

# FLORIDA OSTEOPATHIC MEDICAL ASSOCIATION

## A Florida Not - for- Profit Corporation

Bylaws: 2025 (Last revised: 06/07/2025)

### ARTICLE I: NAME

The name of this Corporation shall be the FLORIDA OSTEOPATHIC MEDICAL ASSOCIATION, INCORPORATED (hereinafter called the "Association").

### ARTICLE II: OBJECTIVES

The Objectives of this Association shall be the same as those of the American Osteopathic Association: to advance the science and art of osteopathic medicine and surgery, and to extend improved health care and benefits of scientific advancement in the treatment, prevention, and alleviation of human ailments to the public in the State of Florida.

### ARTICLE III: MEMBERSHIP

Section 1: The members of this Association shall be classified as:

- (a) Active
- (b) Active Faculty
- (c) Provisional Active
- (d) Provisional Active Faculty
- (e) Honorary Life
- (f) Life
- (g) Associate
- (h) Interns, Osteopathic Students, Residents, and Preceptees
- (i) Out of State
- (j) Retired / Inactive
- (k) U. S. Public Health Service/Military
- (l) Disabled / Part-time

Section 2: Membership Requirements and Privileges

Applications must be made by written or electronic FOMA application.

The prescribed form shall be approved by a majority of the Board of Trustees of the Association (hereinafter called the "Board") at a regularly scheduled meeting.

The Applicants shall certify as to the completeness and accuracy of information, and applications shall be complete with respect to all requirements stated thereon.

Applicants for membership of any type shall, as a condition of membership, be required to obtain a majority vote of the Trustees who are present and voting at any regularly scheduled meeting of the Board, unless otherwise specified hereunder, and shall be required to pay one year's membership dues upon application.

The Association may request information from any source including, but not limited to, information regarding the applicant's background, experience, health, training and demonstrated competency; the applicant's adherence to professional ethics, the applicant's reputation, their ability to work with others, and such other elements as may be determined by the Association.

The Board may deny the application if it concludes, in its sole discretion, that the granting of the application would not be in the best interests of the Association or the profession.

- (a) **Active Members** — Applicants for Active Membership shall be graduates of Commission on Osteopathic College Accreditation (COCA) accredited schools of osteopathic medicine, licensed to practice osteopathic medicine in Florida, and a member of their district society unless there is no active district society in their area.

Active (Non-Provisional) Members have the right to vote, hold office, serve as a member of the Board of Trustees, and receive the publications of the association.

- (b) **Active Faculty Members** — Applicants for Active Faculty Membership shall be graduates of COCA accredited schools of osteopathic medicine, full-time paid faculty of any osteopathic medical school in the state of Florida and a member of their district society. Active Faculty members have the right to vote, serve as a member of the Board of Trustees, and receive the publications of the association. To serve as an Executive Officer of the FOMA, Active Faculty members must have paid Full Active dues.

- (c) **Provisional Active Members** — All applicants for Active Membership who receive initial Board approval, and who pay their dues, shall be appointed to Provisional Active Membership Status for a period of not less than one year, after which time they shall be eligible for election to Active Membership status, or extension of Provisional Active Membership for an indefinite period of time, or termination of membership without recourse, by action of the Board of Trustees.

All rights, privileges and obligations of active membership shall be extended to the Provisional Active Members, except that provisional members may not serve as officers or trustees.

- (d) **Provisional Active Faculty** — All applicants for Provisional Active Faculty Membership who are full-time paid faculty of any osteopathic medical school in the state of Florida, receive initial Board approval, and who pay their dues, shall be appointed to Provisional Active Faculty Membership status for a period of not less than one year, after which time they shall be eligible for election to Active Faculty Membership status, or extension of Provisional Active Faculty Membership for an indefinite period of time, or termination of membership without recourse, by action of the Board of Trustees.

- (e) **Honorary Life Membership** may be bestowed on an individual who has rendered outstanding service to the profession at the state or national level; such Honorary Life Membership shall require a favorable vote of two-thirds of the Board of Trustees who are present and voting at any regularly scheduled meeting of the said Board. Honorary Life Members shall have a voice,

vote, and can be a member of the Board of Trustees. They may not hold office on the Executive Committee.

