

**2017 Proposed Bylaws Amendments – Conformed Copy**  
**Constitution and Bylaws**  
**Washington Osteopathic Medical Association**  
**Constitution**

**Article 1 - Name**

This organization shall be known as the Washington Osteopathic Medical Association, Inc. It shall be a divisional Society of the American Osteopathic Association in so far as they relate to divisional societies.

**Article II - Objects**

The objects of this association shall be to promote the public health and the art and the science of the Osteopathic School of Medicine;

By maintaining high standards of osteopathic medicine education and by advancing the knowledge of osteopathic medicine and surgery and by prevention, diagnosis and treatment of disease in general;

By permitting the investment of the funds of Washington Osteopathic Medical Association by action of the Board of Governors; a) to preserve said surplus funds; b) to increase said surplus funds, provided that said funds or income from said funds shall not be used other than to promote the objective of said Association and shall be available upon action of said Board of Governors to advance the objectives of the Association as herein set forth.

**Article III - Component Societies**

District component societies may be organized within the state. Auxiliary organizations, and lay organizations, may be chartered by the association as provided by the by-laws.

**Article IV - Membership**

The membership of this Association shall consist of the present members of the Washington Osteopathic Medical Association and of such others as shall be elected in the manner prescribed the by-laws.

**Article V - Board of Governors and Executive Committee**

Section 1: The Board of Governors shall be the President, Immediate Past-President, Vice-President, Secretary-Treasurer, Director of the Division of Public Affairs, Director of the Division of Professional Affairs and the Director of the Division of Membership. In addition, any formally organized district society recognized as such by the Board of Governors, may have its president serve as a member of the Board of Governors.

Section 2: The Executive Committee of this association shall be the President, Immediate Past-President, Vice-President and Secretary-Treasurer.

**Article VI - Meetings**

The annual meetings shall be held at such time and place as may be determined by the Board of Governors, but the time and place may be changed by the Board of Governors should it be considered advisable.

**Article VII - Amendments of Constitution and By-Laws**

Section 1: The Constitution or By-Laws may be amended in the following two ways:

- a) They must be proposed in writing by a member of this Association. If proposed, all amendments shall be submitted to the Board of Governors for their recommendation, no later than the board

meeting preceding the annual convention by at least sixty days. All proposed amendments shall be submitted in writing or by email to each member of WOMA by the Secretary. These amendments shall be read and voted upon at the business session of the annual meeting, requiring two-thirds of the voting body present for approval.

- b) An amendment may be proposed at the annual meeting and voted on the same day, without being submitted to the Board of Governors and shall require a unanimous affirmative vote of all members present for passage.

## **Bylaws**

### **Article 1 - District Component Societies**

Section 1: There may be Regional District Societies within WOMA. Such regional districts may be encompassed by one or more counties. Any county or counties which desire to form a District Component society and to be chartered as a unit of this Association, shall make application and submit evidence to the Board of Governors that its Constitution and By-Laws and Code of Ethics generally conform to those of this Association. All members of Regional District Societies must be members of the Association.

Section 2: As a condition of such charter, Regional District societies shall maintain bureaus and committees generally conforming to those of this Association and the officers, bureaus, and committees shall cooperate with the like officials of this Association to the fullest practical extent.

Section 3: Upon application from any organization for charter as a Regional District Society, the Board of Governors shall investigate and upon satisfactory proof of a general agreement in policy and governing rules with those of this Association, shall issue such charter and make record of the same.

(a) The Board of Governors may issue one Regional District Society affiliation in a geographic area described in Section 1 of this Article. Such applicant shall have written policies and governing rules compatible with the Constitution and Bylaws of this Association. The President of the Regional District Society, or his/her designee shall serve as a member of the Board of Governors. The President must be elected by the members of his/her Regional District Society not less than thirty (30) nor more than ninety (90) days prior to the WOMA annual meeting.

(b) The Board of Governors may issue an ~~auxiliary~~ affiliation to an organization of professional or lay members comprising no less than 51% osteopathic physicians, or their spouses and/or family members whose purpose or goals include at least one of the following:

(1) Study or research of health care systems or information, for purposes of continuing education, or

(2) Demonstration and practice of scientifically appropriate health care procedures, systems and treatments, for purposes of continuing education, or

(3) Functions and activities in support of the public and professional advancement of osteopathic medicine and its trainees and practitioners or members' personal relationship within the osteopathic profession.

