



# **BYLAWS**

**2021**

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**Adopted August 14<sup>th</sup>, 2021 – Edmond, OK**

# Article I

## Name

The name of this organization shall be the Friends of the Oklahoma Osteopathic Association, hereafter referred to as FOOA.

# Article II

## Object and Purpose

The object and purpose of the Friends of the Oklahoma Osteopathic Association, as a non-profit 501(c)(3) organization, shall be to promote awareness of and support the osteopathic profession within Oklahoma through collaboration, education, and community. The organization will be referred to as FOOA. The assets of this organization are to be used for attainment of its purposes and said assets shall not benefit any member. No member can gain funds from the FOOA. Said assets are to be assigned to the OOA in the dissolution of the FOOA.

# Article III

## Members

### Section 1.

There shall be the following classes of members:

- A. Regular Membership: Shall be granted to the spouse/significant other, friends, and family members of a member of the Oklahoma Osteopathic Association.
- B. Osteopathic student and resident spouses/significant others: Shall be granted membership in the Friends of the Oklahoma Osteopathic Association.
- C. Life Membership: Shall be granted to a regular member of the FOOA after 25 consecutive years of membership

### Section 2.

Membership shall be accorded upon payment of prescribed dues.

### Section 3.

Dues and Assessment- The annual dues of the FOOA shall be:

- |    |  |         |
|----|--|---------|
| A. | Regular Membership   | \$50.00 |
| B. | Osteopathic Student or Resident Spouses/Significant Others | Exempt  |

**C. Life Membership****Exempt****Section 4.**

Dues shall be due and payable on January 1.

**Section 5.****Rights of Membership**

- A. Regular Members, Life members, and osteopathic student or resident spouses/significant others shall be eligible to participate in all activities of FOOA.
- B. All members have voting privilege.

**Section 6.****Termination of Membership**

- A. Failure to pay dues for one year without formal notice of resignation shall constitute default.

**Section 7.****Bylaws**

- A. These bylaws must not be in conflict with OOA bylaws and substantive changes must be approved by the OOA board.

**Section 8.****Reports**

- A. Annual reports shall be prepared by the president for the annual OOA convention. Copies will be presented to the FOOA Board and OOA Board.
- B. FOOA tax return will be filed annually with the IRS by the Treasurer of the FOOA prepared timely by a qualified tax preparer.
- C. Annual tax reports will be provided to the OOA.

## Article IV

### Officers

**Section 1**

The elected officers of FOOA shall be President, President-Elect, Vice President, Immediate Past President, Treasurer, and Secretary.

**Section 2.**

Non-elected officers of the FOOA shall include Executive Director of the OOA, OOA Board Liaison (Past President of the OOA), and OEFOM Board Liaison. Ex-officio officers shall not hold voting privileges, except in the event of a split vote. Should a vote be evenly split, the OOA Board Liaison will cast the deciding ballot.

**Section 3.**

The elected officers, the OOA Board Liaison, the OEFOM Board Liaison, and the OOA CEO/Executive Director shall constitute the Board of Directors.

**Section 4.**

Each elected board member will serve in their role for two years.

Secretary, Treasurer will be nominated and voted on by membership every two years.

Vice-President, President-Elect, President, Immediate Past President will transition to the next level of leadership after each two-year term.

**Section 5.**

In the event of an officer cannot adequately fulfill the duties of their present office, or progress to the next level of leadership, a majority of the remaining voting board members may vote to remove that officer and call for nominations from the membership to replace them for the remainder of the term. Voluntary departure of an elected officer shall be filled by an interim officer by presidential appointment for the remainder of the unexpired term.

## Article V

### Duties of Officers

**Section 1.**

The President shall:

- A. Have served on Board of Directors for at least three years- Inaugural board excluded.
- B. Preside at all meetings of the organization and Board of Directors,
- C. Serve as ex-officio member of all committees except the Nominating Committee
- D. Work for the accomplishments of the objectives of this organization.
- E. Appoint the Chairpersons and members of committees subject to the approval of the elected board.
- F. Have the authority to approve and sign checks in the absence or inability of the Treasurer.
- G. Remain on the Board of Directors for two years after the term of the office has expired, as immediate past president.
- H. Shall be available to address the OOA board when requested.