- (f) **Life Membership** may be granted by a majority vote of the Board of Trustees who are present and voting at any regularly scheduled meeting, to any Active Member who has reached the age of seventy (70), and who has completed thirty-five (35) years of osteopathic practice following graduation from a COCA accredited osteopathic medical school, and has (10) consecutive years immediately prior to the time of award as an active member in good standing of the Association.

The Board of Trustees may, by a two-thirds vote, grant Life Membership for good and sufficient reason other than those stated above.

Life Members shall have the privileges and duties of active members, except they may not hold Executive office.

- (g) **Associate Membership** may be granted to any person, excepting Doctors of Osteopathic Medicine who are licensed to practice in this state, by a majority vote of the Board of Trustees present at a regularly scheduled meeting.

Associate Members shall have voice but shall not have vote, and shall not hold office. The Associate Member will receive publications of the Association and may attend the state conventions at the regular member fee.

- (h) **Intern, Residents, Preceptees** in ACGME accredited training programs in Florida, and **Students** of Osteopathic Medicine may be granted membership by a majority vote of the Board of Trustees who are present and voting at any regularly scheduled meeting even though they may not hold a license to practice in Florida.

Any such application must be endorsed by the President or Dean of the applicant's College, and the authority in the hospital or office in which applicant is working.

Such members shall have neither voice nor vote and may not hold office. They may receive publications of the association and may attend the state convention at fees prescribed by the Board of Trustees.

- (i) **Out of State Members** shall be graduates of COCA accredited colleges of osteopathic medicine.

Out of State Members may be granted membership by a majority vote of the Board of Trustees who are present and voting at any regularly scheduled meeting.

Out of State Members shall have voice, but shall not have vote and shall not hold office. They will receive the publications of the Association, and may attend the state conventions at the active member rate.

- (j) **Retired / Inactive Members** shall be graduates of a COCA accredited college of osteopathic medicine, reside in Florida, but not practice osteopathic medicine and surgery. Retired / Inactive Members shall have voice, but shall not have vote.

Inactive Members may be granted membership by a majority vote of the Board of Trustees who are present and voting at any regularly scheduled meeting. They shall receive the publications of the Association and may attend the state conventions at the member fee.

- (k) U. S. Public Health Service/Military membership is limited to those on active U. S. Public Health Service or active Military Service. They shall have voice, vote and shall be able to hold office and be a trustee.
- (l) **Disabled / Part-time** – A member may be exempt from all or partial dues, which shall be determined by a three-fourths (3/4) majority of the Board of Trustees present and voting.

### Section 3: Resignation

- (a) Any member desiring to resign his membership in this Association shall present his resignation in writing to the Chief Executive Officer.

Acceptance of member's resignation shall in no event relieve that member from accrued financial obligations to the Association. Resignation by a member against whom a disciplinary action is pending shall not relieve that member of compliance with the final action of the Board regarding same, and the Board may condition re-admittance upon compliance with same. Resignation for any reason shall not terminate the jurisdiction of the Association to proceed with or institute any disciplinary action.

- (b) Any member who takes no action to resign from membership, and does not comply with the dues requirement for maintaining his membership, shall be categorized as either "suspended" or "dropped", as defined in Article IV, Section 2(b) and (c).

### Section 4: Disciplinary Action

- (a) All ethics complaints received at the executive office or district society will be immediately mailed or hand-delivered to the Chief Executive Officer of the Florida Osteopathic Medical Association in Tallahassee, Florida.

The Chief Executive Officer will then document and record the complaint.

The Chief Executive Officer will then notify the complainant that the complaint has been received and an investigation is in process.

The Chief Executive Officer will then forward the complaint to the Chairperson of the Ethics Peer Review Committee. The Chairperson will review the complaint and promptly refer the complaint to the Ethics Peer Review Committee.

Upon completion of the investigation the investigator shall send a written report to the Chairperson.

The Chairperson shall submit a report to the Ethics Peer Review Committee at its next regularly scheduled meeting. If the Chairperson decides that the matter is of such urgency that it cannot wait until the next regularly scheduled meeting, the Chairperson may then schedule a meeting or arrange for a telephone conference meeting. If the meeting is by telephone conference, then the Chairperson shall see that all members of the committee receive the available information at least twenty-four (24) hours before the meeting.

The Ethics Peer Review Committee may either:

- (1) Dispose of the matter by majority vote, or;
- (2) Refer the matter back for a further investigation with specific recommendations as to what additional information is needed.

