

Oklahoma Osteopathic Association Constitution & Bylaws

(Revised April 26, 2018)

CONSTITUTION

Article I. Name

Section 1. The name of this corporation shall be "The Oklahoma Osteopathic Association, Incorporated."

Section 2. The principal place of business shall be the Central Office of the Oklahoma Osteopathic Association in Oklahoma City, Oklahoma.

Section 3. This Association shall function as a divisional society of the American Osteopathic Association and shall be subject to the Constitution and Bylaws and the Code of Ethics of the American Osteopathic Association.

Article II. Objects

Section 1. The objects of this Association shall be to promote the public health and the art and science of the osteopathic school of medicine of the healing art;

Section 2. By maintaining high standards of osteopathic education and by advancing the profession's knowledge of surgery, obstetrics and the prevention, diagnosis and treatment of disease in general;

Section 3. By stimulating original research and investigation; and by collecting and disseminating the results of such work for the education and improvement of the profession and the ultimate benefit of humanity;

That the evolution of the osteopathic principles shall be an ever-growing tribute to Andrew Taylor Still, whose original studies made possible osteopathy as a science.

Article III. Component Societies

Section 1. This Association shall be a federation of district societies organized within the State of Oklahoma whose boundaries shall be determined by the Board of Trustees and such other auxiliary organizations as shall be authorized by the Board of Trustees.

Section 2. Such local or district societies shall be chartered by the Board of Trustees of the Oklahoma Osteopathic Association, provided members are in good standing of the Oklahoma Osteopathic Association and may be a member of the American Osteopathic Association.

Article IV. Membership

The membership of this Association shall consist of Doctors of Osteopathy or Doctors of Osteopathic Medicine and of such others as have met the requirements as prescribed by the Bylaws of the Oklahoma Osteopathic Association and shall include Regular, Life, Honorary Life, Associate, Student, Resident, Fellow, Institutional, and such others as stated in the Bylaws.

Article V. Officers

Section 1. Elected Officers

The elected officers of this Association shall be President, President-Elect, Immediate Past President, and Vice President. The officers shall be elected at the annual business meeting of the Association and shall serve for a term of one year, or until their successors are elected and installed. The President-Elect shall automatically succeed to the Presidency during the next annual business meeting of the Association.

Section 2. In 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 rest with the Board of Trustees.

Article VI. Board of Trustees

Executive Committee and Administrative Staff

Section 1. Board of Trustees

The Board of Trustees of this Association shall consist of the President, President-Elect, Immediate Past President, Vice President, and nine (9) other members who shall be the elected Trustees. Two (2) Trustees shall be elected annually by the Association to serve terms of three (3) years each, and three (3) Trustees shall be elected annually by the Association to serve terms of one (1) year each. One (1) of the one year trustees shall be a non-voting resident Trustee. Vacancies will be filled as provided in the Bylaws. The Board shall be the administrative and executive body of the Association and perform such other duties as are provided in the Bylaws.

Section 2. Executive Committee

The Executive Committee of this Association shall consist of the President, President-Elect, Immediate Past President, and Vice President.

Section 3. Administrative Staff

The Administrative Officers shall be an Executive Director who may also serve as Secretary of the Board and shall be appointed by the Board of Trustees to serve such terms as the Board shall define. The duties shall be those usual to such officers and as defined in the Bylaws.

Article VII. Meetings and Convention

Section 1. An annual convention of this Association shall be held at such time and place as may be determined by the Board of Trustees. The annual business meeting shall be held during the annual convention.

Section 2. Special meetings of this Association may be called by the President at his/her discretion or upon written request of at least seven (7) members of the Board of Trustees. A notice of such special meeting including the purpose for which the meeting is called must be mailed to all regular members of the Association no less than ten (10) days nor more than sixty (60) days before such meeting. No business other than that for which the meeting was called may be transacted at the special meeting.

Article VIII. Priority

The provisions of the Constitution shall have preference over any provisions of the Bylaws that may be in conflict therewith.

