the charter of any Component Society whenever it finds such Society has materially breached any of the provisions of the Bylaws of the Association or has failed to function within the expressed spirit and purpose of the Association to such an extent that revocation

of charter is in the best interests of the Association.

- D. Not more than one Component Society shall be chartered in any County of the State. The House of Delegates upon recommendation of the Board of Trustees may, in its discretion, grant a charter to a Component Society comprising two or more counties, and may change the territorial boundaries of the various Component Societies of the Association, if it is deemed expedient and in the best interest of the Association. Two-thirds or more of the individual members who practice in a Component Society may apply for a change in territorial boundaries of the Component society. Two-thirds or more of the members of an existing Component Society may also apply for recognition as a separate Component Society. The application shall set forth the boundaries of the proposed Component Society and the reasons for the application. If the applicants are already members of an existing Component Society affiliated with this Association, or if the proposed territory overlaps an existing Component Society, the president of the Component Society or societies affected shall be notified of the application and representatives of such Component Society shall be accorded the right to appear before the Board of Trustees to support or oppose the petition at the next regular or special meeting of the Board of Trustees. Action of the Board of Trustees shall be taken at the next regular or special meeting of the House of Delegates of this Association. The House of Delegates shall have the power to approve, modify or disapprove the action of the Board of Trustees.

Section 2. Affiliate Societies

A. Affiliate Professional Societies

Any local, district, county, or statewide organization of physicians and surgeons may become affiliated with the Association as an Affiliate Professional Society provided all osteopathic physician members which comprise at least two-thirds of local, district, county or statewide organization are members in good standing, at the time of affiliation and thereafter, of the Association.

B. Affiliate Lay Societies

Any society or association engaged in activities determined by the Board of Trustees to be related to the purpose and mission of the Association may in the sole discretion of the Board of Trustees become affiliated with the Association as an Affiliate Lay Society.

C. Conditions for Affiliation as an Affiliate Society

1. Application for affiliate society membership shall be made to, and subject to the approval of, the Board of Trustees. The Board of Trustees shall report any such approval to the House of Delegates.
2. By accepting affiliate membership, the society and its members agree to abide by the policies and rules and regulations of the Association, its

Bylaws and Code of Ethics.

3. The Board of Trustees may invite one or more of the members of an Affiliate Society to attend any meeting of the Board of Trustees of the Association when matters of mutual interest are on the agenda. The member attending shall not have a vote, but may make recommendations to the Board.
4. The Board of Trustees shall have the right to designate a member of the Board to attend meetings of the governing board of the Affiliate Society and maintain liaison between the two societies. Such representative shall not have the right to vote, but may make recommendations.
5. The membership of affiliate societies may be terminated by a majority vote of the Board of Trustees of the Association, in its sole discretion, with or without cause.
6. Membership fees may be assessed at the discretion of the Board of Trustees of the Association.

ARTICLE IV Membership

The following classifications of membership shall be conferred by proper application and/or by nomination, unless otherwise provided in this Article.

Section 1. Active Membership

- A. The Board of Trustees may extend active membership to any graduate of an American Osteopathic Association (“AOA”) approved college of osteopathic medicine and surgery who is licensed to practice osteopathic medicine and surgery in the State of Michigan and who presents a written application on such form and containing such information and further qualifications as the Board shall prescribe. All Active Members of the Association shall be encouraged to become members of the American Osteopathic Association.
- B. In order to maintain membership in this organization the member shall fulfill such requirements and standards for continuing osteopathic medical education as shall be determined by the Board of Trustees. Active Members (except residents and interns) are required to pay dues and assessments and shall pay an annual convention fee to attend the convention. Active Members in full-time active military service will pay dues at such reduced rate as determined from time to time by the Board of Trustees. An Active Member in the reserve military service who is called to active duty for a period of more than one month will receive a waiver of the dues payment next following such Member’s call to active duty and may, upon application to the Board of Trustees, be granted a waiver or reduction

of subsequent dues payments while such Member remains on active military duty. Active Members may vote and hold office and may be seated in the House of Delegates.

Section 2. Life Professional Membership

Life Professional Membership shall be automatically conferred upon all Past Presidents of the Association and all osteopathic physicians age 70 years or older who have been Members of the Association for 35 years or more, at least 25 of which shall be as Active Members. By action of the Board of Trustees any other osteopathic physician may be given a Life Professional Membership when in the sole judgment of the Board such physician has performed some outstanding service for the benefit and advancement of the osteopathic profession.

