

INDIANA ASSOCIATION OF OSTEOPATHIC PHYSICIANS AND SURGEONS, INC.

BY-LAWS

As revised May 16, 2003

ARTICLE I NAME

The name of this organization shall be the Indiana Association of Osteopathic Physicians and Surgeons, Inc.

ARTICLE II MISSION

The mission of the Association shall be to serve the osteopathic physicians (D.O.s) of Indiana by providing quality continuing medical education, to work with the American Osteopathic Association to create a positive public and legislative awareness about osteopathic medicine, and to provide a forum for practicing D.O.s to initiate and implement changes that improve quality of care to the people of Indiana. (Amended May, 2003)

ARTICLE III MEMBERSHIP

Sec. 1 Membership shall be of eight classifications.

- (a) Active members shall be limited to osteopathic physicians who conform to the Code of Ethics of the Association who are (i) licensed to practice osteopathic medicine in this State or (ii) legally practicing osteopathic medicine in this State without a license from the Medical Licensing Board of Indiana.
- (b) Inactive membership may be granted by the Board of Trustees to active members who have retired from active practice.
- (c) Life membership shall be granted automatically to active members upon reaching the age of seventy provided the active membership has been maintained for twenty-five years.
- (d) Honorary membership may be granted by a unanimous vote to any person who has rendered outstanding service to the Association or his profession.
- (e) Associate membership shall be granted to osteopathic physicians who are licensed in Indiana but who practice in another state and are members of that state association, as provided in Article III, Sec. 2 and Sec. 3. Associate members shall have all privileges of the Association except vote.
- (f) Student membership without vote may be granted by the Board of Trustees to students in osteopathic colleges. (Added May, 1980)
- (g) Sustaining membership shall be open to all membership classes. It will be granted to any member in categories a-f who, in addition to their regular annual dues, financially support the Association in an amount exceeding their regular dues.
- (h) Affiliate membership may be granted to organizations/individuals that wish to support the principles and activities of osteopathic medicine by financially supporting the Association. They cannot be eligible for any other class of membership in the Association, may not vote, hold office or serve on committees.
- (i) Affiliate members shall be entitled to priority status as exhibitors, a reduction of the exhibitor fee at the annual convention, recognition during the president's banquet at the annual convention, and recognition in the annual membership directory. (Added may, 1984)

Sec. 2 Applications for membership shall be made in the approved form to the Secretary with the endorsement of two active members and accompanied by dues according to Article V. (Amended May, 1978)

Sec. 3 The Secretary shall send each application to the Membership Committee who shall investigate each applicant and report to the Board of Trustees.

Sec. 4 The Board of Trustees shall carefully consider, and may cause an investigation of, each applicant for membership. The Board of Trustees by majority vote shall approve or reject each applicant no later than the second regular meeting following receipt thereof. The membership of any person shall be provisional for one year following approval of his application for membership by the Board of Trustees, during which time such member shall enjoy full rights and privileges of membership for all purposes. During such year the Board of Trustees may further investigate such provisional member. At any time during such year it may, by the procedures in Article XIV, recall such provisional membership and reject such applicant if, in its discretion, it determines that such provisional member has failed to comply with the By-Laws of the Association or the principles embodied in its Code of Ethics. In the event the Board of Trustees takes no such action during said year, such provisional member's status shall become that of an active member.

Sec.5 Applications for reinstatement of membership shall be made in the same manner as an original application.

ARTICLE IV DISTRICTS

Sec.1 The Association shall be divided into districts which shall be integral parts of and subsidiaries to the Association.

Sec.2 Officers of each district shall be a Chairman and a Secretary/Treasurer, and shall be elected by the active members of the district at its last regular meeting prior to the annual convention.

(a) The Chairman shall conduct the affairs of the district and shall automatically become a Vice President of the Association in charge of his district, and a member of the Board of Trustees of the Association.

(b) The Secretary/Treasurer shall have duties usually assigned to such an office, but only as they apply to district business.

Sec. 3 Members of the Association shall automatically become members in the district of their residences.

(a) Active members shall be those who are district members by virtue of their state membership and shall vote in all district and state matters.

(b) Associate members shall be those osteopathic physicians who are conducting an ethical practice, but who are not members of the Indiana Association of Osteopathic Physicians and Surgeons, Inc. and shall vote only on matters concerning local district business, but shall not hold office.