Article IX. Amendments

This Constitution may be amended by this Association at any annual session by a two-thirds vote of the accredited voting members in attendance at such session, provided that any proposed amendment must be approved for publication either by a district society or shall have been presented to the Board of Trustees and filed with the Executive Director and that the Executive Director shall have them published and mailed to each member of the Association not less than two months nor more than four months prior to the session at which they are to be acted upon. Any amendment must receive written approval of the Board of Trustees of the American Osteopathic Association before it shall become effective.

BYLAWS

Article I. Membership

Section 1. Regular Member

Any graduate of a college accredited by the American Osteopathic Association, who is legally qualified by the State Board of Osteopathic Examiners and ethically qualified by the Board of Trustees of the Oklahoma Osteopathic Association to practice as an osteopathic physician and/or osteopathic physician and surgeon is eligible for membership in this Association. An applicant is required to make application in writing for membership in the Association on the prescribed form as furnished by the Executive Director of this Association and shall present the full amount of the fee with said application, which shall be signed by two members of the Association and shall be acted upon by the Board of Trustees. The provisions of this section shall not be retroactive.

Upon receipt of application for membership, the Executive Director shall present the same to the Bureau on Membership for recommendation to the Board of Trustees for their approval or disapproval at a regular or special meeting of the Board.

Any member whose dues or assessments for the current fiscal year remain unpaid after December 31, shall automatically be dropped from membership and such person shall not be permitted to attend any of the Association's official business sessions, or receive any Association membership benefit. With the approval of the Board of Trustees of the Association, such an individual upon written request may be reinstated to membership upon the payment of dues and assessments for the current year as well as a \$50 reinstatement fee.

In order to maintain membership in the Oklahoma Osteopathic Association, physicians must comply with the American Osteopathic Association's requirement for continuing medical education. All members will be responsible for having their approved continuing medical education credits submitted to the Central Office of the Oklahoma Osteopathic Association.

All regular members in good standing shall have voting privileges.

Section 2. Honorary Life Member

Honorary life membership may be conferred by the Board of Trustees on (1) a regular member who has been in good standing for twenty-five (25) consecutive years immediately preceding and who has rendered outstanding service to the profession at either the state or national level, or who is recommended for such membership by official action of his district society and the Bureau on Membership; or (2) any osteopathic physician who meets the requirements for regular membership as defined in Section 1 and who has rendered outstanding service to the osteopathic profession on either a state or national level and is recommended for such membership by the Bureau on Membership. Such honorary life members shall have the privileges and duties of regular members including the payment of assessments levied by the Association, but shall not be required to pay dues.

Section 3. Life Member

Life membership may be granted by the Board of Trustees to any regular member who has reached the age of seventy (70) years, or who has completed fifty (50) years of osteopathic practice, whichever comes first by November 1, and who has been in good standing for twenty-five (25) consecutive years immediately preceding in the OOA or any other divisional society of the AOA. Such 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 or her district society, 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 4. Associate Member

By specific action of the Board of Trustees, associate membership may be granted to teaching, research, administrative, or executive employees of accredited osteopathic colleges or of osteopathic hospitals approved by the American Osteopathic Association, members' full-time employees, and to administrative employees of this Association or of affiliated organizations or of district societies, excepting Doctors of Osteopathy or Doctors of Osteopathic Medicine and students in osteopathic colleges. Such associate member shall be required to pay dues in an amount determined by the

Board of Trustees, but shall not be required to pay assessments. Associate members shall not be eligible to vote or to hold any elective office of this Association; however, they may serve as ex-officio members of committees. They may attend the annual business meeting upon the invitation of the Board of Trustees.

Section 5. Student, Resident and Fellow Membership

Student membership status may be granted to any undergraduate student in an accredited college of osteopathy, upon endorsement of the application by the Board of Trustees, or to any osteopathic physician serving in a postdoctoral training program accredited by the American Osteopathic Association or the Accreditation Council for Graduate Medical Education.

