

MINNESOTA OSTEOPATHIC MEDICAL SOCIETY CONSTITUTION

ARTICLE 1. NAME

The name of this organization shall be the Minnesota Osteopathic Medical Society, and as such constitutes the Minnesota state division of the American Osteopathic Association.

ARTICLE 2. PURPOSE

The purpose of the organization shall be to promote and protect the practice of osteopathic medicine in the State of Minnesota; to promote public health; to provide education to the public; to provide continuing medical education to osteopathic physicians; to encourage social interaction among the members of the society.

ARTICLE 3. MEMBERSHIP

The active membership shall consist of graduates of AOA-accredited colleges of osteopathic medicine and students currently enrolled in osteopathic colleges.

ARTICLE 4. MEETINGS

There shall be an annual business meeting at such time and place as provided for in the By-laws. The Board of Trustees may call special meetings. Notice of all meetings shall be mailed to the last known address of all active members. The notice of meetings and other notices from the society can be made by post mail or e-mail. The notices will also be posted on the association web site.

ARTICLE 5. OFFICERS

The officers shall be President, President-Elect, Treasurer and Past President. The officers shall serve a two-year term. The President and the President-Elect shall be elected at the annual meeting to serve for two years. There shall be five Trustees, each elected to serve a two-year term on the Board of Trustees. Two of the trustees will be elected at one annual meeting and the other three trustees will be elected at the next year's annual meeting. The Board of Trustees shall appoint the Executive Director/Secretary and a Treasurer. The members of the Board of Trustees shall be: President, President-Elect, Past-President, Treasurer, and five Trustees elected from the general Society membership. All officers shall serve until successors have been elected and installed. Their election shall be in accordance with the By-laws. A student and resident advisor will be appointed to serve two-year non-voting terms to the Board of Trustees. The President will appoint the student advisor in odd years and the resident advisor in even years.

ARTICLE 6. DELEGATES TO THE AMERICAN OSTEOPATHIC ASSOCIATION

The members of this association shall be entitled to representation in the House of Delegates of the American Osteopathic Association. Active members are eligible to be state delegates and alternates. Delegates and alternates will be elected at the annual Spring meeting to serve at the next House of Delegates, in accordance with the rules of the American Osteopathic Association.

ARTICLE 7. CODE OF ETHICS

The Code of Ethics of the American Osteopathic Association shall govern the members of this association.

ARTICLE 8. AMENDMENTS

The constitution may be amended at any regularly called meeting by a majority vote of those present, provided that a notice of such amendment shall have been mailed to all active members not less than one month nor more than six months previous to that meeting. The mailing can be done by post mail or by e-mail, and the notice will also be posted on the official web site.

**MINNESOTA OSTEOPATHIC MEDICAL SOCIETY
BY-LAWS**

ARTICLE I. MEMBERSHIP

Section 1. Classification of Membership

- A: The membership of the Minnesota Osteopathic Medical Society (“The Society”) shall be comprised of the following classes: (A) active members; (B) retired members; (C) postdoctoral education members; (D) student members; (E) associate members; (F) life members; and (G) honorary members.

Section 2. Membership Requirement and Privileges

- A. Active members. Active member status is available to Doctors of Osteopathy or Doctors of Osteopathic Medicine who: (1) are graduates of AOA-accredited colleges of osteopathic medicine; (2) have paid any and all required fees and dues to the Society. An active member shall be entitled to all privileges of membership in the Society and shall be subject to all obligations of membership.
- B. Retired members: Retired member status is available to Doctors of Osteopathy or Doctors of Osteopathic Medicine who: (1) are graduates of AOA-accredited colleges of osteopathic medicine; (2) hold or previously held a license in good standing issued by the State of Minnesota to practice medicine; (3) have paid any and all required fees and dues to the Society; and (4) have retired from the practice of osteopathic medicine. A retired member shall be entitled to all privileges of membership in the Society and shall be subject to all obligations of membership.
- C. Postdoctoral educational members. Postdoctoral educational member status may be granted to graduates of AOA-accredited colleges of osteopathic medicine who are enrolled in AOA-approved or ACGME-approved graduate medical education programs. A postdoctoral education member shall be entitled to all privileges of membership in the Society. Postdoctoral education members who are enrolled in an AOA-approved internship program shall not be liable for dues and may attend the Society’s annual meeting and other meetings without charge. Postdoctoral educational members who are enrolled in residency training programs shall be required to pay dues and fees set by the Board of Trustees.
- D. Student members. Student member status may be granted to students who are currently enrolled in an AOA-accredited college of osteopathic medicine. Student members shall be entitled to all privileges of membership in the Society. Student members shall not be liable for dues and may attend the Society’s annual meeting and other meetings without charge.
- E. Associate members. Member status may be granted by the Society’s Board of Trustees to individuals who are: (1) employed as teaching, research, administrative or executive employees of an AOA accredited college of osteopathic medicine or an AOA accredited hospital, internship, residency or health care facility; or (2) employed by the Society in an