Sec. 4 A new district may be established by a majority vote of the members at any annual convention business session providing that:

(a) A petition in writing shall have been made to the Board of Trustees in a regular meeting stating the need for a separate geographic district and listing names of members of the Association who will be affiliated with the new district.

(b) Action by the Board of Trustees shall accompany the written petition when it is presented to the annual convention business session for action.

ARTICLE V DUES

Sec. 1 Active members shall pay annual dues as determined by the Association's Board of Trustees as part of its annual budgeting process.

Sec. 2 Annual dues for all classifications of memberships shall be payable in advance.

Sec. 3 Members whose dues are not paid by the first day of the annual convention shall be delinquent.

Sec. 4 Delinquent members shall not be entitled to any of the rights, privileges, or benefits of membership.

Sec. 5 Members whose dues are not paid for one year shall be dropped from membership.

Sec. 6 Members shall be subject to assessments levied by the Association not to exceed in any one year the amount of annual dues

Sec. 7 The fiscal year shall run from April 1 to March 31.

Sec. 8 A member in good standing in another divisional society who moves into this state shall automatically become a member of the Association. In the event that the fiscal year of the other state association shall end prior to the end of the fiscal year of the Association, he shall pay a pro-rated portion of the annual dues of the Association for the balance of the fiscal year.

ARTICLE VI OFFICERS

Sec. 1 The officers of the Association shall be a President, a First Vice President, a Second Vice President, District Vice Presidents (each in charge of the district of his residence and elected by members in that district at the last district meeting prior to the annual convention), a Secretary, and a Treasurer.

An Executive Director and an Executive Secretary may be employed by the Board of Trustees to perform duties normally associated with such offices. All terms of the contracts of such officials shall be subject to ratification by the general membership at the first annual meeting following the Board of Trustees' action. The contracts shall not be legal and binding until so ratified by the general membership.

Sec. 2 It shall be the duty of the President to preside at all meetings of the Association and of the Board of Trustees; to appoint all committees (except the Nominating Committee) and an editor, subject to the approval of the Board of Trustees; and to see that the objects of the Association are accomplished. The President shall be an Ex-Officio member of all committees except the Nominating Committee.

Sec. 3 The First and Second Vice Presidents, in their order, shall assume the duties of the President in his absence or in the event of his inability to serve.

Sec. 4 The Secretary shall be elected from the general membership and shall fulfill the duties as Secretary of the non-profit corporation.

An Executive Secretary may be employed in accordance with Sec. 1 of this Article to carry out the duties usual to such office. The Board of Trustees shall be responsible for determining the scope of his activities.

Sec. 5 The Treasurer shall collect all funds of the Association. He shall make all disbursements, except those of the annual convention, but only upon order of the Board of Trustees. He shall make a quarterly report to the Board of Trustees and annual report to the Association at the annual meeting. He shall send statements for dues thirty days prior to the next fiscal year and each thirty days thereafter until the first day of the annual convention when members whose dues are not paid shall be notified that they are delinquent; and he shall be bonded for the term of his office. An audited annual report shall be presented at the first regular meeting of the Board of Trustees after its receipt.

An Executive Director may be employed in accordance with Sec. 1 of this Article to carry out the duties usual of such office. The Board of Trustees shall be responsible for determining the scope of his activities. (Amended May, 1982)

Sec. 6 The Board of Trustees shall have the authority to appoint an individual to fill an unexpired term in any office other than the President. That term of appointment shall continue until a successor is duly elected at the annual meeting. Should the President be unable to serve, the First Vice President shall be designated as the President until the next annual meeting. Should the President and First Vice President be unable to serve, the Second Vice President shall be designated as the President until the next annual meeting.

ARTICLE VII BOARD OF TRUSTEES

Sec. 1 The officers, the immediate Past President, six trustees, and the delegates to the A.O.A. House of Delegates shall constitute the Board of Trustees.

Sec. 2 The Board of Trustees shall transact the business of the Association between annual meetings. They shall approve all appointments made by the President; approve disbursements of funds, approve applications for membership, approve all activities that involve fundamental policies of the Association; fill all vacancies occurring in the Board of Trustees and decide all cases of discipline in accordance with procedures set forth in Article XIV, Discipline, of these By-Laws and in the Manual of Procedure.

