

1 **BY-LAWS OF**
2 **ASSOCIATION OF MILITARY OSTEOPATHIC**
3 **PHYSICIANS & SURGEONS**

4
5 **ARTICLE ONE**

6 **OFFICES**

7 The principal office of the corporation (hereinafter called the "Association") shall be located
8 in the city of Chicago, State of Illinois. The Association may have such other offices, either
9 within or without the State of Illinois, as the board of directors (hereinafter called the "Board of
10 Trustees") may determine from time to time. The registered office of the Association required by
11 the General Not-for-Profit Act to be maintained in the State of Illinois may be, but not be,
12 identical with the principal office in the State of Illinois, and the address of the registered office
13 may be changed from time to time by the Board of Trustees.

14 **ARTICLE TWO**

15 **MEMBERS AND MEETINGS**

16 Section 1. Active Members. Active members of this Association shall be graduates of colleges
17 of osteopathic medicine accredited by the American Osteopathic Association, members of the
18 American Osteopathic Association, eligible for licensure as osteopathic physicians and/or
19 surgeons, and serving on active duty or in a reserve or guard component, or have retired from
20 active service or a reserve or guard component as an osteopathic physician and surgeon in one of
21 the Uniformed Services of the United States. Active members are entitled to:

- 22 (a) Vote during general membership meetings.
- 23 (b) Nominate qualified members for officers and trustees of the Association.
- 24 (c) Be elected as officers or trustees in the Association.
- 25 (d) Participate in the management of the Association.
- 26 (e) Represent the Association at all levels of office and responsibility at the American
27 Osteopathic Association to include, but not limited to committee appointments, delegates
28 to the American Osteopathic Association House of Delegates, Trustees and officers in the
29 American Osteopathic Association.

30 Section 2. Associate Members. Associate members of this Association shall be graduates of
31 colleges of osteopathic medicine accredited by the American Osteopathic Association, members
32 of the American Osteopathic Association, eligible for licensure as osteopathic physicians and/or
33 surgeons, and serving on active duty or in a reserve or guard component, or have retired or
34 separated from active service or a reserve or guard component as an osteopathic physician and
35 surgeon in one of the Uniformed Services of the United States. Associate members shall be

36 entitled to all the rights and privileges afforded to Active members, except the right to vote, hold
37 elective offices or represent the Association as heretofore described in Section 1.

38 Section 3. Student Members. Student Members of this Association shall be fully matriculated
39 students of a college of osteopathic medicine accredited by the American Osteopathic
40 Association, members of the American Osteopathic Association, serving on active duty or in a
41 reserve or guard component in one of the uniformed services of the United States. They shall be
42 entitled to all the rights and privileges afforded to active members except the right to vote and
43 hold elective office other than student trustee.

44 Section 4. Postgraduate Members. Postgraduate members shall be graduates of colleges of
45 osteopathic medicine accredited by the American Osteopathic Association, members of the
46 American Osteopathic Association, enrolled in an accredited postgraduate training program to
47 include, but not limited to, American Osteopathic Association accredited internships, residencies
48 and fellowships, and uniformed services residencies and fellowships. They shall be entitled to all
49 the rights and privileges afforded to active members except the right to hold elective office other
50 than Postgraduate trustee.

51 Section 5. Honorary Members. By unanimous vote at any annual meeting of the membership,
52 the title of "Honorary Member" may be conferred upon any person. Such Honorary Member
53 shall not be required to pay dues or assessments. Honorary Members shall not have any rights or
54 privileges of active membership.

55 Section 6. Life Members. By unanimous vote at any annual meeting of the membership, the title
56 of "Life Member" may be conferred upon any member of the Association who has rendered the
57 profession extraordinary services: such Life Member shall not be required to pay dues or
58 assessments. Additionally, any member in good standing, may upon payment of 15 times the
59 annual dues rate, become a Life Member in the membership category for which he/she is
60 eligible.

61 Section 7. Allied Members

62 (a) Allied members are credentialed health care professionals who contribute to the
63 practice of osteopathic medicine in the uniformed services. They are not eligible for any
64 other category of membership and who support the goals and objectives of the
65 Association.

