

Constitution and Bylaws of the American Academy of Osteopathy®

SECTION A. CONSTITUTION

ARTICLE I. NAME

The name of this association shall be the American Academy of Osteopathy®.

ARTICLE II. OBJECTS

The purposes for which this association is formed are:

To develop the science and art of osteopathic management in total health care.

To arrange programs to improve the diagnostic and manipulative skills of the individual DO or MD.

To search out members of the profession who have developed successful diagnostic and manipulative methods, to analyze these methods and formulate means of effectively teaching them.

To encourage original scholarly and research work by members of the Academy based upon osteopathic precepts.

To publish or encourage publishing original papers and to disseminate information related to osteopathic principles, philosophy, and practice.

To promote and lend assistance to the formation of an active and effective committee on osteopathic principles, philosophy, and practice in every health care facility where DOs or MDs practicing osteopathic manipulative medicine are staff members.

To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objectives herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in, any property real or personal or otherwise; with all the powers now or hereafter conferred by the laws of Ohio upon corporation under the statutes.

ARTICLE III. NONPROFIT

This corporation shall be without stock and not for profit. No part of the income of this corporation may inure to benefit of any individual, member, or otherwise. All funds of this corporation shall be devoted to the purposes for which the corporation is formed. In the event of dissolution, all liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore and any remaining assets shall be transferred or conveyed to one or more domestic corporations, societies, or organizations engaged in activities substantially similar to those of this corporation, pursuant to a plan of distribution adopted in accordance with existing law.

ARTICLE IV. OFFICERS

SECTION 1

President

Secretary-Treasurer

President-elect

Immediate Past President

SECTION 2

The term of office for the President, President-elect, and Immediate Past President shall be one year and/or until their successors are duly elected and installed. The term of office for the Secretary-Treasurer shall be for three years and/or until his/her successor is duly elected and installed. The President-elect shall automatically succeed to the office of President, and the President shall similarly succeed to the office of Immediate Past President each year.

ARTICLE V. Board of Trustees

SECTION I

The Board of Trustees shall consist of the officers of this corporation, six at-large trustees, one resident member who has been elected by the Resident American Academy of Osteopathy, and one student member who has been elected by the Student American Academy of Osteopathy. The officers shall serve in the same offices on the Board of Trustees.

SECTION 2

Should a member or officer of the Board of Trustees die or resign, the remaining members of the Board of Trustees shall elect a replacement who will serve in the same capacity until the next Annual Meeting of the Membership, at which time any unexpired term(s) shall be filled by a vote of the Membership at the Annual Meeting.

SECTION 3

The President-elect shall automatically succeed to the office of President each year, and the President shall similarly succeed to the office of Immediate Past President each year. The term of office for the trustees-at-large shall be three years, two to be elected each year.

SECTION 4

The term of office for the resident member and the student member shall be one year to be elected annually. The resident member and the student member shall have the rights, privileges, and responsibilities as other Board of Trustees members with the exception of holding office.

ARTICLE VI. Board of Governors

SECTION 1

There shall be a Board of Governors composed of the members of the Board of Trustees plus an additional thirty members elected by the General Membership, plus a representative chosen by The Osteopathic Cranial Academy.

SECTION 2

The term of office for each of the thirty Governors, exclusive of the Board of Trustees, shall be three years. At each annual meeting, a sufficient number of members shall be elected to the Board of Governors to maintain the number, exclusive of members of the Board of Trustees, at thirty.

SECTION 3

The Board of Governors shall be the policy-making body of this corporation.

ARTICLE VII. Meetings

SECTION 1

An Annual Meeting of the membership shall be held by the Board of Trustees.

SECTION 2

At least thirty days' notice, written or electronic, of the Annual Meeting shall be given to each member at their last known address in accordance with the Bylaws.

SECTION 3

The Board of Governors shall meet annually to coincide with the Annual Meeting of the Membership.