PROVIDED: that in no case shall an organization be allowed to retain such affiliation if such Regional District Society or Affiliate engages in activities found by the Board of Governors to be contrary to the interests of this Association, its members or osteopathic medicine.

Section 4: Regional District Societies may levy assessments.

a) Any District shall be considered a local Society and Membership to such local Society, and in turn membership to the Washington Osteopathic Medical Association, shall be contingent on payment of dues exactly by a majority vote of WOMA or such local society.

b) Any dues levied by the local Society must have approval of the Board of Governors

## **Article II - Membership and Dues**

Section 1: There shall be five member types: Regular, Student, Associate, Retired and Institutional. Regular membership shall include the following six sub-categories: Active, Life, Retired Life, Distinguished Life, Retired Distinguished Life and Postgraduate. All regular members shall have the privileges of voting and holding office. Dues for each category shall be determined by the Board of Governors and may be changed by the membership at the annual meeting.

Section 2: Active Membership. Applicants for Active membership must have a current license to practice osteopathic medicine and surgery and be practicing and/or residing in Washington State. Applicants must be graduates of schools accredited by the American Osteopathic Association Commission on Osteopathic College Accreditation at the time of their graduation. Sub-categories of Active membership are: First Year in Active Practice in Washington State, Second year in Practice in Washington state, Third year in practice in Washington State and Four or more years in practice in Washington State.

Section 3: Postgraduate Membership. Postgraduate membership is open to all graduates of schools accredited by the American Osteopathic Association Commission on Osteopathic College Accreditation at the time of their graduation, and who are in an AOA or ACGME internship, residency or fellowship program. Postgraduate membership shall be concurrent with the training in years. Post-Graduate members shall have the privilege of voting and holding office and access to all member benefits.

Section 4: Student Membership. Student Membership may be granted to any person enrolled in a school of osteopathic medicine accredited by the American Osteopathic Association Commission on Osteopathic College Accreditation. A Student Member may not hold vote or office but may participate on committees. Student members do not pay dues and assessments.

Section 5: Associate Membership. a) Associate membership may be granted to osteopathic physicians and/or surgeons who are graduates of schools approved by the American Osteopathic Association Commission on Osteopathic College Accreditation at the time of their graduation and are practicing outside of Washington State or active duty military. Associate membership may also be granted to non-doctoral personnel holding teaching, research and administrative positions in an accredited Washington State Healthcare facility or learning institution that supports the goals and objectives of WOMA, a Washington licensed healthcare provider who is currently employed with an Active member of WOMA, contributes to the practice of that member, who is not eligible for any membership category and who supports the goals and objectives of WOMA; or any other professionals as determined by the Board of Governors. Associate members do not have the privilege of voting or holding office.

Section 6: Retired Membership. Retired membership shall be granted to osteopathic physicians who at the time of application are retired and members in good standing of WOMA, or members in good standing of another AOA state divisional society upon change of residence to Washington State. Written application must be made to the Board of Governors and will include an attestation that no patients are seen for a fee.

Section 7: Institutional Membership. Institutional Membership is available to any AOA accredited osteopathic medical school or osteopathic or mixed-staff hospital, health care facility or osteopathic focused residency program in the state Each such institution shall have one vote at the annual membership meeting.

Section 8: Application. An application for membership shall be accompanied by appropriate dues and application fee and processed by the Secretary. Applications shall be vetted according to the Policy Manual and shall receive action by the Board of Governors at the succeeding regular meeting.

Section 9: Dues with Application. Dues may be paid with application for membership or pro-rated and billed by the State office.

Section 10: Membership Dues Renewal. The membership renewal dues shall be determined by the Board of Governors and billed at least thirty days prior to the annual due date of the first day of January each year. Installment payments may be arranged with the Secretary-Treasurer or Executive Director on an individual basis. Members whose dues are in arrears more than ninety days without making prior arrangements with the Secretary/Treasurer or Executive Director will be considered delinquent and subject to suspension of membership.

Section 11: Fiscal Year. The fiscal year will begin January 1st and end December 31st.

Section 12: Cancel or Adjust Dues. The Board of Governors shall have authority to cancel or adjust dues for any type of membership as in its judgment is proper in each case.

Section 13: Suspension. No suspended member shall hold office, appointments, vote or attend the proceedings of the Association-

Section 14: Reinstatements. A member suspended for nonpayment of dues may be reinstated by the Secretary-Treasurer or Executive Director after payment of dues sufficient to place him/her in good standing.

