

# **Association of Osteopathic State Executive Directors Bylaws**

*Amended at AOSED Annual Meeting July 28, 2020*

## **Article I Name**

The name of this organization shall be the Association of Osteopathic State Executive Directors (AOSED).

## **Article II Mission**

The Association of Osteopathic State Executive Directors' mission is to advance the osteopathic profession through facilitating divisional societies in collaboration with the American Osteopathic Association and specialty societies.

## **Article III Purpose**

The purpose of this association shall be:

**Section A.** To facilitate development of strong divisional and osteopathic national specialty societies of the American Osteopathic Association.

**Section B.** To promote closer affiliation of divisional societies and coordinate their programs.

**Section C.** To provide communication, professional development, training and continuing education for its members.

**Section D.** To develop programs and materials which promote the osteopathic profession.

**Section E.** To represent the interests and be the voice of its members with the American Osteopathic Association.

## **Article IV General Plan of Organization**

**Section A.** The association was founded in 1918.

**Section B.** The governing instruments of this association are the articles of incorporation, bylaws, and policy and procedures manual.

## **Article V Membership**

**Section A.** Active membership in this association shall be to executive directors of state osteopathic associations or osteopathic national specialty societies as determined by the AOSED board of trustees. Each active member is eligible to hold office and shall have one vote.

**Section B.** Associate membership shall be available to the other executive staff personnel of a divisional society, providing the society's chief executive is an active member of this association. Associate members shall not be eligible to hold office or vote.

**Section C.** Affiliate membership shall be available to regional managers, other professional staff of the American Osteopathic Association and to the executive staff personnel of other osteopathic organizations which are affiliated with the American Osteopathic Association. Affiliate members shall not be eligible to hold office or vote.

**Section D.** Honorary membership may be conferred upon the vote of the Association to a retired person who has rendered outstanding and extraordinary service to the association. Honorary members shall not pay dues or assessments nor have voting power unless they are so qualified under Article III, Section A of the bylaws.

## **Article VI Dues**

**Section A.** Annual dues shall be established in the policy and procedures manual by the board of trustees subject to approval by a two-thirds majority vote at a meeting of the active members at which a quorum is present.

**Section B.** Dues must be paid in order to exercise all rights and privileges of membership.

**Section C.** A member whose dues shall remain unpaid for thirty (30) days may become suspended. They may be reinstated upon payment of dues provided such payments are received prior to the end of the current membership term, or, if later, by reactivating their membership.

## **Article VII Discipline, Suspensions, Revocation**

**Section A.** Any member of the association who, in the opinion of the board of trustees, purposely violates the established bylaws, policy and procedures of the association or who seeks to undermine the unity of AOSED members may be revoked, suspended, or

placed on probation by action of the board of trustees after the member has been given notice and an opportunity to be heard before such action is taken.

**Section B.** Any individual whose membership has been revoked, suspended, or placed on probation, or been subjected to disciplinary action shall have the right of appeal to the board of trustees at its next regular meeting.

## **Article VIII Membership Requirements**

**Section A.** No members shall possess any right in or to, the property or assets of the association, unless there is a contractual agreement stipulating otherwise.

**Section B.** No individual shall endorse any policy position in the name of the association without first obtaining permission from the board of trustees, executive committee, or the association president.

**Section C.** No individual shall obligate funds in the name of the association without first obtaining permission from the board of trustees or the executive committee.

## **Article IX Officers, Board of Trustees and Committees**

**Section A.** There shall be a board of trustees comprised of a president, president-elect/program chair, immediate past president, and four trustees.

**Section B.** The board of trustees shall be empowered to conduct all business of the association between regular meetings of the membership.

**Section C.** The board of trustees shall determine the committees of the association and their duties.

**Section D.** Subject to the availability of monies and board of trustees' approval, the executive director or equivalent shall be employed by, and be responsible to, the board of trustees.

**Section E.** The board of trustees may, by a majority vote of its members at any duly called meeting, remove from office any officer or trustee who has represented the association on the grounds that such officer or trustee is guilty of malfeasance, incompetency, or neglect of duty in office.

## **Article X Duties of Officers**

**Section A.** The president shall preside at all meetings of the association, shall appoint all committee-chairs and members, and shall be an ex-officio member of all committees

except the nominating committee which shall be composed of three association past presidents if available. The president shall be responsible for ensuring minutes are recorded for all meetings of the board of Trustees and/or membership.

**Section B.** The president-elect/program chairman shall chair the program committee for the annual and semi-annual educational meetings of the association and shall assume the duties of the president in the absence or inability of the president to serve.