SECTION 4

The Board of Trustees shall meet at least twice during the fiscal year of the corporation, and shall also meet whenever called by order of the President. One of these meetings shall be designated the Annual Meeting of the Board of Trustees.

SECTION 5

The Board of Trustees may call special meetings of the Membership when, in its discretion, it feels they are required. The Board of Trustees must call special meetings upon written petition by at least ten percent of the voting members. Such special meetings shall be held only after giving at least thirty days' notice, written or electronic, to each member at their last known address.

ARTICLE VIII. Membership

SECTION 1

Members of this corporation shall be those individuals who:

- (a) Have graduated from a U. S. College of Osteopathic Medicine accredited by the American Osteopathic Association's Commission on Osteopathic College Accreditation (COCA) or have graduated from a medical school accredited by the Liaison Committee on Medical Education (LCME) or be a graduate of a school of medicine located outside of the United States and have completed residency training in a program accredited by the Accreditation Council on Graduate Medical Education (ACGME) and shall be eligible for unrestricted licensure as a physician and/or surgeon to practice medicine and surgery or shall be in an ACGME accredited training program, which is a prerequisite for licensure. Non-osteopathic applicants should meet the qualifications of full membership and have an interest in promoting, advocating for and representing the interests of osteopathic medicine and osteopathic physicians.
- (b) Have made proper application for membership in the Academy.
- (c) Have paid their current dues and all assessments.

ARTICLE IX. Quorum

SECTION 1

A quorum at any duly called meeting of the Board of Trustees or the Board of Governors shall be those members present.

SECTION 2

The members of this corporation actually present at any duly called meeting shall constitute a quorum to do business unless a larger number shall be required by statute.

ARTICLE X. Bylaws

SECTION 1

The members of this Academy shall have the power to promulgate Bylaws consistent with these articles and the law, and to amend and repeal the Bylaws by vote of the members present at any given meeting called on due notice.

ARTICLE XI. Amendments

SECTION 1

The Articles of Incorporation may be amended by the affirmative vote of two-thirds of the Members present at any Annual Meeting of the Membership, provided at least thirty days written notice has been mailed to each member at his or her last known address.

SECTION 2

The Constitution may be amended by the affirmative vote of two-thirds of the Members present at any Annual Meeting of the Membership, provided at least thirty days written notice has been mailed to each member at his or her last known address.

SECTION 3

The Bylaws may be amended by the affirmative vote of two-thirds of the members present at any Annual Meeting of the Membership or any special meeting called for that purpose, provided at least thirty days written notice is mailed to each member at his or her last known address.

SECTION B: BYLAWS

ARTICLE I. Membership

SECTION 1

Membership shall be available to all DOs and MD's who meet the qualifications set forth in Article VIII, Section I, of the Constitution, and who, in addition, submit a written application as prepared by the Board of Trustees, along with their first year's dues. The Board of Trustees may, if it desires, require that each applicant for membership be sponsored by an Academy member.

SECTION 2

Membership shall be available in the following categories, the requirements for which are found under the appropriate headings in Section 3:

- | | | | |
|------------|--------------|----------------------------|--------------|
| A. Full | C. Student | E. International Affiliate | G. Honorary |
| B. Retired | D. Associate | F. Honorary Life | H. Supporter |

SECTION 3

A. Full Members shall be those who meet the requirements listed below:

- a. Have graduated from a U. S. College of Osteopathic Medicine accredited by the American Osteopathic Association's Commission on Osteopathic College Accreditation (COCA)
or have graduated from a medical school accredited by the Liaison Committee on Medical Education (LCME)
or be a graduate of a school of medicine located outside of the United States and have completed residency training in a program accredited by the Accreditation Council on Graduate Medical Education (ACGME) and shall be eligible for unrestricted licensure as a physician and/or surgeon to practice medicine and surgery
or shall be in an ACGME accredited training program, which is a prerequisite for licensure.
Non-osteopathic applicants should meet the qualifications of full membership and have an interest in promoting, advocating for and representing the interests of osteopathic medicine and osteopathic physicians.
- b. Have made proper application for membership in the Academy.
- c. Have paid their current dues and assessments.