Life Professional Members may be seated in the House of Delegates and may vote and hold office in the Association. Such members are not required to pay regular dues, assessments or annual convention fee.

Section 3. Retired Membership

All Active Members who have been Active Members for at least five (5) years and who are not practicing more than ten hours per week shall be eligible for Retired Membership, subject to approval by the Board of Trustees. Retired members shall be required to pay dues at a reduced rate as established by the Board of Trustees each year to cover the Association's administrative cost of maintaining their membership. Retired Members will pay 50% of the annual convention fee in order to receive CME credit. Retired Members may vote and hold office and may be seated in the House of Delegates.

Section 4. Student Membership

Any student enrolled at the Michigan State University-College of Osteopathic Medicine or students who are from the state of Michigan in other AOA-approved osteopathic colleges shall be eligible for a Student Membership upon approval of the Board of Trustees. Student Members may vote and may be seated in the House of Delegates. Student Members may only hold the office of a Student Member of the Board of Trustees elected pursuant to Article VI. Student Members are not required to pay dues, assessments or annual convention fee.

Section 5. Affiliate Membership

The Board of Trustees may confer Affiliate Membership upon any person who holds a degree in a health care profession and who, in the sole judgment of the Board, supports and contributes materially to the mission and purposes of the Association. Affiliate Members shall pay dues and shall pay an annual convention fee to attend the Convention. They may not hold office and may not be seated in the House of Delegates.

Section 6. Honorary Membership

The Board of Trustees may confer Honorary Membership upon any person who, in the sole judgment of the Board, supports and contributes materially to the mission and purposes of the Association. Honorary Members shall not pay dues, may not vote or hold office, and may not be seated in the House of Delegates. Notwithstanding anything in these Bylaws or elsewhere to the contrary, Honorary Membership may be revoked at any time by the Board, in its sole discretion, with or without cause.

Section 7. Associate Membership

The Board of Trustees may extend Associate Membership upon any osteopathic physician who is a nonresident of the State of Michigan and is licensed to practice osteopathic medicine and surgery in the state in which such physician resides and who presents a written application on such form and containing such further information and qualifications the Board shall prescribe. Associate Members shall be required to pay dues at a reduced rate as established by the Board of Trustees each year and may attend the annual convention at the same rate as applicable to Active Members. Associate Members may not vote or hold office and may not be seated in the House of Delegates.

Section 8. Delinquency, Reinstatement, Waiver or Reduction of Dues

- A. Any member whose dues and/or assessments remain unpaid for a period of three months (90 days), or whose special assessment(s) remain unpaid for a period of thirty days from the day of notice shall be automatically suspended and may be reinstated only by payment of all dues and assessments owing and a reinstatement fee as determined by the Board of Trustees, unless such dues are waived or reduced by the Board as set forth below.
- B. Any member who has been suspended or expelled for reasons other than nonpayment of dues may be reinstated by the Board of Trustees, in its sole discretion, upon fulfilling all conditions imposed by such suspension or revocation and making an application for reinstatement in such format as the Board shall prescribe.
- C. Upon written request, the Board may reduce or waive the dues of any dues-paying member for good cause shown as determined by the Board in its sole discretion.

Section 9. Membership Disciplinary Action

- A. Any conduct by a member of the Association in violation of the Code of Ethics, Constitution or Bylaws of this Association, or any illegal, immoral or unprofessional conduct by a member, shall be grounds for discipline which may include reprimand, suspension or expulsion.
- B. Disciplinary action against a member shall be governed by the procedure promulgated by the Board, which procedure shall include the right to a hearing before a committee appointed by the Board.
- C. Notwithstanding the provisions of subparagraph B above, the membership of any

member whose medical license is suspended or revoked by action of competent governmental authority shall be likewise suspended or revoked, without any proceedings by the Association.

ARTICLE V House Of Delegates

Section 1. Election and Authority

The House of Delegates shall consist of members of the Association elected by their respective Component Societies. In addition, interns and residents shall be represented as set forth in Section 3 of this Article V. The House of Delegates shall be the legislative and policy-making body of the Association and shall perform such other functions as are defined in these Bylaws.