If referred for further investigation, then the investigative process described above shall be utilized.

After a decision by the Ethics Peer Review Committee has been reached, the result is then reported in writing to the Chief Executive Officer of the FOMA, who will then properly record the decision and notify all parties accordingly.

- (b) Upon receipt of the findings of the Ethics Committee, the Board of Trustees may, by a two-thirds vote of its members present and entitled to vote at any duly called meeting, impose additional disciplinary action on any member. Prior to the calling of any such meeting, such member shall first have received written notice and the opportunity to be heard by the Board of Trustees in the same manner as provided in Article V, Section 5.
- (c) Any of the following acts are deemed to be professional misconduct and shall constitute grounds for which disciplinary actions may be taken:
  - (1) Engaging in any willful violation of the Bylaws or Code of Ethics of this Association, or the Bylaws or Code of Ethics of the American Osteopathic Association.
  - (2) Engaging in any fraudulent, dishonorable or immoral conduct, regardless of whether connected with the practice of osteopathic medicine, and regardless of whether such act may constitute an offense under Chapter 455 or 459, Florida Statutes, a rule of the Board of Osteopathic Medicine, the Agency for Health Care Administration, lawful order of the Board or Agency previously entered in a disciplinary hearing, and regardless of the disposition of any disciplinary actions undertaken by any state or federal court or agency.
- (d) The following disciplines may be enforced by the Board of Trustees:

- (1) Censure
- (2) Probation: During the period of probation the member shall have all the rights and privileges of membership, except that he shall be ineligible to vote, serve as an officer, trustee, or committee member.
- (3) Suspension: A member who has been suspended shall lose all the rights and privileges of membership. A member shall not be suspended for a period longer than three years.
- (4) Expulsion from membership: A member who has been expelled will be ineligible to apply or to be accepted for membership for a period of five (5) years from the date of expulsion.
- (e) Resignation or suspension for any reason shall not terminate the jurisdiction of the Association to proceed with or institute any disciplinary action.

#### **ARTICLE IV: DUES**

##### **Section 1: Fixing of Dues**

- (a) Dues for membership in the Association shall be payable annually in the amount to be fixed from time to time by the Board of Trustees.
- (b) For authenticated hardship cases, a member may be exempt from all or partial dues, which shall be determined by a three-fourths (3/4) majority of the Board of Trustees present and voting.
- (c) The Board of Trustees shall fix the annual dues for all categories by majority vote of those present and voting, except Active Membership. The dues for Active Membership shall be determined by a three-fourths (3/4) majority of the Board of Trustees present and voting.

##### **Section 2: Payment of Dues & Assessments**

- (a) Dues shall be payable annually on May 1.
- (b) Should any member of the Association fail to pay annual dues or assessments within 120 days after the due date, such member shall be automatically dropped from membership in the association (unless other provisions are made) for as long as such dues remain unpaid. As a condition of reinstatement, the delinquent member shall pay current dues.

##### **Section 3: Annual Dues**

The annual dues shall be apportioned to an annual budget which shall be submitted to the Board of Trustees for approval.

## ARTICLE V: BOARD OF TRUSTEES

### Section 1: Governing Body

- (a) The Governing Body of this Association shall be a Board of Trustees, consisting of the President, President-Elect, First Vice President, Second Vice President, Immediate Past President, Five Directors at Large, and Trustees as hereinafter provided.
- (b) The Chief Executive Officer, who shall also serve as Secretary-Treasurer, shall be an ex-officio member of the Governing Body.

### Section 2: Trustees

- (a) Each District shall be allowed one Trustee for twenty-four members or less. An additional Trustee shall be allowed for each additional twenty-four members, or fraction of three-fourths (3/4) of twenty-four members of the Association of that District. For the purposes of this Article V, the term "member" shall include Active, Provisional Active, Life Members, Honorary Life Members, Active Faculty and U.S. Public Health Service/Military Members.
- (b) The Trustees shall hold office for a term of two years. Those Trustees who are elected for even numbered Districts shall be seated at the annual meeting held in even numbered years. The Trustees who are elected for odd numbered Districts shall be seated at the annual meeting held in odd numbered years.

When membership in any District increases enough to qualify for an additional Trustee, that position may be filled by the Board from nominees of the District at the next annual meeting by a majority vote of those present and voting; the term of office of such Trustee shall coincide with the terms of other Trustees in that District.