Full Members may vote, hold office, serve on committees or as committee chairpersons, and in other capacities as the Academy deems useful or necessary.

Membership in the American Osteopathic Association is recommended for full members. The members of the Board of Trustees of this corporation must be members in good standing of the American Osteopathic Association.

B. Retired Membership may be conferred by the Board of Trustees upon any member provided that the member has submitted a written request for Retired Membership status and provided documented evidence that he or she is fully retired from active practice. He or she shall have all the rights and privileges of his or her previous membership except voting rights and the right to hold office, if indeed the member previously held such rights and the right to hold office. Retired Members are exempt from any further dues and assessments.

C. Student Membership may be granted to students in osteopathic colleges pre-accredited or accredited by the American

Osteopathic Association Commission on Osteopathic College Accreditation (COCA) or a medical school accredited by the Liaison Committee on Medical Education (LCME) or their successors. Such members, however, shall have no voting rights at the annual membership meeting.

D. By action of the Board of Trustees, Associate Membership may be granted to the following who do not meet the requirements of full membership: graduates of accredited schools of dentistry, or podiatry who have made written application; doctors of philosophy or education and other nondoctoral personnel holding teaching, research and administrative positions in AOA COCA, or LCME accredited colleges; administrative employees of affiliated organizations and divisional societies; and any other professionals as determined by the Board of Trustees.

Associate Members shall pay dues equal to the dues of Full Members and receive all Academy publications, newsletters and announcements given to Full Members. Associate Members may attend all Academy educational meetings by paying the registration fee for Full Members. Associate Members shall be entitled to the privileges of the Full Membership except the right to vote or hold office.

E. International Affiliate may be granted by the Board of Trustees to those persons who have made written application who do not meet the requirements of full membership, who shall pay dues equal to the amount of Full members (plus postage), and who have met the criteria and approval of the Board of Trustees. Such individuals shall be members of an American Academy of Osteopathy® approved registry and are entitled to the privileges of full membership except the right to vote or hold office.

F. Honorary Life Membership may be awarded by the Board of Governors upon a member(s) selected by the Membership Committee and recommended by the Board of Trustees in recognition of outstanding service to the osteopathic profession. (See Criteria for Academy Awards in the Directory.) Such members shall have the privileges and duties of Full members but shall not be required to pay dues or assessments. Honorary Life Members may vote, hold office, serve on committees or as committee chairmen, or in other capacities as the Academy deems useful or necessary.

G. Honorary Membership. This association may elect to bestow Honorary Membership on those persons who are not members of the osteopathic profession who have performed a sufficiently meritorious service to the osteopathic profession, or have, in the judgment of the Board of Trustees, rendered services in the promotion of the osteopathic profession warranting such an honor. Individuals so selected by the Board of Trustees, or by a committee appointed by the Board of Trustees for that purpose, shall be nominated to the general membership for election to Honorary Membership, without vote or dues.

H. Supporter Members: Individuals who are interested in the Academy and make contributions annually equal to the dues paid by full members. Such individuals shall have no rights or privileges of membership, but they shall be entitled to any notice, publications, or reports on the same basis as full members.

SECTION 4

Any member whose dues or assessments have been unpaid for sixty days shall automatically be suspended and shall forfeit all membership privileges. Such suspended member, however, may reinstate his or her membership if, prior to the close of the fiscal year of suspension, he or she pays his or her current year's dues and assessments. Any individual who has allowed his or her membership to lapse through failure to pay dues for one year or more must make full and formal application for membership in the same form and manner as a new applicant.

SECTION 5

A. The Code of Ethics of this association shall be the Code of Ethics of the American Osteopathic Association, with the addition of the following:

(a) An AAO member shall not intentionally misrepresent himself/herself or his/her work in any way, in order to give himself/herself either financial or professional gain.