The Speaker, Vice Speaker, President, and President-elect (the "Elected Officers") shall be delegates by virtue of their office. The Speaker, or in his absence the Vice-Speaker, and in order, the President, President-elect, Secretary-Treasurer, shall be the presiding officer of the House of Delegates. An Elected Officer, other than the presiding officer, shall not vote unless he/she is also an elected delegate. The presiding officer shall vote only in the case of a tie, regardless of whether he/she is also an elected delegate.

Each Component Society shall be entitled to one delegate and one additional delegate for each ten members or 80 percent thereof, of the number of members in good standing of the Association whose addresses listed with the Association are within the geographical boundaries of the Component Society. Each Component Society shall be entitled to the number of alternates that is 25% of their total delegates but no less than two (2).

Section 2. Delegate Certification

The Secretary-Treasurer of the Association shall furnish each Component Society the number of delegates and alternates to which each Component Society is entitled by February 1 of each year. Component Societies shall in turn notify the Association of the names of delegates and alternates by April 1. Such delegates and alternates must be members in good standing of the Association eligible to be seated in the House of Delegates and must be elected by the Component Societies which they represent. They shall serve for one (1) year, or until their successors are selected. The Credentials Committee appointed by the Speaker of the House of Delegates shall determine which delegates shall be certified.

Section 3. Interns and Residents

There shall be an Intern and Resident section in the House of Delegates consisting of three (3) delegates and one (1) alternate ("Intern and Resident Delegates/Alternate"). The Committee on Interns and Residents of the Board of Trustees (or in absence of such a committee, the Board of Trustees itself) shall appoint such delegates and alternate and shall notify the Association of the name of such delegates and alternate by April 1 of each

year. Such delegates and alternate must be members in good standing of the Association and must be in an AOA approved post-graduate medical education intern or resident program at the time of their appointment. Each such delegate or alternate shall serve for one (1) year or until their successors are appointed. An Intern and Resident Delegate/Alternate may not simultaneously serve as a Component Society delegate or alternate.

Section 4. Delegate Accreditation

The Chair of the Credentials Committee shall furnish the House of Delegates a list of the accredited delegates and alternates. The Speaker shall certify the list and call the delegates and alternates to be seated.

Section 5. Delegate Seating

A delegate having been seated shall remain the accredited delegate throughout the session, unless an alternate is seated in his place.

Section 6. Voting Privileges

Each voting delegate shall have one vote in the House.

Section 7. Annual Meeting

The annual meeting shall be held in the State of Michigan at such time and place as designated by the Board of Trustees for the purpose of election of officers and trustees, reports of officers on the work of the past year, and such other business as may be legally considered.

Failure on the part of the Board of Trustees to call the annual meeting within one (1) year from the date of the last meeting shall constitute the right of action on the part of one hundred (100) or more members to call an annual meeting. The Secretary-Treasurer shall mail written notice of the time and place of the annual meeting to each voting member of the Association at his or her last known address of record at least thirty (30) days in advance of the meeting. The notice of annual meeting need not state the purpose of the meeting.

Section 8. Special Meetings

Special meetings may be called by the Board of Trustees, by the Executive Committee of the Board, or upon written petitions filed with the Secretary-Treasurer and signed by not less than one hundred (100) active members of this Association. The Secretary-Treasurer shall mail written notice stating the date, place, and purpose of the meeting to each voting member of the Association at his or her last known address of record at least fourteen (14) days in advance of the meeting.

Section 9. Attendance at Meetings

All members, voting and nonvoting, may attend annual and special meetings of the House of Delegates. Attendance at a meeting of any member entitled to vote constitutes a waiver of the notice of the meeting except where such member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called and convened.

