



BYLAWS

ARTICLE 1 Name

The name of the organization shall be the "Rhode Island Society of Osteopathic Physicians and Surgeons", (the Society) and shall operate, in addition to its other stated purposes, as a divisional affiliate of the American Osteopathic Association (AOA). It is incorporated as a non-profit educational corporation under the laws of the State of Rhode Island.

ARTICLE 2 Purpose

The purpose of the Society shall be to further education in and of osteopathic medicine, including the support and promotion of educational programs and to provide ongoing public education on the purposes of osteopathic medicine. It will foster the development of opportunities for access to osteopathic medical treatment for the people of this state, especially those in underserved areas, and to further all other purposes of osteopathic medicine.

ARTICLE 3 Code of Ethics

Sec. 1 The Code of Ethics of this Society shall be the Code of Ethics of the AOA and any other additions as provided by these bylaws, providing such additions do not conflict with the Code of Ethics of the AOA.

Sec. 2 The Board of Trustees of the Society shall function in an ethical manner in the evaluation of grievances brought against an individual member in consultation with the individual member. The Board has the responsibility to take appropriate corrective measures and/or termination of membership. Only grievances involving potential violations of state or federal statutes will be referred to the Rhode Island Board of Medical Licensure and Discipline. Only written and signed letters of complaint will be evaluated by the Board.

Sec. 3 Hearings involving charges of violations of the AOA Code of Ethics shall be conducted according to the same procedure followed by the AOA in similar matters. The Board will adjudicate the complaint. If an appeal of the discipline is sought, it will then be forwarded to the AOA for further evaluation. If a member shall have been suspended or expelled as a result of finding that such member violated the Code of Ethics, 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 of 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 AOA requirements. If the record and decision do not so comply, they shall be scheduled for review by the AOA Board of Trustees. In either event, the AOA Committee on Ethics shall notify the member and this Society of its determination. In the case of AOA Board review, the member may file a petition similar to the petition employed in original ethical matters before the AOA therein, if desired, a request to appear personally before the AOA Board. The AOA Executive Committee shall have the sole discretion as to whether such request shall be granted.

ARTICLE 4 Membership

Sec. 1 The membership year shall begin January 1 and conclude December 31 of the same year.

Sec. 2 An applicant must complete the appropriate application process, as outlined in the Society's Policy and Procedures Manual.

Sec. 3 Membership in the Society is open to all persons regardless of color, race, religion, ethnic or national origin, age, disability, gender or sexual orientation.

Sec. 4 The membership of the Society is composed of active, associate, honorary, intern/resident, student, retired, and allied healthcare members.

A. Active membership

Any graduate of an AOA-approved college of osteopathic medicine who is lawfully licensed to practice in the State of Rhode Island. The benefits associated with an active membership include voting privileges, the ability to serve as an officer of the Society, and the ability to serve on any committee.

B. Associate membership

Any licensed physician meeting requirements for licensure in his state, who resides in or out of the State of Rhode Island, and is ineligible for any other membership category, is an associate member. Associate members have no voting privileges, nor can they hold any office in the Society. Associate members may serve as committee members.

C. Honorary Membership

Any osteopathic physician who graduated from medical school more than fifty (50) years ago and who has been a member of the Society for ten (10) consecutive years can be considered for honorary membership status. These members have no voting privileges nor can they hold any office in the Society.

D. Intern/Resident membership

Any intern/resident who holds a limited license from the State of Rhode Island and is serving in an internship or residency program approved by the AOA or the ACGME may become a member of the Society. Such members shall pay no dues. Intern/resident members have no

voting privileges with the exception of the osteopathic intern/resident member seated on the Society's Board of Trustees. These members may serve as committee members.

E. Student membership

Student membership status may be granted to any student at an AOA-accredited College of Osteopathic Medicine. Such members shall pay no dues and have no voting privileges. These members may serve as committee members, but shall not hold any office in the Society.

F. Retired membership

Retired membership status may be granted to any former active member of the Society who no longer practices medicine. He may vote, but cannot hold office in the Society. Retired members may serve on committees.

G. Allied Healthcare member

Allied membership may be granted to any licensed allied healthcare provider who is employed by an active member of the Society, who contributes to the practice of that member, who supports the goals and objectives of this Society and who is not eligible for any other category of membership. These members shall pay dues yet have no voting privileges. These members may serve as committee members, but may not hold office in the Society.

Sec. 5 Application - All applications for membership (or change in status) shall be made annually in writing, on a standard form approved by the Board of Trustees as outlined in the Society's Policy and Procedures Manual. Members may hold only one type of membership at any one time. Members may retain membership only as long as they comply with the provisions of the Society.

Payment for the current year's dues shall accompany the application.

Sec. 6 Dues and Assessments - The dues for the various membership categories shall be set annually by a majority vote of the Board of Trustees present, provided there is a quorum, at any regular or special Board meeting. Any dues change will take effect the following membership year providing for at least thirty days notice. No dues or assessments shall be refunded.