(b) When participating in research that involves human subjects, a member shall follow the current laws, regulations and standards of the United States or, in cases of International Affiliate and International Associate members, the laws, regulations and standards applicable to research in the nation where the research is conducted. This standard shall apply for member involvement in research at any level and degree of responsibility, including, but not limited to, research design, funding, participation either as examining and/or treating provider, analysis of data and publication of results in any form for any purpose.

B. Grossly unprofessional conduct in violation of the Code of Ethics shall be investigated by the Board of Trustees, or a committee appointed by the Board of Trustees for that purpose. Accused members may be required to appear before the Board to answer charges. If the charges are sustained, the Board of Trustees may discipline the offending member through a fine, suspension, or expulsion of the member as, in its judgment, it feels warranted.

C. Hearings involving charges of violation of the Code of Ethics shall be conducted according to substantially the same procedure followed by the AOA in similar matters. If a member shall have been suspended or expelled as a result of a finding that such member violated the Code of Ethics, then the record of such proceeding and the decision shall be forwarded to the Executive Director of the AOA for ultimate review by the AOA Board Trustees concerning any possible similar violation of the AOA Code of Ethics. The AOA Committee on Ethics shall first determine if the record and decision comply with the AOA requirements. If the record and decision do

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

SECTION 6

To be eligible for any elective office, the individual candidate must be a Full Member or an Honorary Life Member. To be eligible for membership on a committee, the individual candidate must be either a Full Member, an Honorary Life Member, or an Associate Member of this association.

ARTICLE II. Dues and Fees

SECTION 1

Membership dues and fees in this association shall be set by the Board of Trustees, which is authorized to increase annual dues at no more than five (5) percent on an annual basis. Increases in dues higher than five (5) percent must be approved by the Membership at the Annual Meeting of the Membership. Fees for programs, materials, and service shall be set by the Board of Trustees to cover anticipated costs and expenses.

SECTION 2

Where the Board of Trustees has been presented with sufficient evidence to satisfy it that an individual member's financial circumstances are such that payment of dues would be a severe burden for him or her, the Board of Trustees is authorized, in its discretion to waive or reduce the dues and/or assessments for the individual involved.

SECTION 3

Assessments may be levied upon the Membership by the Board of Trustees to meet exigencies. Failure to pay assessments (except for those classes of membership specifically exempted from them) shall have the same effect as failure to pay dues.

ARTICLE III. Fiscal Year

SECTION 1

The fiscal year of this corporation shall begin on the 1st day of August of each year and end on the 31st of July of each year.

ARTICLE IV. Duties of Officers

SECTION 1

The duties of the President shall be to preside at all meetings of the Board of Trustees, Board of Governors, and the General Membership, and to have general supervision of the affairs of the association. He or she shall be an ex-officio member of all standing committees.

SECTION 2

The President-elect shall preside in the absence of the President, should the President be unable to fulfill his or her duties.

SECTION 3

The Secretary-Treasurer requires a three-year elected position and participates as a member of the Executive Committee of the Board of Trustees.

As part of his or her duties, the Secretary-Treasurer shall

- Make certain that the records are kept of the proceedings of the Board of Trustees, Board of Governors, and the Membership, and shall conduct the affairs of the association which pertain to his or her office under the direction of the Board of Trustees.
- Attend to the fiduciary duties of the Academy, including managing the finances, countersigning all deeds, leases, and conveyances executed by the corporation, affixing the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed by the Board of Trustees, and to make certain all books, papers, records and documents belonging to this corporation, or otherwise pertaining to the business thereof are kept safely and systematically.
- Make sure all dues, assessments, or other monies due the corporation are collected.
- See that all books and records are audited by a certified public accountant approved by the Board of Trustees, requesting that copies of the audit be sent to each officer and trustee and to others who request it.
- Be responsible for an accurate accounting of all monies, credits, or properties of any and every nature which may come into the possession of the corporation, and all disbursements.
- periodically make reports to the Board of Trustees.
- Be responsible for the preparation of the Annual Academy Budget to be presented to the Board of Trustees at the Annual Meeting.
- Serve under bond in an amount to be determined by the Board of Trustees and receive such compensation as the Board of Trustees may determine.