**Section C.** The board of trustees may enter into contracts to carry out administrative duties and support for the association.

## **Article XI Meetings**

**Section A.** The association shall meet at least semi-annually in conjunction with an AOA-sponsored event and at such other times and places/formats as determined by action of a majority vote of the members at any regular meeting or on call of the board of trustees or President.

**Section B.** The annual meeting shall be defined as the meeting where elections for officers and open trustee positions are held, and the annual budget of the association is approved. The date and time of the annual meeting shall be determined by the board of trustees and announced to membership at least thirty (30) days prior to convening. The format of the meeting may be live, virtual, or a combination of these methods.

**Section C.** Advance notice of all special board and membership meetings, except the annual meeting, shall be given to all active members at least two (2) days prior to the meeting. An agenda shall be presented to active members at least one (1) day prior to all meetings.

**Section D.** A simple majority of 51% of the voting members shall constitute a quorum at all membership meetings where notification of a vote needed is given.

**Section E.** Written minutes of the business conducted at meetings of the board of trustees and membership shall be kept, open for inspection by any active member.

## **Article XII Elections**

**Section A.** The nominating committee shall receive nominations, verify eligibility of nominees, and prepare a ballot of at least one nominee for each open position. Nominations may be made from the floor by any member at the time of the election.

**Section B.** Officers shall be elected and installed at the annual meeting and take office at the conclusion of the annual meeting to serve for a period of one or two years as recommended by the nominating committee.

**Section C.** Trustees shall be elected at the annual meeting and take office at the conclusion of the annual meeting to serve staggered two-year terms except for those elected to fill the balance of an unexpired term. Trustees shall be limited to no more than two twenty-four (24) month consecutive terms.

**Section D.** A majority vote of those active members present shall constitute an election.

**Section E.** The election may be by voice vote or secret ballot and may be held in-person, virtually, or other electronic means or a combination of these methods.

**Section F.** If a vacancy occurs in a board of trustee position, the president may appoint a replacement until the next regular installation of officers at the annual meeting. A temporary occupant of a trustee position shall have all the rights and powers and shall perform the duties of that office.

### **Article XIII Membership Services**

**Section A.** Subject to availability of monies and conditions of participation as outlined in the policy & procedures manual, the association shall provide centralized AOSD membership and physician database management, online continuing medical education, consortium administration, and business partner services.

### **Article XIV Indemnification**

Each trustee, officer, and employee of this association now or hereafter in office who acts, at the request of this association, shall be indemnified by this association against all costs, expenses, judgments, fines, and amounts or liability therefore, including counsel fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, proceeding, or claim to which he may be made a party, or in which he may be or become involved by reason of his acts of omission or commission, or alleged acts of omission or commission as such trustee, officer, or employee, or, subject to the subsequent provisions of the section, any settlement thereof, provided that such indemnification shall not apply with respect to any matters as to which such trustee, officer, or employee shall be finally adjudged in such action, suit, or proceeding to have been individually guilty of misconduct, misfeasance, or malfeasance in the performance of his duty as such trustee, officer, or employee. The indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding, or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding, or claim, when the board of trustees has determined that such settlement and reimbursement appear to be for the best interests of this association.

## **Article XV Discrimination Disclaimer**

Notwithstanding any provisions of these bylaws, the association shall not discriminate against any director, officer, employee, applicant, or participant on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

## **Article XVI Rules of Order**

Robert's Rules of Order, Revised, shall be the parliamentary authority in all cases in which they are applicable and in which they are not inconsistent with the bylaws of the association.

## **Article XVII Fiscal year**

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

## **Article XVIII**

Upon dissolution of the association, the board of trustees or board designee shall, after paying or making provision for payment of all liabilities of the association, including the costs and expenses of such dissolution, dispose of all the assets of the association exclusively for the exempt purposes of the association or distributed to an organization described in section 501 (c)(3) or 170 (c)(2) of the internal revenue code of 1986 or the corresponding provisions of any future federal law, as shall be selected by the last board of trustees. None of the assets will be distributed to any officer or director of the association. Any such assets shall be disposed consistent with requirements of federal and state laws.

## **Article XIX Amendments**

**Section A.** These bylaws may be amended by a two-thirds majority vote at any meeting of the active members at which a quorum is present providing a 30-day notice shall be given to all active members.

**Section B.** Only those amendments can be proposed and considered that originate with active members of this association in good standing, an AOSED committee, executive committee or board of trustees.

Adopted by AOSED membership July 28, 2020.