Sec. 7 Members whose dues are unpaid three months after the beginning of the membership year shall be deemed delinquent. The delinquent member loses all rights, privileges, and benefits of membership until the dues are current. Membership may be restored with the payment of delinquent dues and any outstanding assessments.

The Board of Trustees of the Society may vote a membership to an eligible member for less than the regular fee. This may be extended to, but not limited to, eligible members arriving to practice in Rhode Island after the beginning of the fiscal year, hardship cases, and other situations deemed appropriate by the Board of Trustees.

Special assessments may be levied on all dues-paying members by a vote of two-thirds of those present at an Annual Meeting or a Special Meeting, provided that specific notice of the proposed special assessment shall be sent to all members at least thirty (30) days prior to such vote. Failure to pay such a special assessment by any dues-paying member shall constitute grounds for classifying the member as delinquent.

ARTICLE 5
Election of Officers and Trustees

Sec. 1 The Board of Trustees shall consist of twelve (12) members. Eleven (11) of the members must be active members; one member may be an osteopathic intern/resident. The officers of the Society shall be the President, the Vice-President/Treasurer, the Secretary, and the Immediate Past President. All members of the Board of Trustees shall be elected by the voting membership. The Secretary will be appointed by the President from among the Trustees.

Sec. 2 The Board of Trustees shall select a Nominating Committee which duties shall be to nominate a candidate for each elective position to be filled at the next election held at the Annual Meeting. This slate of nominees shall be presented to the membership at the Annual Meeting of the Society at which election of officers shall take place. Nominations from the floor of the Annual Meeting shall be accepted, and the elections shall be by show-of-hand ballot. Election of officers shall be by majority vote of those casting ballots.

Sec. 3 The duties of the officers shall be those normally associated with the offices to which they are elected, except as otherwise provided for in these bylaws and in the Society's Policy and Procedures Manual.

Sec. 4 The President is the only official spokesperson for the Society.

Sec. 5 The term of officers and trustees shall be for staggered two (2) years from the close of the Annual Meeting at which such person was elected unless an officer or trustee is removed for cause as provided in Article 5 – Sec. 7. There shall be a limitation of four (4) consecutive terms, for which an officer or trustee may serve.

Sec. 6 In the event of a vacancy in the office of President, the Vice-President/Treasurer shall be promoted to the Office of the President. In the event of a vacancy in the office of Vice-President/Treasurer, the office shall be filled by election during a special meeting of the Society.

Sec. 7 In the event that an officer fails to perform the duties required of that office, as determined by the Board of Trustees, the Board shall declare that office vacant by a majority vote of all Board members. All vacancies in office shall be filled for the unexpired term by the Board of Trustees.

Sec. 8 The Executive Director shall be the Chief Administrative Officer of the Society and shall perform the duties usually pertaining to the position as directed by the Board and listed in the job description.

ARTICLE 6
Board of Trustees

Sec. 1 The Board of Trustees is the executive unit of the Society. Except as herein provided all power and authority over the affairs of the Society during the interim between meetings, except that of modifying any action of the Society membership, shall rest with the Board of Trustees and shall be under the direction of the President. It determines the duties of all officials and committees for the proper execution of the policies of the Society. All Presidential appointments of committee chairpersons and members of such committees are subject to the approval of the

Board. It hears and acts upon reports of all standing committees. It acts upon membership applications, requests for abatement of dues, and may vote a membership for less than regular dues. It acts upon matters referred to it by the membership.

Sec. 2 The Board of Trustees shall convene at the time of the Annual Meeting and at least three (3) additional times throughout the year as scheduled by the Board of Trustees.

Sec. 3 A special meeting of the Board may be called by the President upon twenty-four (24) hours notice when business is urgent, otherwise seven (7) days notice must be given. Special meetings of the Board must be called by the President upon petition of three (3) members of the Board to the President.

Sec. 4 All members in good standing may attend meetings of the Board and express opinions, but only Officers and Trustees may make motions and vote. Guests may be invited to attend meetings of the Board by the President subject to the approval of the majority of the Board. Executive sessions may be held when extenuating circumstances dictate, and must be held when the Board is considering nominations.

Sec. 5 A quorum of the Board shall consist of a majority of the Board of Trustees present at the call to order, providing that call to order is at the time, or immediately following the time proposed in the announcement of the meeting, and at the announced place.

Sec. 6 The President is the presiding officer of the Board. In his absence the Vice-President/ Treasurer shall preside.

Sec. 7 The Board shall have the power to remove any Officer or Trustee of this Society, after careful investigation and by a three-fourths (3/4) vote by secret ballot, when, in their opinion, the best interest of the Society would be served thereby.

Sec. 8 The meetings of the Board shall be governed by "Robert's Rules of Order Revised" except in such instances as are specifically provided for in these Bylaws or in the Order of Business which may be adopted from time to time.

Sec. 9 The Executive Committee shall transact the business of the Board between meetings of the Board.

Sec.10 Any conflict of interest on the part of an Officer or a Trustee shall be disclosed to the Board and made a matter of record. Any Officer or Trustee having any possible conflict of interest on a matter shall not vote on such matter. Such Officer or Trustee may, however, be counted in determining a quorum for the meeting at which the matter is voted upon and may state a position on such matter and provide information that may be of value to the Board in its deliberations.

