

RESOLUTION 2009 - A

SUBMITTED TO: Michigan Osteopathic Association House of Delegates

SUBMITTED BY: MOA Board of Trustees

SUBJECT: MOA Bylaw Amendments

1 **Whereas**, the future of the osteopathic profession resides in the young physicians and
2 students; and

3 **Whereas**, the current MOA Bylaws make it difficult for student doctors and
4 intern/residents to serve on the MOA Board of Trustees; and

5 **Whereas**, the MOA wishes to provide the opportunity for students and interns/residents
6 to have input into the MOA Board of Trustees.

7 **Therefore, Be it Resolved**, that the MOA Bylaws be amended as follows:

Legend:	
<u>Insertion</u>	<u>Moved from</u>
<u>Deletion</u>	<u>Moved to</u>

ARTICLE IV Membership

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~~Members may vote and may be seated in the House of Delegates ~~but~~ Student Members may ~~not~~only hold ~~office in the Association~~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.

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 ~~elected officers of the Association shall be members of the House, but without vote, unless they are also elected~~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 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 ~~Secretary-Treasurer~~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 6. 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.~~

Section 7. 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.~~**Section 8.—Voting Privileges**

Each voting delegate ~~from a Component Society and each Intern and Resident Delegate~~ shall have one vote in the House. ~~The presiding officer shall be considered a member of the House of Delegates but shall vote only in case of a tie.~~

Section 12.10. Elections

~~All~~The Elected Officers ~~(except the Executive Director and the Secretary-Treasurer)~~ 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 ~~office or trusteeship~~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 ~~for the balance of said term and thereafter~~ 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 ~~representing it~~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 ~~representing it~~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.

ARTICLE VI
Board of Trustees

Section 1. Composition

The Board of Trustees shall consist of the President, President-elect, the two immediate Past Presidents, ~~and up to nine (9) 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 ~~voting~~ Trustees shall be ~~eleven~~ 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 Past President who is serving ex officio in accordance with the provisions of Article VI, Section 5 of these Bylaws shall not be included as one of the eleven (11) voting Trustees.~~ 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 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 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 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 ~~receipt~~acceptance by the ~~Association~~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 three consecutive two-year terms. Notwithstanding the foregoing, any Trustee who ~~is elected or~~ has served as President-elect at any time during such term limitation ~~may~~shall serve as Trustee for ~~a fourth~~additional consecutive ~~two year term~~years if necessary to complete or continue service as President ~~elect, President, and Past President. A Trustee may not serve as Trustee for more than four consecutive two year terms except to complete the, and~~ two years as Past President. ~~In the event that the two year term as Past President extends service beyond the fourth consecutive two year term, such Past President shall serve as an ex officio (without vote) member of the Board for that portion of his/her two year term as Past President that extends beyond the fourth consecutive two year term limitation.~~ 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 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 law 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 law 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.

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.

BD. 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.

CE. 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.

DE. 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, at a meeting of the House of Delegates 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 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.

~~A~~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, must be deposited by the member(s) proposing the change, with the Secretary-Treasurer at least two (2) months before the annual session or the special session at which said amendments are to be voted upon. ~~It shall~~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 XIII Fiscal Year

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

Full MOA Bylaws (with the proposed amendments) are available to MOA members via the MOA website at www.mi-osteopathic.org.

Dr. Weiss made one editorial change after the word "or" to insert the word "at" in the third line in Section 6. Term, Resignation, and Removal.

It was unanimously **moved, supported and passed** to accept the Resolution as edited.