administrative capacity. Associate members shall be required to pay dues and fees set by the Society's Board of Trustees and shall be eligible to attend the Society's annual and other meetings, but shall not be eligible to hold an office in or serve as a trustee of the Society. Nor shall associate members be eligible to vote at the Society's meetings.

- F. Life members. The Board of Trustees may grant life member status to osteopathic physicians who have reached the age of 65 and have been a member in good standing of the Society for 25 years. Individuals requesting life membership status shall complete an appropriate application form to the Board of Trustees. A life member shall be entitled to all privileges of membership in the Society, but shall not be required to pay dues and/or assessments.
- G. Honorary members. The title of Honorary Member may be conferred by the Society's Board of Trustees to a distinguished individual who has given meritorious service in the cause of public health, to the osteopathic medical profession or to the Society. Honorary members shall be entitled to all privileges of membership, but shall not be eligible to hold an office in or serve as Trustee of the Society. Nor shall honorary members be eligible to vote at the Society's meetings. Honorary members shall not be required to pay dues or assessments.

Section 3. Application for Membership

- A. All applications for membership shall be submitted to the Board of Trustees for consideration. Applicants must certify by their signature that, where applicable, they have an unrestricted license to practice medicine, have never had their license to practice medicine suspended, and have never been convicted of a felony. Those who cannot meet these requirements and wish to pursue membership will be considered on an individual basis by the Board of Trustees. The actions of the Board of Trustees shall be final. Action of the Board of Trustees will be communicated with the applicant within 30 days of final action.

Section 4. American Osteopathic Association Membership.

- A. Members of the society are encouraged to maintain membership in the American Osteopathic Association.

Section 5. Discipline

- A. The Board of Trustees shall investigate any Society member who is charged with a violation of the rules of the Society or of violating the Code of Ethics of the American Osteopathic Association, or of unprofessional conduct. Based on its determinations, the Board of Trustees may take action against the individual's membership by placing him or her on probationary status, suspending his or her membership, or expelling him or her from membership of the Society.

ARTICLE 2. DUES AND ASSESSMENTS

Section 1. Dues. All active members shall pay Annual Dues as set by the Board of Trustees.

Section 2. Reduction of Dues

- A: The dues of an active member may be reduced by the discretion of the Board of Trustees because of physical disability, limited practice, financial difficulties or other considerations.
- B. Membership dues shall be prorated for any portion of the fiscal year remaining at the time of application.

Section 3. Special Assessments

- A. To meet emergencies, the Board of Trustees may levy such assessments as may be necessary, provided that the total of such assessments in any one year shall not exceed the amount of annual dues. Failure to pay such assessments shall incur the same penalty as failure to pay dues. The Board of Trustees may grant exemption to special assessments in hardship cases.

Section 4. Delinquencies

- A. Only those members whose dues are paid in full shall be eligible to vote at the annual business meeting.