Section 15: Deportment. Members must deport themselves in accordance with the Code of Ethics of the American Osteopathic Association. Said Code of Ethics is hereby adopted and made part of this Constitution and bylaws.

Section 16: Disciplinary Action: The membership of any member of this Association who, in the opinion of the Executive Committee of the Association, purposely and persistently violates the established policy of the Association who seeks to undermine the unity of the osteopathic profession or any of its Regional District Societies or Affiliates may be revoked, suspended or place on probation by action of the Executive Committee upon the recommendation of the Committee on Membership, after the member has been given notice and an opportunity to be heard before such action is taken. Any individual whose membership has been revoked, suspended or place on probation shall have the right of appeal to the Board of Governors at its next regular meeting, requesting a review of the action taken by the Executive Committee and the Board of Governors, on review, may in its discretion take such appropriate action.

### **Article III - Annual Meetings**

Section 1: The regular annual meeting of this Association shall be held at such time and place as shall be selected by the Board of Governors for the election of officers, Division Directors and AOA Delegates. The Annual Meeting may include the presentation of a program of Category 1A AOA-Approved Continuing Medical Education, and the transaction of such other business as may properly come before it. Twenty members shall constitute a quorum-

Section 2: Whenever, in the judgment of a majority of the members of the Board of Governors, the interests of the Association require it, the President, upon request of said majority, shall call a special meeting of the Association. Notice in writing shall be sent to each member not less than seven (7) days previous to the meeting.

Section 3: The chief legislative and policy making unit of the Association is the membership in regular, annual, or specially called meetings of the Association.

### **Article IV Executive Committee**

Section 1: The Executive Committee of this Association shall be President, Immediate Past-President, Vice-President, and Secretary - Treasurer.

Section 2: Nomination. The Nominating Committee shall report their nominees for Vice-President, Secretary-Treasurer and AOA Delegates immediately following the March meeting of the Board of Governors and this slate shall be distributed to all members by mail at least 30 days before the annual meeting. There shall be opportunity for further nominations from the floor at the time of the annual meeting.

Section 3: Election. Election shall be by ballot at the business session of the annual meeting; except where there is but one candidate for any office the Secretary may then be instructed to cast the elective ballot of the Association for that candidate.

Section 4: Term of Office. The President, Immediate Past-President, Vice-President, and Secretary-Treasurer shall hold office for one year or until each successor in office is elected and installed, beginning January 1 of the year following the election. The AOA Delegates

Section 5: Vice-President. The Vice-President shall automatically succeed to the Presidency upon his/her installation.

Section 6: Installation of officers shall be the last order of business at the Winter Board of Governors Meeting; the retiring President installs the elected officers.

Section 7: Vacancies in Office. In case an officer fails to perform the duties required him, as determined by the Board of Governors, the Board shall declare the office vacant. All vacancies in office shall be filled by appointment for the unexpired term by the President, subject to approval of the Board of Governors, except as otherwise herein provided.

Section 8: Executive Committee Duties. The Executive Committee shall direct the business of the Association between meetings of the Board of Governors in joint meeting with the Division of Public Affairs, at the call of the President. It shall make reports to the Board of Governors at its next regular meeting. Four members of the joint meeting shall constitute a quorum.

#### **Article V - Officers' Duties**

Section 1: President a) the President shall preside at all meetings of the Association, the Board of Governors, and the Executive Committee, and shall appoint such chairmen and committees as the Constitution and By-Laws provide, and shall perform such other duties as usually belong to this office. He/she shall be ex-officio member of all committees. b) The President may call a meeting of the Board of Governors at his discretion. c) A vote may be conducted by email by the President on matters other than amendments to the Constitution and By-Laws, or election of Vice-President, or Secretary-Treasurer.

Section 2: Immediate Past President. The Immediate Past President shall serve as a member of the Executive Committee and Board of Governors.

Section 3: Vice-President. The Vice-President shall perform the duties of the President in his/her absence. In case of resignation of the President or removal from office or inability to function as President for any reason, the Vice-President automatically becomes the President, and the vacancy shall be filled by the new President, subject to the approval of the Board of Governors.