Due to the nature of these duties, the Secretary-Treasurer must have high familiarity with all aspects of the organization. Candidates for the position of Secretary-Treasurer must have been a past president or a member of the Board of Trustees for a minimum of five years.

ARTICLE V. Trustees

SECTION 1

The duties of the Board of Trustees shall be the management of all the business and educational affairs of the Academy, as directed by the Board of Governors and General Membership. The President shall, with the approval of a majority of the Board of Trustees, appoint committee members and chairmen, and otherwise delegate the functions of the Academy, with the approval of a majority of the Board of Trustees, as he/she feels is required.

SECTION 2

The consecutive terms of each trustee shall be limited to a total of twelve (12) years; provided, however, the President, President-Elect and Immediate Past President may complete a term of elected service even though such term begins before a trustee completes twelve (12) years of service and extends beyond twelve (12) years of service. Members must have a minimum of one year off the Board of Trustees before being eligible for election again. After this time off, members are eligible for reelection and the previously described term limits apply.

SECTION 3

A Chief Executive Officer and other employees may be employed by this corporation by the order of the Board of Trustees.

ARTICLE VI. Governors

SECTION 1

The Board of Governors shall be the policy-making body of this corporation and shall fulfill other duties as specified in the Academy Bylaws.

SECTION 2

With the exception of the President, President-elect, Immediate Past President, Secretary-treasurer, and Board of Trustees, the terms for Governors are limited to three (3) consecutive terms with up to two (2) additional years of an unexpired term, totaling no more than eleven (11) consecutive years. Time served as a student member, intern/resident member, or as a new physician in practice member shall not be included in calculating the eleven years of service. Members must have a minimum of one year off the Board of Governors before being eligible for election again. After this time off, members are eligible for reelection and the previously described term limits apply.

ARTICLE VII. Committees

SECTION 1

Standing and special committees may be appointed by the President, with the approval of a majority of the Board of Trustees, from time to time, for such objects and purposes and with such powers as may be determined by the Board of Trustees.

SECTION 2

The Board of Trustees shall, in establishing committees, conform as nearly as possible to those of the American Osteopathic Association.

SECTION 3

The Nominating Committee shall consist of the immediate past president and four members elected by the members of this organization at the Annual Meeting. One of these members must have previously served on this committee and shall be its Chairperson. No more than one member from any regional component society shall be on this committee. They shall review all open elective positions including those of the Nominating Committee, prior to August 31 and contact all qualified candidates in person or in writing to determine their willingness to serve and accept the full responsibility for the position concerned. The committee may nominate two people for the same position. The committee's report must be received by the Secretary of the AAO no later than October 1, and the membership shall be notified at least 30 days prior to the Annual Meeting. Nomination for any elective position may be presented from the floor by any voting member at the annual business meeting of the Academy for the next year's election. All nominees must be vetted by the Nominating Committee with their biography, curriculum vitae, and personal statement received and published prior to the election.

SECTION 4

All committee members must be members in good standing of the AAO.

SECTION 5

Resident and student representation will be provided on AAO committees as determined by the president-elect and ratified by the Board of Trustees. The resident committee liaisons for each designated committee will be selected by the Resident American Academy of Osteopathy. The student committee liaisons for each designated committee will be selected by the Student American Academy of Osteopathy. Each resident committee liaison position and each student committee liaison position will be a voting position on the designated committees.

ARTICLE VIII. Legal Counsel

SECTION 1

The President of this corporation, with the approval of a majority of the Board of Trustees, may from time to time, procure legal counsel on the most feasible basis. Such legal counsel's services shall not be available to any member, officer, or committee without the knowledge and consent of the Board of Trustees.