66 (b) Such allied members shall be required to pay dues and assessments, and be eligible for
67 such benefits as may periodically be determined by the Board of Trustees, or the membership
68 as the annual meeting.

69 (c) Allied members shall be non-voting and not eligible delegate appointment to the
70 AOA House of Delegates nor hold elective office nor position on the Board of Trustees
71 of this Organization. Allied members shall not have any rights or privileges of active
72 membership.

73 Section 8. Annual Meeting. The annual meeting of the membership shall be held during the
74 Association's annual convention for the purpose of electing trustees and officers for the ensuing
75 year and for the transaction of such other business as may come before such meeting.

76 Section 9. Legislative Body. The annual meeting of the membership shall be the legislative body
77 of the Association and shall adopt such resolutions as shall guide the Board of Trustees in its
78 management of the affairs of the Association between such annual meetings of the membership.

79 Section 10. Voting. Only active members and postgraduate members may vote on matters of the
80 Association business including, but not limited to, election of officers, trustees and delegates.

81 Section 11. Nominating Procedure. The Board of Trustees of this Association shall function as a
82 nominating committee to prepare a slate of officers for the next term of office no earlier than
83 three months, but no later than two months prior to the annual meeting of the membership. The
84 Board of Trustees will strive to choose nominees from each Uniformed Service in order to
85 provide wide representation. Other nominations may be submitted to the Secretary in the same
86 fashion, to be signed by no less than six Active members of the Association. Additional
87 nominations may be made from the floor at the time of the annual meeting of the membership.
88 Only Active members in good standing can be nominated and elected to the office in the
89 Association.

90 ARTICLE THREE

91 **BOARD OF TRUSTEES**

92 Section 1. General Powers. The affairs of the Association shall be managed by its Board of
93 Trustees.

94 Section 2. Number, Tenure and Qualifications. The number of trustees of the Association shall
95 be twelve (12), consisting of the officers of the Association and five (5) additional Trustees, who
96 shall be elected by ballot by a majority of the active and postgraduate members at the annual
97 meeting of the membership.

98 (a) Three (3) trustees of the Board of Trustees shall be elected to serve for a period of
99 three (3) years, one being elected each year, provided however, that at the first election
100 after the adoption of these bylaws, one (1) Trustee shall be elected to serve three years.

101 (b) Two (2) trustees, a student trustee and postgraduate trustee, shall be elected to serve
102 for a period of one (1) year. A student member of this Association from the colleges of
103 osteopathic medicine shall be nominated and elected to serve as the student member of
104 the Board of Trustees. A candidate for student trustee shall be submitted from the student
105 chapters of the colleges of osteopathic medicine to the Board of Trustees prior to the
106 annual meeting of the Board of Trustees. This student shall be in good academic standing
107 with his/her college. A postgraduate member of this Association shall be nominated and
108 elected to serve as the postgraduate trustee. This postgraduate candidate shall be in good
109 academic standing with his/her postgraduate training program.

110 (c) Any Trustee elected to fill a vacancy occurring on the Board of Trustees shall serve
111 for the unexpired term of his/her predecessor in office. Each elected official will serve as
112 a delegate to the House of Delegates of the American Osteopathic Association and
113 additional delegates as well as alternate delegates shall be elected by ballot by a majority
114 of the Active members at the annual meeting of the membership to serve for a period of
115 one year.

116 (d) The Board of Trustees shall consist of the Immediate Past-President, President,
117 President-Elect, First Vice-President, Second Vice-President, Treasurer, and Secretary of
118 the Association who shall be elected as hereinafter provided and three (3) other active
119 members of the Association, who shall be elected as Trustees by a majority vote of the
120 Active members present at the annual business meeting of the Association as hereinafter
121 provided.

122 Section 3. Annual Meeting. The annual meeting of the Board of Trustees shall be held at the
123 time and place of the Association's annual convention.

124 Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at
125 the request of the President or any two (2) trustees. Special meetings may be held within or
126 without the State of Illinois. Due to the wide geographical distribution of members under normal
127 circumstances, special meetings should only be called when necessity compels. These special
128 meetings may be conducted via telephone conference calls, video-telecommunications, by
129 electronic mail (e-mail) via the Internet or other telecommunications technology. Written record
130 of any special actions taken by special meetings of the Board of Trustees shall be read into the
131 record at the next regular meeting of the Board of Trustees and approved as part of that
132 meeting's minutes. Notification of these special actions shall be read into the record of the next
133 annual meeting of the general membership of the Association and approved as a part of that
134 meeting's minutes.