Section 4: Secretary-Treasurer. a) The Secretary-Treasurer shall keep the minutes of the meetings of the Association, the Board of Governors, the Executive Committee, and all other committees; shall notify members of the place and time of the meeting; shall certify the need for an election to each Regional District Society if one or more exists and this notice shall certify the voting members in good standing of the Washington Osteopathic Medical Association, Inc., in that district, shall advise all applicants for membership of their approval or rejection; make reports and maintain relations with the American Osteopathic Association, shall advise all delinquent members; collect all dues, shall pay bills as have been authorized by the Executive Committee and/or as approved in the budget or otherwise by the Board of Governors; shall report at the meetings of the Board of Governors and, when

further requested, and perform such other duties as the Board of Governors indicates. In performance of these duties, he/she may delegate responsibilities to the Executive Director.

Section 5: There may be appointed and/or hired by the Board of Governors, an Executive Director, Public Relations Representative, and/or Director of Public Relations, who will assist or augment the duties of the elective Secretary-Treasurer of the Association as directed by the Board of Governors. Between sessions of the Board of Governors, Executive Committee shall direct his/her activities. This position shall be without vote.

Section 6: Installation of officers shall be the last order of business at the Winter Board of Governors Meeting; the retiring President first installs the President-Elect as President, who in turn will install the remaining elective officers.

Section 7: Vacancies in Office. In case an officer fails to perform the duties required him, as determined by the Board of Governors, the Board shall declare the office vacant. All vacancies in office shall be filled by appointment for the unexpired term by the President, subject to approval of the Board of Governors, except as otherwise herein provided.

#### **Article VI - Board of Governors**

Section 1: The Board of Governors shall be the Executive Committee, Director of the Division of Public Affairs, Director of the Division of Professional Affairs and the Director of the Division of Membership. Each member of the Board of Governors shall have one vote in the transaction of business of the Board of Governors. Under no circumstance shall a member have more than one vote in the transaction of business of the Board of Governors.

Section 2: Board of Governors Duties. a) The Board of Governors shall meet for the transaction of such business as the interests and duties of the Association may require; shall receive all charges preferred against members and take action thereon; shall keep a record of proceedings together with the names of attending and absent members; shall make a report at the annual meeting; and such report of action being or to be taken shall be changed only by a two-third vote of members present at the annual meetings; shall approve or reject all applications for membership, shall approve or reject all appointments by the President. Four members shall constitute a quorum.

b) The Board of Governors shall decide all questions of an ethical or judicial character and shall investigate all charges of violation of the Constitution and By-Laws, AOA Code of Ethics. The accused member shall be entitled to a hearing before the board of Governors. Upon final conviction of an offense amounting to a felony under the law applicable thereto, such member shall automatically be deemed expelled from membership in this Association. Conviction shall be deemed final for the purpose hereof when affirmed by the appellate tribunal of final jurisdiction. A member who has been suspended or expelled may be reinstated by a three-fourths vote of the Board of Governors upon giving satisfactory evidence of intent to comply with the rules governing membership in the Association.

c) At its discretion, the Board of Governors may elect to go into executive session at any of its meetings,

#### **Article VIII —Divisions**

Section 1: Divisions. There shall be three Divisions of the Association; Public Affairs, Professional Affairs and Membership.

Section 2: Division Directors. Each Division shall have a Director who shall serve as a member of the Board of Governors.

Section 3. Division of Public Affairs. The Director of the Division of Public Affairs shall serve as chair of the Legislative committee which is authorized to direct the business of the Association between meetings of the Board of Governors in joint meeting with the Executive Committee at the call of the

President. It shall make reports to the Board of Governors at its next regular meeting. Four members of the joint meeting shall constitute a quorum.

Section 4: Division of Professional Affairs. The Division of Professional Affairs shall have general supervision over all association activities involving professional education and development, vocational guidance, PreMed activities, Licensing and Disciplinary, coordination with Foundations, Audit/Budget/Finance, Medical Economics and Governing Documents.

Section 5: Division of Membership. The Division of Membership shall be responsible for the recruitment and retention of members. It shall review applications for membership and make recommendations to the Board of Governors for approval. It shall be responsible for developing and maintaining programs to increase participation by and improving communication with members. It shall oversee member publications. It shall review potential member benefits and make recommendations to the Board of Governors.

Section 6: Nomination. The Nominating Committee shall report their nominees for Director of Public Affairs, Director of Professional Affairs, and Director of Membership, along with nominees for AOA Delegates, Vice President and Secretary-Treasurer immediately following the March meeting of the Board of Governors and this slate shall be distributed to all members by email at least 30 days before the annual meeting. There shall be opportunity for further nominations from the floor at the time of the annual meeting.

Section 7: Election. Election shall be by ballot at the business session of the annual meeting; except where there is but one candidate for any office the Secretary may then be instructed to cast the elective ballot of the Association for that candidate.