ARTICLE IX. Component Societies

SECTION 1

Component Societies may be organized on a national or regional basis, as approved by the Board of Trustees.

SECTION 2

Student Component Societies may be organized by students enrolled in any pre-accredited or accredited osteopathic college or a medical school accredited by the Liaison Committee on Medical Education (LCME) or their successors, with the approval of the Board of Trustees.

SECTION 3

Application for charter as a Component Society shall be made to the Board of Trustees in a form approved by the Board of Trustees. Each proposed Component Society shall, as a minimum requirement, submit with its application the following:

- A. A brief description of the geographic area to be included.
- B. The names and addresses of a minimum of six initial members of the new Component Society.
- C. A copy of the proposed constitution and bylaws of the new proposed Component Society.
- D. A brief statement of the new proposed Component Society's objective.
- E. In the case of Student Societies, a letter of approval of the formation of such Component Society from the president or dean of the college.

SECTION 4

The Board of Trustees shall return each disapproved application and its supporting documents to the submitting group within thirty days following the next Board of Trustees meeting. Similarly, the Board of Trustees shall notify the submitting group of any modifications required in its organizational plan within the same thirty days.

SECTION 5

Applications accepted by the Board of Trustees shall be submitted to the Membership at its next succeeding Annual Meeting for approval. Proposed component society applications approved by the Board of Trustees and the General Membership at an Annual Meeting shall be presented with a charter in a form approved by the Board of Trustees within thirty days following approval of the proposed component society's application by the General Membership at an Annual Meeting.

SECTION 6

All members of the Component Society are encouraged to be members in good standing of the AAO. For certification, the Component Society must have a minimum of six AAO members. Each Component Society shall at least sixty (60) days before the annual membership meeting make an annual report of its activities to the Board of Trustees.

SECTION 7

Approved Component Societies that make an annual report shall be recertified as component societies by the Board of Trustees each year following the Annual Business Meeting. Each Component Society shall include in its annual report the following:

- A. Proof of membership of the AAO in the form of name and AAO number on an annual basis.
- B. A copy of the bylaws should be submitted every five years and yearly if there have been any changes made by the society.

Such recertification shall be by letter, by issuance of annual certificate, or by listing in a publication of this corporation.

SECTION 8

The Board of Trustees may, on its own initiative or by special committee appointment, study the activities of any Component Society which it has reason to believe is functioning outside the authority of its charter, or is carrying on activities contrary to the best interests of this corporation. Upon a finding of fact by the Board of Trustees, or the appointed special committee, that the Component Society is functioning outside its authority or contrary to the best interests of this corporation, the Board of Trustees is authorized at its discretion to fine, suspend, or expel the Component Society involved.

ARTICLE X. Fellowship in the American Academy of Osteopathy®

SECTION 1

Fellowship in the American Academy of Osteopathy® will remain an earned status conferred by the President of the American Academy of Osteopathy® upon the recommendation of the Committee on Fellowship and approval by the Board of Governors of the Academy.

SECTION 2

The President shall appoint members of the Academy who are Fellows to replace outgoing members of the Committee on Fellowship, with approval by the Board of Governors.

SECTION 3

Information documents outlining prerequisites and requirements for Fellowship shall be provided to members of the profession upon request. All revisions of such materials shall be approved by the Board of Governors of the American Academy of Osteopathy®.

ARTICLE XI. Honors and Awards**SECTION 1**

Special honors, such as Andrew Taylor Still Medallion of Honor, Thomas L. Northup Memorial Lecturer and Past President's Award may be awarded by the Board of Trustees.

ARTICLE XII. Rules of Order**SECTION 1**

The Current Edition of Robert's Rules of Order, Newly Revised shall be the guide to parliamentary procedure at all meetings except where in conflict with the Constitution and Bylaws. The President may appoint a Parliamentarian for his term of office.