Each student member shall receive such publications and other literature as may be directed by the Board of Trustees.

Student members shall not be eligible to hold office or to vote in the affairs of the Oklahoma Osteopathic Association, nor shall they be required to pay dues or assessments.

Section 6. Institutional Membership

Institutional membership may be granted to the Oklahoma State University College of Osteopathic Medicine or to Oklahoma hospitals involved in AOA approved osteopathic education by payment of an annual amount to be determined by the Bureau on Membership, subject to approval by the Board of Trustees.

Section 7. Out-Of-State Membership

Out-of-State membership may be granted by the Board of Trustees to osteopathic physicians outside of Oklahoma if they submit an application on the prescribed form accompanied by \$100 which is the annual fee for such membership, providing the physician is a member in good standing with his or her respective American Osteopathic Association Divisional Society.

Section 8. Disciplinary Action

Membership in this Association is a privilege granted by this Association, and not the right of an osteopathic physician. Title membership of any member of the Association who, in the opinion of the Board of Trustees of the Association purposely and persistently violates the established policy of the Association or who seeks to undermine the unity of the osteopathic profession or any of its district societies or affiliated organizations may be revoked, suspended, or placed on probation by action of the Board of Trustees of the Association upon the recommendation of the Bureau on Physician Grievance, after the member has been given notice and an opportunity to be heard before such action is taken. Any individual whose membership has been so revoked, suspended, or placed on probation shall have the right of appeal to the Board of Trustees of the Oklahoma Osteopathic Association at its next regular meeting, requesting a review of the action of the Board of Trustees. The Board of Trustees, on review, may in its discretion take such action in regard thereto as it deems appropriate.

If a member of the Oklahoma Osteopathic Association or any individual whose membership has been revoked, suspended, or placed on probation brings legal action against the Oklahoma Osteopathic Association, that person will be required to reimburse the Oklahoma Osteopathic Association for the cost of defending the legal action. Said reimbursement will be a requirement for membership in the Oklahoma Osteopathic Association unless the Oklahoma Osteopathic Association's position is reversed by a court of law.

Article II. Dues and Assessments

Section 1. Payment of Dues

The annual dues of regular members of the Association shall be payable in advance to the Executive Director on or before November 1, the beginning of the fiscal year, and shall be considered delinquent after December 31, of each year.

Section 2. Dues Rates

(a) Regular members: The first year in practice the dues shall be \$300. The second year in practice the dues shall be \$400. The third and subsequent years the dues shall be \$600 per year.

(b) Others: Dues for regular members serving in a postdoctoral training program accredited by the American Osteopathic Association or the American College of Medical Specialties shall be waived. A member who has been granted postdoctoral training status and does not complete the full term of training shall have dues prorated according to the number of months remaining in the fiscal year.

Dues shall be waived for those regular members who are active duty USA armed services during the term of their service.

Section 3. Special Rate

Upon the recommendation of the President and Bureau on Membership of the Association, the Board of Trustees of this Association may vote a membership to an eligible osteopathic physician for less than the regular dues, provided the request is made in writing and approved by the President and Secretary of the district in which said member resides, or an adjacent district, if such member does not live in a duly organized district.

Section 4. Assessments

An assessment may be levied upon the membership only when approved by the membership at the annual meeting or at a special meeting called for such purpose in accordance with Article VII of the Constitution of this Association.

Article III. Code of Ethics

The Code of Ethics of this Association shall be maintained in continuity with the Code of Ethics of the American Osteopathic Association.

Article IV. Elections

Section 1. Qualifications

Membership in the Oklahoma Osteopathic Association and his or her district society shall be a requisite for qualification for any officer or for any member of any department, division, bureau, or committee of the Association, however selected, if the candidate is a Doctor of Osteopathy or Doctor of Osteopathic Medicine.