Section 8: Term of Office. The Director of Public Affairs, Director of Professional Affairs and Director of Membership shall hold office for one year or until each successor in office is elected and installed, beginning January 1 of the year following the election.

## **Article IX – Committees**

Section 1. Standing Committees. The following are the standing committees of this Association:

a) Nominating – The Nominating Committee shall be comprised of the three most immediate Past Presidents practicing in the State and chaired by the most recent past president. They shall meet immediately after the March Board of Governors meeting to prepare a slate of nominees for Vice-President, Secretary-Treasurer, Director of Public Affairs, Director of Professional Affairs, Director of Membership, AOA Delegates and Alternate Delegates. The nominating committee is part of the Division of Professional Affairs.

b) Legislative – The Legislative Committee oversees WOMA's legislative program, including DO Day in Olympia and other advocacy programs. It reviews and makes recommendations about proposed legislation that may have an impact on the practice of osteopathic medicine and the patients served by it. The Legislative Committee is part of the Division of Public Affairs and is chaired by the Director of the Division of Public Affairs or his/her designee with approval of the Board of Governors.

c) Membership – The Membership Committee oversees the recruitment and retention program. It also evaluates, proposes and promotes services for the membership. The Membership Committee is part of the Division of Membership and is chaired by the Secretary/Treasurer or his/her designee with approval of the Board of Governors.

d) Professional Education – The Professional Education Committee oversees all continuing medical education programs. It is chaired by the Vice-President or his/her designee with approval of the Board of Governors. It is part of the Division of Professional Affairs.

e) Audit/Budget/ Finance – The Audit/Budget/Finance Committee shall consist of members of the Executive Committee, two past-presidents and a member-at-large appointed by the President. The

Secretary/Treasurer shall be the Chairman. The Committee shall prepare an annual budget based on estimated receipts and expenditures for the succeeding year and present it to the Board of Governors for approval and adoption. A member of the Audit/Budget/Finance Committee shall perform a monthly review of the bank statements (online or in person). In addition to the monthly review of the financial report and budget by the Executive Committee, the Audit Committee shall perform a review of the accounts utilizing the Cursory Accounting Procedures Checklist not less than 90 days preceding the Annual Meeting, making a report at the annual meeting. A certified review or audit by a CPA or LPA may be ordered at the discretion of the Board of Governors. A member in good standing of the Washington Osteopathic Medical Association may inspect the Association financial records by appointment with and in the presence of the Executive Director or his/her designee.

f) Communications – The Communications Committee oversees all communications of the association, including the website, newsletter and social media programs. It is part of the Division of Membership.

Section 2: Ad Hoc Committees. The President of the Association has the right to create ad hoc committees if necessary as well as to appoint all committee members. The President may defer such appointments to the Division Director.

#### **Article X - AOA Delegates**

Section 1. Delegates and Alternates shall be elected to represent WOMA at the AOA House of Delegates annual meeting. The number of delegates is determined by the AOA. Delegates and Alternates must be current members of the AOA. The Delegates and Alternates shall be elected at WOMA's annual meeting in the year preceding the House of Delegates meeting.

#### **Article XI - Rules of Order**

Section 1. The government instruments of this Association shall be: first, this Constitution and By-Laws; second, Robert's Rules of Order, Revised, when not in conflict with the former; and third, the Policy Manual of this Association, when not in conflict with the Constitution and By-Laws or Robert's Rules of Order Revised.

Section 2: Policy Manual. The Board of Governors shall maintain and revise as necessary a Board Policy Manual. The general purpose of the manual shall be to provide a handy reference book of concise statements of policies of the organization and of the duties of all officials, committees and employees of the association to the end that there shall be no conflict of jurisdiction or duplication of effort.

#### **Article XII-Indemnification**

The Washington Osteopathic Medical Association, Inc., shall indemnify and save harmless each and every officer, trustee, appointed or elected department chairman or member, any member or employee or Executive Director from all liability arising out of his/her or their express functions, duties, services and/or responsibilities, express or implied under the Constitution and/or By-Laws of the Association.

#### **Article XIII –Dissolution of WOMA**

If due to unforeseen circumstances, it is determined that the WOMA will dissolve, a 2/3 vote of the entire membership of the Association is required. All debts owed will be paid in full prior to dissolution. Paid dues will be returned to the membership, as financially possible, on a pro-rated basis. Any remaining monies will be distributed by Board decision and vote.