- (c) Each District should nominate Alternate Trustees equal in number to at least one-half their allowed number of Trustees, but not to exceed the allowed number of Trustees. These Alternate Trustees are to serve in the absence of the regular Trustees. They are to be elected and hold office in the same manner as the Trustees. The Alternate Trustees shall be designated by their respective districts as Alternate Trustee Seat #1, #2, #3, etc., for the purposes of being seated at the Board of Trustees meeting or in the event the office of Trustee is vacant for any reason.
- (d) The Chief Executive Officer shall furnish by September 30 of each year to the Secretary of each District, a statement of the number of members of the Association practicing in the territory represented by that District Society.
- (e) The Secretary of each District Society shall certify its nominees for Trustee(s) and Alternate(s) to the Chief Executive Officer in writing, or electronically, prior to January 1 of the year in which they are scheduled to seat the new Trustees.

- (f) In the event that an office of Trustee is vacant for any reason, the vacancy shall be filled by the highest seated alternate trustee, as previously designated by his district.
- (g) In the event that a number of alternate trustees in a District falls below one-half of the District's allowed number of Trustees, the vacancy may be filled, up to one-half, but not less than one-half the number of Trustees allowed by that District, by District nominations and certified by the District Secretary 30 days prior to any regularly scheduled meeting by the Board of Trustees.
- (h) If a Trustee fails to attend two (2) consecutive regularly scheduled meetings of the Board of Trustees without good and sufficient reason, his seat may be declared vacant.
- (i) Only Active Members, Life Members, Honorary Life Members, Active Faculty or U. S. Public Health Service/Military members practicing within a District, shall be eligible for election to the Board of Trustees, or to serve as Alternate Trustees.
- (j) Notwithstanding the provisions of this Article V, Section 2, the sitting Board of Trustees may, by a majority vote of those present and voting at a regularly scheduled meeting, vote not to seat a proposed trustee (or qualify an Alternate Trustee), in which event a substitute trustee shall be chosen as if the seat were vacant.
- (k) Unless seated as a Trustee or an Alternate Trustee for their District who would be eligible to vote, Past Presidents of the Association shall be ex-officio members of the Board of Trustees who shall have voice but no vote.

Section 3: Duties, Quorum, Meetings

- (a) It shall be the duty of the Board of Trustees of the Association to transact all business of the Association between annual sessions, except as herein provided.
- (b) The President shall be the Chairperson of the Board of Trustees and shall preside at all meetings.
- (c) The presence of a majority of members of the Board of Trustees who are entitled to vote shall constitute a quorum for the transaction of business at any meeting of said Board.
- (d) Regular meetings of the Board of Trustees shall be held at least four times a year, such meetings to be approximately ninety days apart.

Special meetings may be called by the President, by a majority of the Executive Committee, or 25% of the members of the Board of Trustees requesting said meeting in writing to the Chief Executive Officer.

- (e) The President shall appoint a nominating committee. The Nominating Committee shall present the Slate of nominations for officers and directors to the Executive Committee at the regularly scheduled meeting prior to the annual meeting. The Executive Committee, by majority vote,



shall determine and recommend the slate of officers and directors to be presented to the Board of Trustees. The Executive Committee recommendations shall be circulated to the Board of Trustees at least two weeks prior to the Annual Meeting of the Board of Trustees.

The nominating committee shall consist of five members, one of whom shall be the President, two of whom shall be members of the Executive Committee and two of whom shall be chosen from the Board of Trustees and who shall not be officers of the Association. The president shall appoint a chairperson from the members of the committee.

- (f) Nominations will be accepted from the floor.
- (g) At its Annual Meeting, the Board of Trustees shall elect the Executive Officers and Directors at-Large. They are presented by the Nominating Committee or nominated from the floor.

Section 4: Literature and FOMA Committees / Liaisons Duties & Responsibilities

- (a) The Board of Trustees may review for the printing and distribution of such literature (Publications) as it may deem advisable, and may review for the printing and distribution of an official bulletin of the Association to be distributed to all members of this Association in good standing.
- (b) Said Board shall also arrange for the compilation of FOMA Committees / Liaisons Duties & Responsibilities which shall set forth the necessary committees and subcommittees and shall outline the functions and duties of all officers, departments, bureaus, and committees of this Association, and said Board shall from time to time amend and revise said FOMA Committees / Liaisons Duties & Responsibilities as circumstances may require.