135 Section 5. Notice. Notice of any special meeting shall be given at least ten (10) days previous
136 thereto by written notice delivered personally, mailed to each Trustee at his/her current address,
137 electronically mailed (e-mailed) by the internet or other electronic telecommunication methods.
138 If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a
139 sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail, it will be
140 delivered "registered" and deemed delivered when the e-mail has been received. Any Trustee
141 may waive notice of any meeting. The attendance of any Trustee at a meeting shall constitute a
142 waiver of notice of such meeting, except where a Trustee attends a meeting for the express
143 purpose of objecting to the transaction of any business because the meeting is not lawfully called
144 or convened. The business to be transacted at the meeting need not be specified in the notice or
145 waiver of notice of such meeting.

146 Section 6. Executive Committee. At its annual meeting, the Board of Trustees shall elect from
147 its own number an Executive committee to transact the business of the Board of Trustees
148 between meetings. The Executive Committee shall consist of the President of the Association for
149 the forthcoming year and two (2) other Trustees, who, to the extent possible, shall represent two
150 (2) other Uniformed Services other than that represented by the President.

151 Section 7. Quorum. A majority of the Board of Trustees shall constitute a quorum for the
152 transaction of business at any meeting of the Board of Trustees; but if less than a majority of the
153 Trustees are present at any meeting, a majority of the Trustees present may adjourn the meeting
154 from time to time without further notice.

155 Section 8. Board Decisions. The act of a majority of the Trustees present at a meeting at which a
156 quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is
157 required by law or by these bylaws.

158 Section 9. Vacancies. Any vacancy occurring in the Board of Trustees or any trusteeship to be
159 filled by reason of an increase in the number of trustees shall be filled by the Board of Trustees.
160 A Trustee appointed to fill a vacancy shall serve until the next annual meeting of the
161 membership.

162 Section 10.Informal Action by Trustees. Unless specifically prohibited by the Articles of
163 Incorporation or Bylaws, any action required to be taken at a meeting of the Board of Trustees,
164 or any other action which may be taken at a meeting of the Board of Trustees, may be taken
165 without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all
166 the Trustees entitled to vote with respect to the subject matter thereof. Any such consent signed
167 by all the Trustees shall have the same effect as a unanimous vote and may be stated as such in
168 any document filed with the Secretary of State.

169 Section 11.Executive Director. The Executive Director of the Association shall be appointed by
170 the Board of Trustees from eligible applicants. The duties of the Executive Director shall be the
171 day-to-day management of the Association to include, but not limited to, administrative
172 decisions, financial management and interaction with the American Osteopathic Association. All
173 actions of the Executive Director will be reported to the Board of Trustees at their next annual
174 meeting, be read into the minutes and approved by the Board of Trustees. The Executive
175 Director will serve as an Ex-Officio member of the Board of Trustees and general membership.

176 ARTICLE FOUR

177 OFFICERS

178 Section 1. Officers. The officers of the Association shall be a President, President-Elect, First
179 Vice-President, Second Vice-President, Treasurer, and Secretary. The President, President-Elect,
180 First Vice-President shall be elected from active members who are serving in the active
181 component as osteopathic physicians and surgeons in one of the uniformed services of the United
182 States. The Second Vice-President shall be elected from those Active members serving in the
183 reserve or guard forces or who have retired from service in one of the Uniformed Services of the
184 United States. No person shall hold more than one office. The treasurer and secretary shall be
185 elected from either the Active, Reserve or Guard component.

186 Section 2. Election and Term of Office. The officers of the Association shall be elected annually
187 by the Active members of the Association at the regular meeting of the membership. If the
188 election of officers is not held at such meeting, such election shall be held as soon thereafter as is
189 convenient. Each officer shall hold office until his/her successor has been duly elected and
190 qualified.

191 Section 3. Removal. Any officer elected or appointed by the membership may be removed by
192 the membership whenever in its judgment that the best interests of the Association would be
193 served thereby.