Section 5. Finance

- A: Fiscal year: The fiscal year of the Society shall be June 1 – May 31.
- B: Dues: The annual dues of the Society shall be payable in advance on or before the beginning of the fiscal year. A member whose dues remain unpaid for three months shall become suspended. The member may be reinstated upon payment of dues and assessments provided such payments are received prior to the end of the current fiscal year, or, if later, by applying as a new member. The Board of Trustees shall determine the annual dues of all members of the Society.
- C. Memberships without dues. Dues are not required of life members, honorary members, AOA interns and student members.
- D. Refunding dues. No dues will be refunded if a membership is terminated for cause.

ARTICLE 3. MEETINGS

Section 1. Annual Meeting

- A. There shall be an annual business meeting of the membership in conjunction with the Annual Spring Convention and Scientific Seminar, at a time and place to be designated by the Board of Trustees.
- B. The Board of Trustees shall have the authority to change the date, time and place of this meeting when, in their opinion, circumstances warrant such change.

Section 2. Special Meetings

- A. The President or the Board of Trustees may, when deemed necessary, call a special business meeting of the membership. Notice of the date, time and place of the meetings

and the special business to be discussed shall be sent by post mail or e-mail to the last known address of all voting members at least ten days prior to the scheduled meeting.

Section 3. Quorum

- A. A quorum at either the annual or general meetings shall consist of the general membership present, in addition to at least five members of the Board of Trustees.

Section 4. Procedures

- A: Robert's Rules of Order, Newly Revised, shall govern the proceedings of all meetings except in such instances where Robert's Rules of Order will be in conflict with the adopted constitution and by-laws of the Society.

Section 5. Nomination of Committee

- A: The Nominations Committee shall consist of the immediate past president, president-elect and two Trustees.

Section 6. Impeachment

- A. An officer or Trustee of this association may be discharged of their office by majority vote of the membership at an annual business meeting or a special business meeting.

ARTICLE 4. OFFICERS

Section 1. Officers.

- A. The officers of this Society shall be the President, President-Elect, immediate Past President, Treasurer and the Executive Director, who is employed by the Board of Trustees and who serves in all assigned capacities without voting rights. The officers shall also constitute the Executive Committee.

Section 2. Duties of Officers.

Duties of the officers include the following, but are not limited to the information provided below.

- A. President.
The President shall preside at all meetings of the Society, the Board of Trustees, and Executive Committee. He or she shall appoint and be an ex-officio member of all committees except the Nominating Committee. The President will appoint ~~ment~~ the student and resident representative to the Board of Trustees. The President also shall appoint members of the Society to the organizations and committees outside the Society structure with the approval of the Executive Committee.
- B. President-Elect.
The President-Elect, in the absence of or at the request of the President, shall perform the duties of the President. The President-Elect is a member of the Board of Trustees and the Executive Committee. Upon succeeding to the presidency at the annual meeting he or she shall announce all committee appointments before adjournment of that meeting.

- C. Immediate past president.
The immediate Past President is a member of the Board of Trustees and the Executive Committee and serves as the chair of the Nominating Committee.
- D. Treasurer.
The Treasurer acts in a supervisory capacity to the Executive Director and shall serve on the Executive Committee and the Membership Committee. The treasurer shall arrange for an annual audit, provide a semiannual financial report to the Board and maintain all financial books. The Board of Trustees will elect the Treasurer for a two-year term. The Treasurer may be removed from office by a majority vote of the Board of Directors.
- E. Executive Director
The Executive Director or an acting entity is responsible to the Executive Committee and the Board of Trustees for all phases of their work. The Executive Director is the Secretary of the Board of Trustees and the Executive Committee and is a nonvoting member of all committees except the nominating committee.
1. Business duties. The Executive Director shall maintain the Society's office and be responsible for the Seal, Articles of Incorporation, copies of the Society Constitution and By-Laws, and all records and contracts of the Society. They **Executive Director** are is responsible to the Society and its membership, for the collection of dues and assessments, disbursement of funds, maintenance of bookkeeping records, roll and attendance of membership, preparation of an annual budget, preparation of quarterly reports, which include the income and debts for the fiscal year, to be distributed before each quarterly meeting to the Finance Committee and the Board of Trustees, and notification to all appropriate persons of meetings. The Executive Director shall conduct the general correspondence of the Society and maintain the web site. They **Executive Director** shall be responsible for the business management of the annual convention and all other meetings. They **Executive Director** shall perform such other duties as may be required by the Board of Trustees and the Executive Committee.
 2. Legal Duties. The Executive Director shall receive and process all legal problems submitted to the office by members, using legal counsel as required and approved by the Executive Committee.