Section 10. Elections

The Elected Officers and Trustees shall be nominated and elected by the House of Delegates at the annual meeting of the House of Delegates. Nominations may be accepted from the floor. The House of Delegates shall, by resolution, create geographical regions from which Trustees may be elected. Such resolution shall determine the number of geographic regions, shall fix the boundaries of each geographic region, and shall specify the number of Trustees to be elected from each region. The Nominating Committee shall seek qualified candidates from each region where a vacancy shall exist to enable it as nearly as possible to report out nominations from those regions in attendance with the House of Delegates resolution. In its search for qualified candidates, the Nominating Committee shall first consider recommendations from Component Societies in each region where a vacancy shall exist and shall, if necessary, otherwise seek to identify qualified candidates. The House of Delegates may amend the resolution from time to time as it deems appropriate to achieve adequate geographic representation of the membership on the Board of Trustees. The President, President-elect, Speaker and Vice-Speaker, shall each serve as such for a period of one (1) year. In the event the next annual meeting does not fall within one calendar year from the date of election, all elected officers and trustees shall continue to serve until their successors are duly elected and qualified at the next scheduled annual meeting. Any vacancies in the Elected Officer positions or the Trustee positions (other than vacancies in the Intern/ Resident Trustee position and the Student Trustee position, which shall be governed by Article VI, Section 1, Subsections A and B respectively) may be filled by appointment by the Board of Trustees and the person so appointed shall serve until the successor is elected by the House of Delegates in accordance with Article VI, Section 7. No officer shall hold more than one office at one time.

- A. Voting Process: Voting shall be by ballot and a majority of all votes cast shall be necessary for election. If there shall be but one nominee for a given office or trusteeship it shall be the duty of the Secretary-Treasurer to cast the elected ballot for that nominee. Each Component Society shall have one vote for each credentialed, voting delegate present in the House of Delegates at the time of the vote. The Intern and Resident Section shall have one vote for each credentialed, voting Intern and Resident Delegate present in the House of Delegates at the time of the vote. Such votes may be cast by the Component Societies or by the Intern and Resident Section by one or more of its delegates as its delegation shall decide.
- B. Installation of Officers: The officers-elect shall be installed at the close of the annual meeting.

Section 11. American Osteopathic Association Delegates

- A. Election: The Board of Trustees shall elect the number of delegates to the American Osteopathic Association House of Delegates equal to 50% of the total number of delegates from the Association plus one. The remainder shall be elected by the majority vote of the House of Delegates of the Association at the annual meeting.
- B. Qualifications: For any member of the Association to be elected as delegate or alternate to the American Osteopathic Association House of Delegates such member shall be a member in good standing in the American Osteopathic Association, the Association and the member's Component Society.
- C. Term: Delegates and alternates elected to the House of Delegates of the American Osteopathic Association shall hold such office for one (1) year from the date of their approval by the House of Delegates of this Association or until their successors are elected.

Section 12. Quorum

Forty (40) voting members of the House of Delegates shall constitute a quorum sufficient to enact any business or legislation at the House of Delegates. The vote of a majority of members present at a meeting at which a quorum is present constitutes the action of the House of Delegates, unless the vote of a larger number is required by law or by other Sections of these Bylaws or the Articles of Incorporation.

Section 13. Rules and Orders

In the discussion and disposition of all business in the regular or special session of the House of Delegates, parliamentary rules of debate shall be observed, and Robert's Rules of Order (newly revised) shall be the guide in all deliberations except when otherwise provided for in these Bylaws.

Section 14. Committees

The following are designated standing committees of the House of Delegates:

Constitution and Bylaws
Credentials
Sergeant at Arms
Nominating
Public Affairs
Resolutions

The standing committees shall have such duties as shall be prescribed in these Bylaws and as prescribed from time to time by the House of Delegates by resolution or otherwise.

ARTICLE VI Board of Trustees

Section 1. Composition

The Board of Trustees shall consist of the President, President-elect, the two immediate Past Presidents, an Intern/Resident Trustee (elected pursuant to subsection A. herein), a Student Trustee (elected pursuant to subsection B. herein) and such number of additional Trustees such that the total number of Trustees shall be thirteen (13). The President-elect must have been a Trustee for at least one (1) year at the time of his/her nomination and election as President-elect. The Secretary-Treasurer shall be appointed by the President from the Board of Trustees. Each Past President shall serve as Trustee for the period of two (2) years from the time of retirement from the office of President.