194 Section 4. Vacancies. A vacancy in any office because of death, resignation, removal,
195 disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of
196 the term.

197 Section 5. Powers and Duties. The several officers shall have such powers and shall perform
198 such duties as may from time to time be specified in resolutions or directives of the Board of
199 Trustees. In the absence of such specifications, each officer shall have the powers and authority
200 and shall perform and discharge the duties of officers of the same title serving in non-profit
201 corporations having the same or similar general purposes and objectives as this Association. The
202 President shall be the chairman of the Board of Trustees and the Executive Committee.

203 **ARTICLE FIVE**

204 **COMMITTEES AND CHAPTERS**

205 Section 1. Standing Committees. Standing committees shall be appointed by the Board of
206 Trustees to serve until the following annual meeting of the Board of Trustees at which time each
207 committee will provide the Board with a report of its activities. Each committee shall be chaired
208 by a member of the Board of Trustees and composed of each represented Uniformed Service.
209 Such standing committees shall be as follows:

210 (a) The Committee on Professional Affairs which shall have supervision over all
211 Association activities directed toward the profession and the medical agencies of
212 government, including but not limited to professional education, continuing medical
213 education, research, organizational affairs and conventions.

214 (b) The Committee of Public Affairs, which shall have general supervision over all the
215 Association activities, directed toward the public relation activities and public education,
216 especially within the governmental agencies.

217 (c) The Committee on Judiciary shall have general supervision over the Association
218 activities directed to legislative or legal questions and shall include but not be limited to
219 problems in the areas of ethics and grievances.

220 (d) The Auditing Committee shall audit all books and accounts of the Association and
221 give a written report thereof at each annual meeting.

222 Section 2. Special Committees. Special committees may be appointed at any time and from time
223 to time by the President or the Board of Trustees.

224 Section 3. Local Chapters. Local chapters of the Association shall be formed at each college of
225 osteopathic medicine and at any locale where interest exists. These chapters shall be comprised
226 of Association members in good standing. Each chapter shall submit, in writing to the Executive
227 Director, a set of bylaws governing that chapter, which shall be complementary to the bylaws of
228 the Association. The Association Board of Trustees shall review and approve that chapter's
229 bylaws. Such chapters shall be as follows:

230 (a) Student Chapters. Student Chapters shall be formed at each college of osteopathic
231 medicine regardless of the number of members in good standing attending that school.
232 Each student chapter will select from its membership the following officers: President,
233 Vice President, Secretary, Treasurer, and any other such officers deemed necessary by
234 the student chapter and approved by the board of the Association. These officers shall be
235 members in good standing of the Association and good academic standing at their

236 college. The Secretary of each student chapter will forward a list of its officers and
237 members to the Executive Director of the Association by the 15th day of September of
238 each academic year, and within 15 days of any chapter leadership change. Each student
239 chapter may nominate one candidate annually to the board of the Association in
240 consideration for selection as the student member of the board of the Association. The
241 Association shall provide an advisor/liaison from its active membership to each student
242 chapter. The advisor/liaison shall be responsible for assisting that chapter's members in
243 administration of that chapter and any other matters deemed necessary by the chapter's
244 members.

245 (b) Regional Chapters. Regional Chapters shall be formed in such locales where at least
246 10 members are assigned or reside. Each regional chapter shall select from its
247 membership the following officers: President, Vice President, and Secretary/Treasurer.
248 The Secretary/Treasurer will forward a list of the officers to the Executive Director of the
249 Association within 15 days of organization or any leadership change. Regional chapters
250 may provide educational activities to meet the needs of its members consistent with
251 current Association and American Osteopathic Association guidelines and practices.

252 ARTICLE SIX

253 **ETHICS**

254 The code of Ethics of the Association shall be identical with that of the American
255 Osteopathic Association.

256 Hearings involving charges of violations of the Code of Ethics shall be conducted
257 according to substantially the same procedures followed by the AOA in similar matters. If a
258 member shall have been suspended or expelled as a result of a finding that such member violated
259 the Code of Ethics, then the record of such proceedings and the decision shall be forwarded to
260 the Executive Director of the AOA for ultimate review by the AOA Board of Trustees. The AOA
261 Committee on Ethics shall first determine if the record and decision complies with AOA
262 requirements.