Section 2. Nominating Committee

The Nominating Committee shall be composed of the five most immediate living past presidents and a representative or an alternate from each district, each of whom has been duly elected by his or her district at a regular meeting. It shall be the duty of such committee to nominate a candidate for each office and/or position to be filled at the annual election. Such nominations shall be made at least sixty (60) days prior to the annual convention and published in the Oklahoma Osteopathic Association Journal at least one (1) time prior to the annual meeting. No person shall be nominated who is not a member of his or her district, state, and national association. The Nominating Committee will elect its own officers, a chairman and secretary, for the decorum of the meeting and these officers will have voice, nominating privileges and vote in the committee proceedings. No member of the nominating committee shall be eligible to be nominated to the Board of Trustees by this committee.

Nominations may also be made from the floor of the business meeting.

Section 3. Vote

All elections shall be by ballot and a majority of all votes cast shall be necessary to elect. In case of no election on the first ballot, the candidate receiving the fewest number of votes shall be dropped from the list before taking the next ballot, which process shall be repeated until a majority vote is cast for one (1) candidate. Any member of the Association in good standing and in attendance at the business meeting shall be qualified to vote.

Section 4. American Osteopathic Association House of Delegates

The delegates representing the Oklahoma Osteopathic Association to the House of Delegates of the American Osteopathic Association must be members of their district, state, and national associations. A majority of each delegate's employment activity must be in the state of Oklahoma, unless retired or the OOA Board of Trustees waives this requirement prior to the Nominating Committee meeting. Two of such delegates shall be the current President and President-Elect at the time of the American Osteopathic Association House of Delegates, who shall serve as the Chairman and Vice-Chairman of the Delegation. The remaining such delegates shall be nominated by the Nominating Committee or by nominations from the floor. All elections shall be by ballot. This election shall take place at the regular business meeting of the annual session of the Association and they shall serve for one (1) year, or until their successors are elected. The delegation will then meet to elect their Chief Delegate by ballot vote.

(a) Delegates Report: The delegates shall send a written report to the Board of Trustees of the Oklahoma Osteopathic Association within thirty (30) days after the annual American Osteopathic Association House of Delegates shall be adjourned.

(b) Alternate Delegates: The Association shall also elect alternates to represent the Association in the House of Delegates, to serve only in the absence or inability of the regular delegates to function. The alternate delegates shall be of the same number as the delegates and shall be elected as alternate 1, alternate 2, alternate 3, etc., and the qualifications for their election shall be the same as that of the delegates. Alternate 1 shall serve in the absence of any delegate unable to attend the convention and the other alternates shall serve in a like manner. Alternates shall serve in their numerical order of election.

(c) Meeting with Board of Trustees: All delegates and alternate delegates shall attend a meeting of the Board of Trustees of the Oklahoma Osteopathic Association prior to the meeting of the American Osteopathic Association House of Delegates for any suggestions of the Board of Trustees of the Oklahoma Osteopathic Association to be conveyed to the House of Delegates of the American Osteopathic Association.

Section 5. Installation

All business of the annual meeting shall be completed so far as is practicable by the officers who have served throughout that meeting. The officers-elect shall be installed during the annual convention, and shall assume the authority of their respective offices at the time of installation.

Article V. Board of Trustees

Section 1. Duties

The Board of Trustees shall:

