

SUBJECT: Constitution and Bylaws Amendments – Members of the Executive Committee and Board of Trustees

SUBMITTED BY: Ohio Osteopathic Association Board of Trustees

REFERRED TO:

1 **RESOLVED THAT THE FOLLOWING ARTICLES OF THE OOA**
2 **CONSTITUTION AND BYLAWS BE AMENDED TO REDUCE THE SIZE OF**
3 **THE OOA EXECUTIVE COMMITTEE AND BOARD OF TRUSTEES,**
4 **EFFECTIVE WITH THIS YEAR’S ELECTIONS:**

5
6 **Constitution**

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8 **Article VII - Officers**

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10 The elected officers of this association shall be regular members in good standing and
11 shall be: a President, a President-Elect, a ~~First Vice President, a Second Vice President,~~ a
12 Treasurer, a Speaker of the House of Delegates, and a Vice Speaker of the House of
13 Delegates. Non-elected officers shall include the ~~Past Presidents for the two years~~
14 ~~immediately following their presidencies, who shall be called the Immediate Past~~
15 ~~President and Past President, respectively, provided they remain members in good~~
16 ~~standing, and, in addition,~~ an Executive Director.

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18 A President-Elect shall be elected annually by the House of Delegates to serve for one
19 year. He shall succeed to the office of President at the next annual election. The ~~First~~
20 ~~Vice President, Second Vice President,~~ Treasurer, Speaker and Vice Speaker of the
21 House of Delegates shall be elected annually by the House of Delegates to serve for one
22 year, or until successors are installed. An Executive Director shall be appointed by the
23 Board of Trustees to serve for such term as the Board of Trustees shall define. The duties
24 of these officers shall be those usual to such officers in their respective offices and such
25 others as are defined by the bylaws.

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27 In the case of inability upon the part of the President to serve during the term of office for
28 which he has been elected, the responsibility of filling the office of President shall
29 devolve upon the Board of Trustees.

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31 **Article VIII - Board Of Trustees**

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33 The Board of Trustees of this association shall consist of the President, President-Elect,
34 Immediate Past President, ~~Past President, First Vice President, Second Vice President,~~
35 Treasurer, one member from each district academy, ~~one Chief Executive Officer of an~~
36 ~~osteopathic hospital elected by the Ohio Osteopathic Hospital Association, the Dean of~~
37 ~~the Ohio University College of Osteopathic~~
38 ~~Medicine, the President of the Ohio Directors of Osteopathic Medical Education and the~~

39 President of the Ohio University College of Osteopathic Medicine Student Council, and a
40 resident in an Ohio postdoctoral training program accredited by the American
41 Osteopathic Association, all of whom shall serve until their successors are elected or
42 appointed. The Executive Director shall be a member without vote. Election of the
43 district academy representatives to the association's Board of Trustees shall be conducted
44 as provided in the bylaws. The Board of Trustees shall be the administrative and
45 executive body of the association and perform such other duties as are provided in the
46 bylaws.

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Article IX - Executive Committee

50 The Executive Committee of this association shall consist of the President, President-
51 Elect, Immediate Past President, ~~Past President, First Vice President, Second Vice~~
52 ~~President, AND Treasurer., an At Large Member elected by the House of Delegates who~~
53 ~~is an elected state trustee representing an academy which has less than 100 regular~~
54 ~~members, one Chief Executive Officer of an osteopathic hospital who has been elected by~~
55 ~~the Ohio Osteopathic Hospital Association to serve on this association's Executive~~
56 ~~Committee, and the Dean of the Ohio University College of Osteopathic Medicine.~~ The
57 Executive Director shall be a member without vote. The Executive Committee shall
58 transact the business of the Board of Trustees between sessions, and such other duties as
59 are provided in the bylaws.

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OOA Bylaws

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Article VI - Elections

65 ~~**Section 2 - Election of the At Large Member of the Executive Committee.**~~ The house
66 ~~shall elect one member of the Board of Trustees who represents a small academy, as~~
67 ~~defined in Article IX of the Constitution, to serve as the Member at Large on the~~
68 ~~Executive Committee. Such term shall be for one year commencing at the time of~~
69 ~~election.~~

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Article IX - Officers

73 **Section 1 - Duties of the President.** The duties of the President shall be to preside at the
74 meetings of the Board of Trustees, Executive Committee, and such other official
75 meetings of the association. The President shall direct the activities of the association
76 generally, and shall, with the consent of the Board of Trustees and the Executive
77 Committee, name members of all standing and special committees. The President shall
78 appoint a Secretary for the House of Delegates, who shall have the duties usual to a
79 secretary.