263 If the record and decision do not so comply, they shall be returned to this society for
264 rehearing. If the record and decision do comply, they shall be scheduled for review by the Board
265 of Trustees. In either event, the Committee on Ethics shall notify the member and this society of
266 its determination. In the case of the AOA Board Review, the member may file a petition similar
267 to the petition employed in original ethical matters before the AOA, including therein if desired a
268 request to appear personally before the Board. The AOA Executive Committee shall have sole
269 discretion as to whether such request for a personal appearance shall be granted.

270 ARTICLE SEVEN

271 **FEEES DUES AND ASSESMENTS**

272 Section 1. Application and Fee.

273 (a) A candidate for membership shall present written application together with the
274 appropriate fee to the Executive Director of the Association. The applicant shall mark the

275 appropriate membership category on the application. The application shall be acted upon
276 by the Board of Trustees at the recommendation of the Executive director.

277 (b) The application fee will be the last membership fee determined by the Board of
278 Trustees and will be applied toward the annual dues when the Board approves
279 membership. However, if the Board fails to approve of such enrollment, or reassigns a
280 membership category, the Executive Director shall so notify the applicant, modify the
281 application fee as appropriate and return any excess to the applicant. The Applicant may
282 petition the Board of trustees to reconsider their decision.

283 Section 2. Dues and Assessments.

284 (a) The dues shall be assessed as determined by the Board of Trustees with majority
285 approval of the active membership at the annual business meeting on a per fiscal year.
286 The Board of Trustees may reduce the annual dues herein specified in the case of a recent
287 graduate, or reduce or cancel the dues of a member known to be in financial straits. All
288 the dues shall be paid in advance or within thirty (30) days after the beginning of the
289 fiscal year. Unless the Board of Trustees and/or a majority of the membership as the
290 annual business meeting approve a change in the dues and assessment structure, it will
291 continue for the next fiscal year.

292 (b) In addition to the annual dues, a general contingency assessment may be called for by
293 the Board of Trustees, the amount of which shall not exceed two (2) times the annual
294 dues for any fiscal year.

295 (c) By a two-thirds (2/3) vote of the Active member respondents to a mailed ballot or by
296 a two-thirds (2/3) of all members present at the annual business meeting, special
297 assessment may be made by the Association for the defense or advancement of
298 osteopathic medicine, provided that notice of such proposed action shall be distributed to
299 all members at their last known address, allowing at least thirty (30) days for mail return
300 or thirty (30) days prior to the annual business meeting.

301 Section 3. Delinquency. Any member of the Association who is in arrears for the payment of
302 dues and assessments, and remains so for sixty (60) days after due notice of this delinquency as
303 been mailed to him at his/her last known address by the Executive Director, without having made
304 arrangements satisfactory to the Executive Director and the Board of Trustees for payment of the
305 same, or is found guilty of professional or personal conduct detrimental to the welfare of the
306 Association or of the profession of osteopathic medicine, or breach of the Code of Ethics, may
307 have his/her membership revoked, suspended or be place on probation by the Board of Trustees
308 of the Association . The accused shall be given an opportunity to be heard in person or through a
309 representative as hereinbefore provided.

310 **ARTICLE EIGHT**

311 The Articles of Incorporation and these bylaws may be amended by a two-thirds (2/3)
312 vote of the Active members present or represented by proxy as hereinafter provided, at any
313 annual meeting of the membership providing the proposed amendment shall be in accord with
314 the Bylaws of the American Osteopathic Association, that shall be prepared in writing in
315 advance of the meeting and that written notice of the proposed amendment shall be mailed to the

316 last known address of each Active member of the Association not less than thirty (30) days and
317 not more than ninety (90) days before the annual meeting at which action is to be taken.
318 Notification of such amendments may be electronically made through electronic mail (e-mail),
319 postings on the Association's Internet Web Page and other electronic telecommunications media
320 not less than thirty (30) days and not more than ninety (90) days before the annual meeting at
321 which action is to be taken, in lieu of such mailings. A by-mail vote by an absent, Active
322 member shall be accepted and cast by the Secretary if it is received prior to the meeting.