- A. Intern/Resident Trustee. The Committee on Interns and Residents shall nominate one person to serve as the Intern/Resident Trustee and shall notify the Speaker of the nomination no earlier than March 1 and no later than April 1 of each year. In the event the Committee on Interns and Residents fails to provide a nomination within such dates, the Board of Trustees shall make the nomination. The Intern/Resident Trustee shall be a member of the Association at the time of nomination and election. The person so nominated shall be qualified to serve as an Intern and Resident Delegate/ Alternate and the time of nomination and election but need not be a Delegate or Alternate to be elected. The Intern/Resident Trustee shall serve a one-year term beginning on the date of election at the annual House of Delegates meeting. Vacancies in the Intern/Resident Trustee position may be filled by the Speaker and the person so appointed shall serve until the next annual House of Delegates meeting. The Intern/Resident Trustee shall have the full voting rights of a Trustee.
- B. Student Trustee. The Dean of Michigan State College of Osteopathic Medicine shall nominate one person to serve as a Student Trustee and shall notify the Speaker of the name of such person no earlier than March 1 and no later than April 1 of each year. In the event the Dean fails to provide a nomination within such dates, the Board of Trustees shall make the nomination. The person so nominated shall be a Student Member of the Association at the time of nomination and election. The Student Trustee shall serve a one-year term beginning on the date of election at the annual House of Delegates meeting. Vacancies in the Student Trustee position may be filled by the Speaker and the person so appointed shall serve until the next annual House of Delegates meeting. The Student Trustee shall have the full voting rights of a Trustee.

Section 2. Power and Duties

The property, business and affairs of the Association shall be managed by the Board of Trustees, subject to the overall policies as set by the House of Delegates.

Section 3. Departments

The Board may create one or more departments. The President shall designate a member of the Board to serve as chair of each department created. The department shall have such functions as may be assigned by the Board. The department chair may, with the approval of the Board, create one or more committees to carry out the department's functions. Committee members shall be appointed by and serve at the pleasure of the department chair. Committee members shall be members of the Association but need not be Board members.

Section 4. Councils

The Board may create one or more councils to assist the Board in an advisory capacity and to perform such functions as the Board may prescribe. The President shall be an *ex-officio* member of each council. Other council members need not be Board members. Each council shall appoint its own chairperson and shall be governed by such rules of procedure as such council shall prescribe. Each council chair shall have the right to attend Board meetings, without vote.

The following are designated Standing Councils:

A. Council on Governmental Affairs

The Council on Governmental Affairs ("CGA") shall consist of nine (9) voting members appointed by the Board. Upon recommendation of the CGA, the Board may appoint additional, non-voting members. The Dean of the Michigan State University College of Osteopathic Medicine shall serve in an *ex officio* capacity on the CGA. The CGA shall advise the Board on legislative and governmental policy and shall have such other duties as may be prescribed by the Board.

B. Council of Past Presidents

The Council of Past Presidents shall consist of all past presidents of the Association residing in Michigan and not then serving on the Board. The Council shall advise and support the President and the Board of Trustees and shall have such other duties as are prescribed by the Board.

C. Council of Component Society Presidents

The Council of Component Society Presidents shall consist of all the then sitting Component Society Presidents. If a Component Society has not elected or appointed a President, the Board of Trustees may appoint an individual from such Component Society to function as President of such Component Society and represent such Component Society on the Council. The Council shall serve as a liaison between the Board of Trustees and the membership, and shall have such other duties as are prescribed by the Board.

Section 5. Executive Committee

The Executive Committee of the Board shall consist of the President, President Elect, Secretary-Treasurer and the Past Presidents then serving on the Board of Trustees. The Executive Committee, during intervals between meetings of the Board of Trustees and subject to such limitations as may be required by law or imposed by resolution of the Board, shall have and may exercise all powers and authority of the Board of Trustees in the conduct of the business and affairs of the Association. The President may fill any vacancy on the Executive Committee by appointment of another member of the Board.

Section 6. Term, Resignation, and Removal

Trustees (other than the Intern/Resident Trustee and the Student Trustee, whose terms shall be governed by Article VI, Section 1, Subsections A and B respectively) shall serve for a two (2) year term. A Trustee may resign by written notice to the Association. The resignation will be effective upon its acceptance by the Speaker or at a subsequent time as set forth in the notice of resignation. A Trustee may be removed, either with or without cause, by the affirmative vote of a majority of all Members of the House of Delegates entitled to vote. Trustees shall be subject to a term limitation of four consecutive two-year terms. Notwithstanding the foregoing, any Trustee who has served as President-elect at any time during such term limitation shall serve as Trustee for additional consecutive years if necessary to complete or continue service as President, and two years as Past President. A Trustee who has a break in service as Trustee for two years or more is then eligible to be re-elected. For purposes of the term limitations contained herein, such a Trustee will be considered to begin service as of the date he/she is in office following re-election.