**Section 2.**

The President-Elect shall:

- A. Preside over official meetings in the absence of the President
- B. Succeed to the office of President in the event of a vacancy and after the expiration of their two-year term.

**Section 3.**

The Vice President shall:

- A. Preside over official meetings in the absence of the President and the President-Elect.
- B. Succeed to the office of President-Elect in the event of a vacancy and after the expiration of their two-year term.

**Section 4.**

The Treasurer shall:

- A. Maintain the financial records of FOOA.
- B. Make a financial report at all Board of Director Meetings.
- C. Present a written annual financial report at the Annual Convention membership meeting.
- D. Prepare the annual budget.

**Section 5.**

The Secretary shall:

- A. Record the proceedings of the Board of Directors and the meetings of the general membership.
- B. Maintain the master copy of the bylaws and standing rules.
- C. Conduct correspondence as directed by the President.
- D. Act as moderator and/or administrator of the FOOA social media profiles.

## Article VI

### Board of Directors

**Section 1.**

The Board of Directors shall:

- A. Consists of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, along with non-voting officers: the CEO/Executive Director of the OOA, the OOA Board Liaison, and the OEFOM Liaison.
- B. Transact business for FOOA in the interim between the membership meetings.

- C. Approve an annual budget to be presented to the general membership at the OOA annual convention.
- D. Meet monthly during/following the OOA board meetings.
- E. Administer the affairs of the organization and carry out policies and programs in the interim between annual meetings.
- F. Vacancies occurring in the Board of Directors not defined in the bylaws shall be filled by appointment of the President of the unexpired term except in the event of involuntary removal of a board member, which vacancy shall be filled by nomination by the membership and a vote.
- G. If necessary, in the future, the Board of Directors shall adopt standing rules and detailed procedures necessary for implementing the policies and programs of FOOA.

## Section 2.

Five members of the Board of Directors shall constitute a quorum.

# Article VII

## Committees

### Section 1

#### Special Committees

- A. Special Committees and Chairpersons may be appointed by the President as deemed necessary.

### Section 2

#### Nominating Committee

- A. A Nominating Committee shall consist of three members to be elected from the membership.
  1. The three nominees in the election receiving the highest number of votes shall be declared elected to the Nominating Committee.
  2. Should any vacancies occur in the committee, the Board of Directors is authorized to fill vacancies with the remaining nominees in the order that the votes are received.
  3. No member shall serve two consecutive terms with the exclusion of the immediate past president.
- B. Duties of the Nominating Committee:
  1. Correspond with members during the year to prepare a slate of officers to be balloted upon at the OOA annual convention.
  2. Prepare ballots or provide materials necessary for the election.
  3. The nominating committee shall hold an extraordinary election in the event of vacancy on the board of directors caused by involuntary removal of the former

board member. This election may occur outside the OOA annual convention with 30 days notice & call for nominations to the FOOA membership.

- C. Immediately following the report of the Nominating Committee, nominations will be opened from the floor. Consent of the nominee is required. A motion for acceptance of the slate of officers by acclamation is appropriate if there are no nominations from the floor.
- D. Officers shall be elected by a majority vote.
- E. New officers and committee chairman shall assume their positions immediately upon adjournment of the OOA annual convention.
- F. In order for a member to be eligible to hold office in the FOOA, that person must be an active member in good standing of FOOA.

## Article VIII

### Meetings

#### Section 1

The annual membership meeting shall be held at the same time and place as the Annual Convention of the OOA.

#### Section 2

The Board of Directors shall meet along with the newly elected members following the annual membership meeting.

#### Section 3

Special meetings of the Board of Directors shall be called upon request of a majority of the standing committees' members.

#### Section 4

In all formal meetings of the FOOA, parliamentary procedures shall be governed by Robert's Rules of Order, Newly Revised, unless specifically altered by the organization's bylaws.

## Article IX

### Amendments

The FOOA Bylaws may be amended by a two-thirds vote of the membership present at the annual membership meeting, provided that the proposed amendments have been published to the membership thirty days before membership meeting at which time they are voted upon. If there

are bylaws that need to be amended, they can be presented at the second annual membership meeting and must have a three fourths vote.