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~~**Section 2 - Duties of the First Vice President.**~~ The First Vice President shall preside
82 ~~over all official meetings of the association, the Board of Trustees and the Executive~~
83 ~~Committee in the absence of the President.~~

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85 **Section 2 3 - Duties of the Second Vice President.** The Second Vice President shall
86 preside over all official meetings of this association, the Board of Trustees and the
87 Executive Committee in the absence of the President and First Vice President.

88 **Section 4-3 Duties of the Treasurer.** The Treasurer shall have as his/her duties the
89 execution of the financial policies of the association through the Executive Director as
90 may be defined by the Board of Trustees. The Executive Director may sign checks in the
91 amount of \$500 or less under guidelines prescribed by the Executive Committee. All
92 checks in excess of \$500 shall be co-signed by any two of the following: President,
93 Executive Director, Treasurer and/or member of the Budget and Finance Committee so
94 appointed by the President. An annual audit of the association's accounting books shall be
95 accomplished by a certified public accountant, selected upon the advice of the Treasurer
96 and Board of Trustees.

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98 **Section 5-4 - Duties of the Executive Director.** The Executive Director shall constitute
99 the executive officer of the association and shall administer the affairs of the association
100 as defined by the Board of Trustees. In addition, the Executive Director shall keep the
101 minutes of all official meetings of the association and may sign checks.

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103 **Section 6-5 - Duties of the President-Elect.** The President-Elect shall be responsible to
104 the Board of Trustees of the association and shall perform such duties as are defined by
105 the body. He/she will assist and observe in the administrative activities of the President
106 and may sit, ex officio, in any committee meeting.

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108 **Section 7-6 - Duties of the Immediate Past President.** The Immediate Past President
109 shall be responsible to the Board of Trustees of the association and shall perform such
110 duties as
111 are defined by the body. He/she will assist and observe in the administrative activities of
112 the President and may sit, ex officio, in any committee meeting.

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114 ~~**Section 8 - Duties of the Past President.** The Past President shall be responsible to the~~
115 ~~Board of Trustees of the association and shall perform such duties as are defined by the~~
116 ~~body. He/she will assist and observe in the administrative activities of the President and~~
117 ~~may sit, ex officio, in any committee meeting.~~

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119 **Section 9-7 - Duties of the Speaker of the House.** The Speaker of the House shall
120 preside over the House of Delegates. In the event that he/she is unable to perform, the
121 duties shall fall upon the Vice Speaker of the House. The Speaker of the House shall be
122 invited to sit in, without vote, at all meetings of the Board of Trustees, and shall be the
123 Parliamentarian for the Board of Trustees and the Executive Committee when called
124 upon to do so.

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126 ~~**Section 10-8 - Duties of the Vice Speaker of the House**~~ The Vice Speaker of the House
127 shall preside as Speaker of the House in the absence of the Speaker, may sit ex officio in
128 any committee meeting, and perform such other duties as assigned by the Speaker.

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130 ~~**Section 11-9 Officer Vacancy.**~~ Any officer may resign or request a temporary leave of
131 absence for a specified period of time by giving written notice to the President, the
132 Executive Committee or to the Board of Trustees. Such resignation or leave shall take
133 effect at the time specified therein, or, if none is stated, at the time of acceptance by the
134 Executive Committee or Board. In case an officer of this association is unable, or, fails to
135 perform the duties required of him, as determined by the Board of Trustees, the Board
136 shall, by a three-fourths vote, declare the office vacant. All vacancies in office may be

137 filled for the unexpired terms by action of the Board of Trustees.

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139 ***EXPLANATORY NOTE: This resolution reduces the size of the OOA Executive***
140 ***Committee to five voting members plus the Executive Director, who serves without vote.***
141 ***The amendments eliminate one vice president's position, the past president, the OU-***
142 ***COM Dean, the OOHA President, and the at-large member. The purpose of the***
143 ***reduction is to allow a more effective decision making process between board meetings.***
144 ***The Non-Profit Center recommends that associations have about 12 – 15 member***
145 ***Board of Trustees. In other words, the current size of the Executive Committee is***
146 ***about the size of most non-profit boards of trustees. This amendment would go into***
147 ***effect with this year's elections.***