ARTICLE VIII EXECUTIVE COMMITTEE

The Executive Committee shall consist of the immediate Past President, the President, the First Vice President, the Secretary, and the Treasurer. The Executive Committee shall transact emergency business of the Association between meetings of the Board of Trustees, except to approve new members, and all action taken by the Executive Committee shall be submitted for approval or rejection by the Board of Trustees at its next meeting.

ARTICLE IX DEPARTMENTS AND COMMITTEES

Sec. 1 The activities of the Association shall be divided into the Department of Public Affairs, the Department of Professional Affairs, and the Department of Public and Professional Services. A Chairman for each Department shall be appointed by and from the Board of Trustees and shall supervise the work of committees assigned to the Department, and shall report to the Board of Trustees at each meeting and shall make an annual report at the annual convention business session.

Sec. 2 Standing committees shall function under the supervision of the respective chairmen of the Departments.

Sec. 3 Committees in the Department of Public Affairs shall be:

(a) The Public Health and Hospitals Committee shall study all regulations adopted by state agencies regarding health and hospitals, shall report to the Board of Trustees, and shall gain approval to take whatever action is in the best interest of the public and the osteopathic profession.

(b) The Legislative Committee shall study all legislation introduced in the Indiana General Assembly and issues addressed by interim legislative committees which affect the practice of osteopathic medicine in Indiana. The Committee shall report to the Board of Trustees and shall gain approval to take whatever action is in the best interest of the osteopathic profession.

- (c) The Public Relations/Publications Committee shall function as a liaison between the Association and the medical profession, hospital association, other health care groups, and the general public. The Committee also shall oversee all public relations projects approved by the Board of Trustees and all publications published by the Association.

Sec. 4 Committees in the Department of Professional Affairs shall be:

- (a) The Membership Committee shall coordinate the recruitment of new members to the Association and shall review all applications for membership prior to submitting recommendation for approval/denial to the Board of Trustees at any regular board meeting.
- (b) The Medical Economics Committee shall review upon request any appeal for assistance from a member who may be having difficulty in securing reimbursement for professional services from a third-party carrier. The Committee also shall review on behalf of the Association any solicited endorsements or proposal for group coverage of members from insurance companies, financial institutions/consultants, or other providers of services to members.
- (c) The Organizational Affairs Committee shall prepare amendments to the Bylaws at the request of any member or the Board of Trustees. Amendments to the Bylaws shall require notice to the members at least thirty (30) days prior to submitting them for action at the annual meeting

The Committee also shall propose amendments to the Manual of Procedure at the request of any committee or the Board of Trustees. Action on amendments to the <Manual of Procedure shall follow procedures specified in the Manual.

The Committee also shall assume the responsibility of determining recipients of those awards specified in these By-Laws or in the Manual of Procedure according to the procedures outlined therein.

- (d) The Peer Review Committee shall handle all complaints about any member of the Association from any source concerning the quality of care, charges involving the delivery of health care, or violations of ethics.

The Committee also shall maintain a program to recognize and aid the impaired osteopathic physician in Indiana using both internal and external resources.

Sec. 5 Committees in the Department of Educational Affairs shall be:

- (a) The Convention Committee shall plan and supervise all arrangements and programs for the annual convention in accordance with procedures specified in the Manual of Procedure.
- (b) The Continuing Medical Education Committee shall maintain a plan for continuing medical education and supervise all programs sponsored by the Association. The Committee also shall serve as a liaison with other groups sponsoring continuing medical education programs for osteopathic physicians in Indiana.
- (c) The Scholarship Committee shall serve as a liaison with the Auxiliary in maintaining a financial assistance program for Indiana students in osteopathic medical schools.

The Committee also shall serve as a liaison with the National Osteopathic Foundation regarding participation of Indiana's osteopathic physicians in national fundraising programs for financial assistance programs to medical school students.

Sec. 6 Special Committees shall be appointed by the President, with approval from the Board of Trustees, when the need arises.

ARTICLE X ELECTIONS

Sec. 1 Officers, trustees, delegates, and alternate delegates shall be elected by ballot at the annual meeting, except the district vice presidents, each of whom is elected by the active members of his district at the last meeting prior to the annual convention; the officers for one year, the trustees, delegates and alternate delegates for three years, or in each case until their successors are elected and qualified.

Sec. 2 A majority vote shall constitute an election.

Sec. 3 A Nominating Committee consisting of one member from each district, elected by the district, shall present one name for each office, trusteeship, delegate and alternate delegate to be filled.