Section 7. Vacancies

A vacancy created by the death, resignation or removal of a Trustee shall be filled by the House of Delegates at its annual meeting next following such vacancy.

Section 8. General Powers as to Negotiable Paper

The Board of Trustees may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Association.

Section 9. Powers as to Other Documents

All material contracts, conveyances and other instruments may be executed on behalf of the Association by the President, President-elect, the Executive Director, or their designees.

Section 10. Regular Meetings

Regular meetings of the Board of Trustees may be held without notice if the time and

place of the meeting has been determined by resolution of the Board.

Section 11. Special Meetings

Special meetings of the Trustees may be called by the President and will be called by the President or Secretary-Treasurer at the direction of not less than two Trustees or as may otherwise be provided by statute. Special meetings will be held at the principal office of the Association unless otherwise directed by the President or Secretary-Treasurer and stated in the notice of meeting. Any request for a meeting by Trustees must state the purpose or purposes of the proposed meeting.

Section 12. Notice of Meeting

Except as otherwise provided by these Bylaws or by statute, written notice containing the time and place of all meetings of the Board of Trustees will be given either personally or by mail to each Trustee not less than seven days before a regular meeting and not less than two days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Attendance of a Trustee at a meeting constitutes a waiver of notice of the meeting, except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 13. Quorum and Voting

A majority of all the Trustees will constitute a quorum at any meeting. The vote of a majority of the Trustees present at a meeting at which a quorum is present constitutes the action of the Board of Trustees, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 14. Action by Unanimous Written Consent

Any action required or permitted to be taken at an annual or special meeting of Trustees may be taken without a meeting, without prior notice and without a vote, if all of the Trustees consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Trustees.

Section 15. Telephonic Conferences

Upon the approval of the President, a Trustee may participate in a meeting of Trustees by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 16. Reimbursement

Trustees will serve without reimbursement but may be reimbursed for actual, reasonable and necessary expenses incurred by a Trustee in his or her capacity as a Trustee.

ARTICLE VII Officers

Section 1.

The officers shall consist of the following:

A. Speaker

The Speaker of the House of Delegates shall be the presiding officer of the House of Delegates. The Speaker shall appoint a parliamentarian and the members of each standing committee, provided that the President-elect shall be a member of the Nominating Committee. In addition, the Speaker may appoint one or more reference committees and the members thereof. The Speaker of the House shall have such other duties and privileges as may be assigned to him by the House of Delegates, but such privileges and duties shall not conflict with those assigned to other officers of the Association by the Constitution and Bylaws.

B. Vice-Speaker

The Vice-Speaker of the House of Delegates shall have such duties as delegated to him by the Speaker and the House of Delegates and shall perform the duties of the Speaker in the absence or disability of the Speaker, but such privileges and duties shall not conflict with those assigned to other officers of the Association by the Constitution and Bylaws.

C. President

The President shall preside at all meetings of the Executive Committee and the Board of Trustees and shall perform all duties usually pertaining to such office. The President may with the approval of the Board, appoint one or more ad hoc committees with a term of not more than one year to assist the President in carrying out his or her duties. The President, with the assistance of the Board, shall strive to obtain broad representation of the Association Active Members on departments or committees of the Board.

D. President-elect

The President-elect shall serve as the chairman of the Department of Internal Affairs and shall automatically succeed to the Presidency at the next annual meeting. In the absence, death, resignation, disability or at any time at the request of the President, the President-elect shall perform the duties of the President.

E. Secretary-Treasurer

The Secretary-Treasurer shall be appointed by the President from the Board of Trustees.

The Secretary-Treasurer will be responsible for recording the minutes of all proceedings of the Board, will give or cause to be given notice of all meetings of the Board for which notice may be required, will oversee the financial activities of the Association and will perform all duties incident to the office of Secretary-Treasurer. All records, money and other property of whatever kind in the Secretary-Treasurer's possession or under his control will be returned to the Association at the time of his death, resignation or removal from office.