- (a) Direct the management of the affairs of the Association between annual meetings. It shall meet coincident with the annual convention and in addition a minimum of four (4) regularly scheduled meetings, and at other times on call of the President. A quorum of the Board shall be a majority of the members thereof;
- (b) Make all arrangements for the annual meetings; appoint all standing and special committees not otherwise provided for in these Bylaws; and may fill by appointment, with a majority vote, any vacancy occurring in its own membership or any other elective office except President-Elect until the time of the next annual convention;
- (c) Appoint the Executive Director, Secretary, and shall fix the amount of his or her salary and the length of his or her term of office. It shall fix the duties of the Executive Director, Secretary, and all other officials, committees, departments and bureaus not fixed by these Bylaws. These administrative officers appointed by the Board of Trustees, on the basis of nonelection by the membership, shall not have a vote in the Board of Trustee proceedings;
- (d) Have the responsibility of management of the finances of the Association and shall authorize and supervise all expenditures thereof. It shall appoint a certified public accountant to audit annually the financial records of the Association and certify to the accuracy of the statement of financial condition of the Association to be reported at the annual meeting;
- (e) Provide for the publication of an official journal of the Association and such other publications as are deemed necessary by the Board of Trustees;
- (f) Appoint the chairmen and members of the various bureaus and committees under the departments and shall determine the duties and powers of such departments, bureaus, and divisions, and committees as shall be necessary to further the policies of the Association as determined by the annual convention and shall appoint the chairmen and define the duties of such added departments, bureaus, and committees;
- (g) Have the power, after careful investigation and by a three-fourths vote, to remove any person from any elective or appointive position;
- (h) Have the power to revoke, suspend, or place on probation the charter of any district society of this Association when, in its opinion, the best interest of the Association would be served thereby;
- (i) Decide finally all questions of an ethical or judicial character. It shall have investigated by the Bureau on Physician Grievance all charges or complaints of violation of the Constitution, Bylaws or Code of Ethics or of grossly unprofessional conduct of any member. The Board shall have the power to censure, place on probation for not exceeding a three-year period, suspend for not exceeding a three-year period, or expel a member, as the findings warrant. A member may be cited to appear before it by the Board of Trustees or the Bureau on Physician Grievance to answer charges or complaints of unethical or unprofessional conduct. Upon the final conviction of any member of an offense amounting to a felony under the law applicable thereto, or the final revocation of his license to practice in this State on the grounds of having committed a violation of a disciplinary provision of the licensing law by a duly constituted state licensing agency, such member may be expelled from membership in this Association at the discretion of the Board of Trustees of the Association;
- If, because of a breach of the Code of Ethics, a member shall have been suspended, or expelled from a district society or affiliated organization by proper action of such district society or affiliated organization, the Board of Trustees of this Association shall review the record of such decision. The decision may first be referred to the Bureau on Physician Grievance for recommendations. If the Board shall concur in the action of the district society or affiliated organization, such member shall be suspended for the same period of time or expelled from this Association upon the same basis as in the decision of the district society or affiliated organization;
- (j) Maintain and revise as necessary the Administrative Guide. The general purpose of this manual shall be to provide a handy reference book of concise statements of the duties of all officials, committees, departments, bureaus, and employees of the Association to the end that there shall be no conflict of jurisdiction or duplication of effort. Copy of such Guide shall be furnished each district society and affiliated organization as well as officers of the Oklahoma Osteopathic Association and other groups or individuals as directed by the Board of Trustees of the Association.
- (k) Upon dissolution or other termination, all remaining assets, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax exempt organizations with purposes similar to those of the organization as shall be chosen by the then existing Board of Directors.

Section 2. Appeal

A minority of one-third or more members of the Board of Trustees present at any session may appeal to the convention assembled from the decision of the majority on any question at the current meeting.

Section 3. Executive Committee

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

Section 4. Voting Without Meeting

A non-meeting vote on any urgent matter may be taken by the members of the Board of Trustees or the Executive Committee utilizing United States mail, fax transmission, email, or any other electronic communications media. All members of the Board or Committee must agree in writing or electronically to the conduct of the non-meeting vote, and both their vote and agreement to the non-meeting vote shall be filed with the proceeding minutes of the Board or Committee. Such non-meeting votes shall be valid only if consented to by all members of the Board or Committee. Provided, however that such non-meeting votes conducted where members can interact in real time, shall require only the consent and participation of a quorum

of the Board or Committee, and such consent is to be given orally and recorded in the proceeding minutes.

Section 5. Standing Rules of the General Convention and the Board of Trustees

The Executive Director will be responsible for keeping a current record of the Standing Rules of the Board of Trustees and for incorporating such rules in the Administrative Guide passed subsequent to these Constitution and Bylaws.