ARTICLE XI MEETINGS

Sec. 1 The annual meeting shall be held in April or May of each year, the time and place to be chosen by the Board of Trustees eighteen (18) months to two (2) years in advance. (Amended May, 1978)

- Sec. 2 Special meetings of members may be called by the President, by a majority of the Board of Trustees, by the Executive Committee, or by written petition signed by not less than one-tenth (1/10) of all members authorized by the Articles of Incorporation to vote.
- Sec. 3 Fifteen percent (15%) of the membership in good standing shall constitute a quorum.
- Sec. 4 The Board of Trustees shall meet immediately preceding and following the annual meeting. They shall normally meet three more times annually, at intervals to be determined by the President and Executive Director (usually September, November and February).
- Sec. 5 Special meetings of the Board of Trustees may be called by the President, and shall be called upon request of any three members of the Board of Trustees.
- Sec. 6 Seven (7) Members of the Board of Trustees shall constitute a quorum.

ARTICLE XII AWARDS

- Sec. 1 A bronze shield to be known as the Kinsinger Plaque shall be the highest award of the Association and shall be awarded only to members of the Association for outstanding service to the profession, to be held for one year.
- (a) The award shall be made by an Organizational Affairs Sub-Committee of three persons, each of whom shall be a past recipient of this award.
 - (b) In event that no sufficiently outstanding service, in the opinion of the Committee, has been rendered, no award shall be made and the plaque shall not be displayed, but shall remain in the custody of the Secretary until the following year.
 - (c) The Plaque shall be presented at the president's banquet at the annual convention.
 - (d) Each recipient of the Plaque shall receive a small replica of the Plaque as a permanent possession. The replica shall bear the recipient's name and the year of the award.
- Sec. 2 A Certificate of Merit may be awarded to a person not of the osteopathic profession as a recognition of meritorious service.
- (a) The name of a candidate for such an award shall be presented to the Board of Trustees who may recommend to the Association that the award be made.
 - (b) The award shall be made by the Association at an annual convention and a certificate shall be prepared for presentation to the recipient.
- Sec. 3 An award to be known as the Outstanding Young D.O. of the Year may be awarded by the Association to an osteopathic physician who meets the criteria for the award set by the Board of Trustees.
- The award shall be presented at the annual convention of the Association. (Amended May, 1986)

ARTICLE XIII CODE OF ETHICS

The Code of Ethics of the American Osteopathic Association shall constitute the Code of Ethics of the Association.

ARTICLE XIV DISCIPLINE

- Sec. 1 The Association has inherent power to discipline its members. A person applying for membership in the Association and accepting the benefits accruing there from obligates himself to abide by its lawful rules. Inasmuch as the interest that one acquires by membership in the Association is of substance and value in the practice of one's profession and not merely sentimental or social in nature, no member may be disciplined by the Board of Trustees except by procedures in accordance with this Article.
- Sec. 2 A member may be disciplined by the Board of Trustees for any of the following causes:
- (a) Violation of the By-Laws or Standing Rules of the Association;
 - (b) Violation of the Code of Ethics of the Association;
 - (c) Conduct unbecoming an osteopathic physician;
 - (d) Gross immorality;
 - (e) Sedition with respect to the Association.

Sec. 3 A disciplinary proceeding before the Board of Trustees against a member may be commenced by either of the following methods:

(a) By vote of the Board of Trustees itself on its own initiative, or

(b) By vote of the Peer Review Committee, provided that said Committee shall have first investigated any such alleged unethical conduct and shall have attempted to resolve the matter with the accused member, in accordance with the procedures specified for the Peer Review Committee in the Manual of Procedure.

Sec. 4 The Board of Trustees shall adopt Standing Rules of Disciplinary Procedure to govern all such disciplinary matters in order that the accused be given a fair hearing and opportunity to present his defense.

Sec. 5 The Board of Trustees shall have the power to censure, fine, suspend or expel a guilty member, or impose any combination of such penalties. On expulsion, all interest of a member in the Association, legal, equitable, proprietary, and professional shall cease.

Sec. 6 The accused shall have the right to appeal any decision of the Board of Trustees to the Association pursuant to the Standing Rules of Disciplinary Procedure.

ARTICLE XV PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Association not herein provided.

ARTICLE XVI AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote at any annual or special meeting of the Association provided written notice shall have been given thirty (30) days prior to the meeting.