3. Public Duties. The Executive Director is responsible for the public relations activities of the Society and shall work with and advise all committees involved in publicity and similar functions related to the education of person and groups important to the welfare of the Society.
4. Government relations duties. The Executive Director is the chief liaison to all governmental bodies and organizations in the State of Minnesota.
5. Terms of employment. The Executive Director will be hired by the Board of Directors with an annual contract that can be terminated without cause. The Executive Director will submit to the Board of Trustees at least semiannual written self-assessments.

Section 3. Vacancies.

- A. In the event of a vacancy in the office of the President, the President-Elect shall be promoted to the office of President. In the event of a vacancy in the office of President-Elect, the office shall be filled by election at a special vote of the Society.

ARTICLE 5. ELECTIONS AND TERMS OF OFFICE

Section 1. Nominations.

- A. The nominating committee will select a slate of willing nominees to be presented to the members of the Society at the annual meeting. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections.

- A. Elections shall be held at the annual meeting of the Society. If there is more than one nominee for any office, voting shall be by ballot and the person receiving the most votes shall win.

Section 3. Term of Office.

- A. All newly elected officers and trustees shall take office at the conclusion of the annual meeting. No officer may hold more than one office at one time. The President-Elect shall automatically succeed to the presidency at the completion of the President's two-year term.

ARTICLE 6. BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE

Section 1. Board of Trustees

- A. Duties of the Board of Trustees.
 1. The Board of Trustees shall manage the affairs of the Minnesota Osteopathic Medical Society.

2. The Board of Trustees shall meet the requirements of the “generally not for profit corporation,” and shall have the powers set forth by the Act.
 3. The Board of Trustees shall transact the business of the Society between annual meetings of the Society and meet such times and places as its business may require.
 4. The Board of Trustees shall employ or appoint an Executive Director and shall direct the duties of that office. It shall authorize the Executive Director to employ or retain such other persons as may from time to time be required to carry out normal or special undertakings of the Society. It shall require an annual auditing of the financial records of the Society. It shall require the Executive Director to present a report of the affairs of the Society at each meeting of the Board.
 5. The Board of Trustees shall appoint a Treasurer to a two-year term to be served in conjunction with the presidential term.
 6. The Board of Trustees shall be responsible for arrangements of Society meetings, including the annual convention and continuing medical education meetings.
 7. The Board of Trustees shall provide for the preparation and dissemination of information concerning the principles of osteopathic medicine and surgery concerning the work of the Society and its members.
 8. The Board of Trustees is responsible for monitoring and proposing legislation that might impact patients or the osteopathic profession.
 9. The Board of Trustees shall promote membership in the Society to all osteopathic physicians practicing in Minnesota.
 10. The Board of Trustees shall endorse an osteopathic candidate for the position or positions available on the Minnesota Board of Medical Practice.
- B. Vacancies. The President has the authority to fill an unexpired term of a Trustee or the position shall remain vacant until the next official election of the Trustees.
- C. Quorum. Five members of the Board of Trustees shall constitute a quorum.

Section 2. Executive Committee.

- A. Membership.
1. The Executive Committee is composed of the President, President-Elect, immediate Past President, and the Treasurer. The Executive Director serves as the Secretary of the committee.

- B. Duties.
 - 1. The Executive Committee shall meet at the call of the President, as business requires, and shall present a report of its action to the Board of Trustees.
 - 2. The Executive Committee may act for the Board of Trustees between meetings.
- C. Quorum.
 - 1. Three members of the Executive Committee shall constitute a quorum.