Article VI. Duties of Officers

Section 1. President

The President shall be the Chairman of the Board of Trustees and of the Executive Committee and shall perform the duties usually pertaining to his or her office. He or she shall nominate, subject to approval by the Board of Trustees, all appointive officers and chairmen of departments, bureaus, and committees, unless otherwise specified in the Bylaws or by the Board of Trustees. Reference should be made to the Administrative Guide for further details.

Section 2. President-Elect

The President-Elect shall be Chairman of the Department of Professional Affairs and shall automatically succeed to the Presidency during the next annual business meeting of this Association. The President-Elect shall serve the function of Treasurer and shall be Chairman of the Bureau on Finance. Reference should be made to the Administrative Guide for further details.

Section 3. Vice President

The Vice President, in the absence or at the request of the President, shall perform the duties of that office and shall be Chairman of the Department of Public Affairs. Reference should be made to the Administrative Guide for further details.

Section 4. Past President

The Past President shall be the Chairman of the Department of Business Affairs. Reference should be made to the Administrative Guide for further details.

Section 5. Executive Director

The duties of this officer are described in the Administrative Guide.

Section 6. Secretary

The duties of this officer are described in the Administrative Guide.

Section 7. Treasurer

The duties of this officer are described in the Administrative Guide.

Article VII. District Societies and Affiliated Organizations

Section 1. Any group of osteopathic physicians practicing in any city, county, or territorial jurisdiction in which no chartered district association exists, wishing to form a district association to be chartered as a federated unit of this Association, shall make application on a prescribed form and submit evidence that its Constitution, Bylaws, and Code of Ethics generally conform to those of this Association.

Section 2. As a condition to such charter, district societies shall obligate their officers to be the district officer of this Association in their territories and shall maintain bureaus and committees generally conforming to those of this Association and shall cooperate to the fullest practical extent.

Section 3. Upon receipt of application from any organization for a charter as a district society, the President, or a committee appointed by the President, shall investigate such organizations and upon satisfactory proof of a general agreement in policy and governing rules with those of this Association, shall grant such charter and the Executive Director shall make record of the same upon approval of the Board of Trustees of the Association. The President and the Executive Director shall then extend to the chartered society the fullest possible cooperation as provided herein; and shall, from time to time, furnish them with such information and directions as shall best further the interests of both parties to the charter.

Section 4. Each district society shall hold at least one (1) meeting during each fiscal year and no society failing to meet each year shall be entitled to any representation on the Board of Trustees, the Nominating Committee, or any other office in the Oklahoma Osteopathic Association. Each district society shall elect officers during the annual meeting of said district society and the newly elected officers shall take office at the next regular meeting of the district society.

Section 5. Charters must be renewed on an annual basis and may be revoked by the Oklahoma Osteopathic Association Board of Trustees for just cause. Revocation requires a three-fourths vote of the Board of Trustees favoring such action.

Section 6. Affiliated Organizations

Upon application from an organization for a charter as an affiliated organization, the Board of Trustees and the Executive Director shall investigate and, upon satisfactory proof of a general agreement in policy and governing rules with those of this Association, may proceed with the issuance of such a charter. The Association may not issue a charter to any organization which duplicates the function or prerogatives of any presently affiliated organization or the Association. All organizations, who have as their membership osteopathic physicians in good standing with the Oklahoma Osteopathic Association, whether holding a current charter or affiliation or not, shall have as a medium of communication all publications of the Oklahoma Osteopathic Association.

Article VIII. Parliamentary Government

The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of this Association.

Article IX. Amendments

These Bylaws may be amended by this Association at any annual session by a two-thirds vote of the accredited voting members in attendance at such session, provided that any proposed amendment must be approved for publication either by a district society or by the Board of Trustees of the Oklahoma Osteopathic Association and that such amendments shall have been presented to the Board of Trustees and filed with the Executive Director and that the Executive Director shall have them published and mailed to each member of the Association not less than (2) months nor more than four (4) months prior to the session at which they are to be acted upon. Any amendment must receive written approval of the Board of Trustees of the American Osteopathic Association before it shall become effective.