Sec. 11 An Officer or Trustee shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature, attorney's fees and disbursements) for any action taken, or any failure to take any action, unless:

- 1) The Officer or Trustee has breached or failed to perform the duties of his office under the Articles of Incorporation or Bylaws, or the Society's Policy and Procedures Manual, or under relevant Rhode Island statutes; and

- 2) The breach of failure to perform constitute self-dealing, willful misconduct or recklessness; and
- 3) These provisions shall not apply to the responsibility or liability of an Officer or Trustee pursuant to any criminal statute, or the liability of an Officer or Trustee for the payment of taxes pursuant to a local, state or federal law.

ARTICLE 7 Committees

Sec. 1 The Executive Committee shall consist of the President, Vice-President/Treasurer, Secretary, and Immediate Past President. It shall transact the business of the Board between meetings of the Board. It advises the President and the Executive Director and acts as a steering committee in special cases. It makes recommendations to the Governor and appropriate state agencies for the appointment of qualified osteopathic physicians to fill vacancies on the Rhode Island Board of Medical Licensure and Discipline, and all governmental and non-governmental agencies as deemed appropriate.

It shall be considered as the agent of the full Board in matters of great emergency when time precludes the calling of a meeting of the entire Board, but every effort shall be expended to acquaint all members of the Board with the existing situation and subsequent actions at the earliest possible moment.

All Executive Committee actions must be reported to the Board. It may create no policy and all of its transactions must be in conformance with the Bylaws and other adopted directives of the Society.

The Executive Committee meets on call of the President or as directed by the Board, and may conduct its business, in special cases, by telephone and/or by e-mail. A quorum at any meeting of the Executive Committee shall be three.

Sec. 2 The standing committees of the Society shall consist of the following: Student Recruitment & Placement, Finance/Personnel, Education, Membership, Program/Conventions, and Bylaws.

Sec. 3 These committees shall be appointed by the President within thirty days (30) following the Annual Meeting. The duties of these committees shall be listed in the Society's Policy and Procedures Manual. They shall make a report to the Board at each meeting of the Board, and shall make an annual report to the membership at the Annual Meeting.

Each member of a committee shall continue as such until the next Annual Meeting or until a successor is appointed. Any member of a committee may be removed for any or no cause by a majority vote of the Board of Trustees.

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

The President shall appoint all special committees authorized by the Society or by the Board of Trustees or which he may deem expedient.

ARTICLE 8
Meetings

Sec. 1 There shall be an Annual Meeting of the Society membership convened at the Annual Conference which will be held in the State of Rhode Island and it shall be noticed at least thirty days (30) in advance by a mailing to all members of the time, place, and agenda of the meeting. All active members who are in good standing will be entitled to vote at the Annual Meeting.

Sec. 2 Special meetings of the membership may be called at any time by the President or the Board of Trustees upon seven (7) days notice when business is urgent; otherwise twenty days (20) notice must be given.

Sec. 3 The quorum requirement for any annual or special meeting of the membership shall be fifteen percent (15%) of the active membership as constituted seven days prior to the meeting.

ARTICLE 9
Finance

The Society's fiscal year shall begin on January 1 and conclude on December 31 of the same year.

ARTICLE 10
Amendments to Bylaws

These Bylaws may be amended by a two-thirds (2/3) vote, a quorum being present, of the active members present and voting at the Annual Meeting of the Society provided that the proposed amendment(s) shall be submitted in writing to the Secretary of the Society at least forty-five (45) days in advance of the meeting. Additionally, written notice to all members shall be mailed to the last known address not less than thirty days nor more than ninety (90) days in advance of the meeting at which the action is to be taken.

ARTICLE 11
Order of Business

The Order of Business of any meeting of the Society shall be under the control of the Board of Trustees. Robert's Rules of Order shall govern the Society in all cases in which they apply and are not inconsistent with these by-laws. The Society shall not be bound by Robert's Rules of Order where it is deemed by the Board such rules are inappropriate.

ARTICLE 12
Indemnification

The Society shall indemnify any person, and may purchase insurance, for any purpose and to the greatest extent authorized by law. However, no indemnification shall be paid except after consultation with legal counsel to assure that the applicable statutory requirements have been satisfied.

ARTICLE 13
Gender Disclaimer

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

ARTICLE 14
Distribution of Assets upon Liquidation

In the event the Rhode Island Society of Osteopathic Physicians and Surgeons should dissolve and liquidate all assets, no part of the assets or of the net earnings shall be divided among, or ensure to the benefit of any Officer, Member Director, Trustee, or private individual. Any and all remaining assets after settlement of all liabilities shall be distributed to one or more non-profit, charitable organizations designated by the Internal Revenue Service as exempt from Federal tax under section 501 (c) (3) of the Internal Revenue Code. Any assignment of remaining assets would require a majority vote of said Officers and Trustees.

Revisions to the Society's Bylaws were approved by the Society's membership and the AOA in 2008.