ARTICLE 7. COMMITTEES

Section 1. The following are the Standing Committees of this Society:

- A. Nominating: Consisting of the immediate Past President, as chair, President-Elect and two Trustees.
- B. Legislative: Consisting of the immediate Past President, as chair, the osteopathic physician on the Minnesota Board of Medical Practice, a Trustee and two members of the Society.
- C. Membership: Consisting of the Treasurer, as chair, the student and resident representatives to the Board of Trustees, a Trustee, and a member of the Society.
- D. Continuing medical education: Consisting of the President-Elect, as chair, two Trustees and two members of the Society.
- E. The president may establish and appoint ad-hoc committees as the need arises.

Section 2. The president shall appoint all committee members not specifically designated.

ARTICLE 8. INDEMNIFICATION

Section 1. Indemnification of Trustees and Officers

- A. Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of who he or she is the legal representative, is or was a Trustee or officer of the Society or is or was serving at the request of the Society as a Trustee or officer of another corporation, or of a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Society to the fullest extent authorized by the laws of Minnesota as the same now or may hereafter exist (but in the case of any change, only to the extent that such change) against all costs, charges, expenses, liabilities and losses (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Trustee or officer and shall inure to the benefit of his heirs, executors and administrators. The right to indemnification conferred in this Article 8, Section 1, shall be a contract

right and shall include the right to be paid by the Society the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt by the Society of an undertaking, by or on behalf of such Trustee or officer, to repay all amounts so advanced if it shall ultimately be determined that the Trustee or officer is not entitled to be indemnified under this section or otherwise. The Society may, by action of its Board of Trustees, provide indemnification to employees and agents of the Society with the same scope and effect as the foregoing indemnification of Trustees and officers.

Section 2. Right of Claimant to bring Suit

- A. If a claim under Article 8, Section 1, is not paid in full by the Society within thirty days after a written claim has been received by the Society, the claimant may at any time thereafter bring suit against the Society to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Society) that the claimant has failed to meet a standard of conduct which makes it permissible under Minnesota law for the Society to indemnify the claimant for the amount claimed. But the burden of proving such defense shall be on the Society. Neither the failure of the Society (including the Board of Trustees or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is permissible in the legal counsel) that the claimant has not met such standard of conduct, nor the termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall be a defense to the action or create a presumption that the claimant has failed to meet the required standard of conduct.

Section 3. Non-exclusivity of right

- A. The indemnification provided by Article 8, Section 1, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote or disinterested trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee or officer, shall insure to the benefit of the heirs, executors and administrators of such a person.

Section 4. Insurance.

- A. The Society will purchase and maintain insurance on behalf of any person who is or was a Trustee, officer or employee or agent of the Society, or who is or was serving at the request of the Society as a trustee, officer, employee or agent of another corporation, partnership, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the provisions of Article 8, Section 1.

Section 5. Expenses as a Witness.

- A. To the extent that any trustee or officer of the Society is by reason of such position, or a position with another entity at the request of the Society, a witness in any proceeding, he shall be indemnified against all costs and expenses actually and reasonably incurred by him or on his behalf in connection therewith.

Section 6. Effect of Amendment.

- A. Any amendment, repeal or modification of any provision of these by-laws, by the Trustees of the Society shall not adversely affect any rights or obligations then existing, with respect to any state of facts or obligations then existing, or any action, suit or proceeding therefore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

ARTICLE 10. GENDER DISCLAIMER

- A. The Minnesota Osteopathic Medical Society is open to persons of both sexes and does not discriminate against any person because of sex, race, religion, age, disability; therefore, the working document herein importing the masculine or feminine gender includes the other gender and imports no such discrimination.

ARTICLE 11. DISSOLUTION OF THE SOCIETY

- A. If due to unforeseen circumstances, it is determined that the Minnesota Osteopathic Medical Society will dissolve, a two-thirds vote of the entire membership of this Society is required. All debts owed will be paid in full prior to dissolution. In addition, any monies remaining will be donated to the American Osteopathic Association.

ARTICLE 12. AMENDMENTS

- A. These by-laws may be amended at any regularly called meeting by a majority vote of those present, provided that a notice of such amendments shall have been mailed to all active members not less than one month or no more than six months prior to the meeting. The mailing can be done by post mail or by e-mail, and the notice will also be posted on the official web site with the same requirements.