F. Executive Director

The Board shall appoint and determine the remuneration of an Executive Director. He or she shall be charged with carrying out the directives of the Board and the President, with the overall administration of the Association's business and affairs, and with such other duties as the Board shall prescribe. The Executive Director need not be a doctor of osteopathic medicine or a Trustee and will not have a vote on the Board of Trustees in his capacity as Executive Director.

Section 2. Removal of Officers

In case an officer fails to perform the duties required of the office, the Board may declare the office vacant. Notwithstanding the foregoing, the President and President-elect may be removed from office, with or without cause, by an affirmative vote of a majority of those present at a meeting of the House of Delegates at which a quorum is established.

ARTICLE VIII Finances

Section 1. Financial Obligations

Membership dues and special assessments of membership shall be determined by the House of Delegates, upon recommendation of the Board of Trustees.

Section 2. Reimbursement

Each officer and committee person shall be entitled to reimbursement for reasonable and necessary actual traveling expenses as determined by the Board of Trustees.

ARTICLE IX Indemnification

Section 1. Indemnification

The Association will, to the fullest extent now or hereafter permitted by law, indemnify any Trustee or officer of the Corporation (and, to the extent provided in a resolution of the Board of Trustees or by contract, may indemnify any volunteer, employee or agent of the Association) who was or is a party to or threatened to be made a party to any

threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Trustee, officer, volunteer, employee or agent of the Association, or is or was serving at the request of the Association as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Association in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue

This indemnification will continue as to a person who has ceased to be a Trustee or officer of the Association. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Association to the extent provided in a resolution of the Board of Trustees or in any contract between the Association and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, officer, volunteer, employee or agent of the Association will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE X Gender

References to the masculine gender includes a reference to the feminine gender throughout these Bylaws.

ARTICLE XI Amendments

These Bylaws may be amended or repealed in full or in part in the following manner:

Any ratified member in good standing may submit proposed changes.

Any such proposed changes must be submitted to the Bylaws Committee not less than three (3) months prior to any regular meeting of the House of Delegates.

The Bylaws Committee may revise proposed amendments if necessary to provide uniformity and conformity to the Constitution and Bylaws of the Association. Any such revisions shall be referred to the House of Delegates through the Secretary-Treasurer for final action at the time of the meeting of the House of Delegates.

The Bylaws Committee shall send to the member proposing the change and deposit with the Secretary-Treasurer a copy and notice of the proposed amendments, as they may be amended by the Bylaws Committee, at least two (2) months before the annual session or the special session at which said amendments are to be voted upon. The member proposing the change shall then have ten (10) days to withdraw the proposed amendment by written notification to the Board of Trustees. Absent such written notification, it shall then be the duty of the Secretary-Treasurer to see that said proposed amendments are published at least one (1) month before the annual or special session.

The Board of Trustees may further revise the proposed amendments if necessary to secure further uniformity to the Articles of Incorporation. Any such further proposed changes shall likewise be referred to the House of Delegates through the Secretary-Treasurer for final action on the day of annual election of officers.

Any proposed amendment may be adopted by a two-thirds vote of the accredited delegates present and voting at the session.

In the event immediate action is deemed necessary for the good of osteopathic medicine and surgery and the membership of this Association, these Bylaws may be temporarily suspended by the House of Delegates, and an amendment may be voted upon the day it is proposed if unanimous vote of all delegates present and voting in the House at regular or special meeting sustains such action; but in such case any delegate may move to reconsider at the next regular session of the House at which time a vote may be again taken which shall be final.

ARTICLE XII

Dissolution

In the event of dissolution of the Association, all of its remaining assets shall be distributed to the American Osteopathic Association (the "AOA"), a nonprofit organization of osteopathic physicians of which the Association is a Divisional Society. In the event that the AOA is not then in existence or it is otherwise impossible to distribute the assets to the AOA, then all of the remaining assets of the Association shall be distributed to an organization qualified as tax exempt under Section 501(c)3 or Section 501(c)6 of the Internal Revenue Code of 1986, as amended, which organization, in the judgment of the Board of Trustees of the Association serving at the time of the dissolution, is suited to carry on the purpose of the advancement of the science of osteopathic medicine.

ARTICLE XIII

Fiscal Year

The fiscal year of the Association shall be as established by the Board of Trustees.