Section 5: Removal from Office

- (a) After careful investigation, the Board may, by a two-thirds vote of its members present and entitled to vote at any duly called meeting, remove from office any officer, director, trustee or representative of the Association, upon the grounds that such person is guilty of malfeasance, misfeasance, incompetence, or neglect of duty in office, or any of the grounds mentioned in Sections 459.014 or 459.015, Florida Statutes, Florida Practice Act, as grounds for disciplinary action of the license of an osteopathic physician and surgeon by the Florida State Board of Osteopathic Medicine.
- (b) No such officer, director, trustee or representative of the Association shall be so removed unless this FOMA member has been served by the Chief Executive Officer with a written copy of the charge or charges made against the FOMA member. The grounds for removal, and written notice of the time and place of the Board meeting where his/her removal will be considered by said Board, shall be furnished an opportunity to be heard, in person or by a representative, or in writing, in defense of the charges so made at such meeting.
- (c) Such notice and copy of charge or charges shall be served upon such director, trustee or representative by delivering same to him personally or by mailing the same by

certified or return receipt requested mail addressed to his last known mailing address as shown by the records of the Association, and delivered or mailed, as the case may be, not less than thirty (30) days nor more than ninety (90) days prior to the day of said meeting.

#### Section 6: Charters to District Societies

The Board of Trustees may from time to time grant charters to Societies organized in the Districts of the State, as hereinafter provided. Such charters shall be in the form of a Constitution and Bylaws, defining the relationship of such District Societies to this Association and shall contain such other and further matters as the Board of Trustees may determine to be necessary and proper.

Each such charter shall mandate eligibility for district membership as dependent upon membership in the Florida Osteopathic Medical Association.

All District Charters are subject to approval, disapproval, alteration or revocation by the Board of Trustees at any time.

#### Section 7: Interest Groups

The Executive Board of the Association may, from time to time, form or dissolve Interest Groups within the Association. Such interest groups shall be comprised of no less than 10 members, in any category of memberships. Interest groups shall be open to all members in all categories and be administered by the Association. Interest groups shall meet and report their activities to the Board of Trustees at least once a year.

### **ARTICLE VI: OFFICERS**

#### Section 1:

The Executive Officers of this Association shall be a President, a President-Elect, a First Vice President, a Second Vice President, the Immediate Past President, Five Directors at Large. Such persons shall serve as the Executive Committee of the Association.

All physicians nominated to the Executive Committee of the FOMA (must be an Active member or US Public Health/Military member and will sign an attestation that he/she has no knowledge of any current adverse action(s), regarding ethical, moral, legal or unprofessional conduct that would prohibit them from fulfilling their obligations as an Executive Committee member. If a nominee has such an action, the nominee must notify the Chief Executive Officer as soon as possible to allow the Executive Committee and Nominating Committee ample time for review. The President, President-elect and any individual nominated from the floor, must comply with signing the attestation as described above before being able to serve.

Upon taking office, all officers and members of the Executive Committee shall sign the AOA/FOMA Code of Ethics and the FOMA Conflict of Interest Policy and Disclosure Form.

Each such officer, except the President and President-elect (which are automatically assigned to their new offices), shall be elected at the Annual Meeting of the Board of Trustees to serve for a term of one year.

The Chief Executive Officer shall be an ex-officio member of the Executive Committee who shall have voice but no vote. Except as described in the paragraph below, only trustees of the Association are eligible to be elected to serve as officers.

At the time of their election to office, the officers other than the Chief Executive Officer, President and Immediate Past President must be members of the Board of Trustees as an Active member or US Public Health Service / Military member.

Section 2: The President shall act as Chairperson of all meetings of the Board of Trustees and meetings of the corporate membership whenever such meetings are held. The President shall direct the activities of the Association and, except as herein otherwise provided, shall have charge of and execute all routine business of the corporation between meetings of the Board of Trustees and shall carry out all instructions of the Board of Trustees.

Section 3: The President-Elect, the First Vice President, and the Second Vice President shall, in addition to their duties as members of the Board of Trustees, acquaint themselves with the duties of the office of President, and with all functions and workings of the Association, in order to be better able to assume the duties of President.

The President and newly elected President-elect must vacate their Trustee seats. The vacated trusteeship shall be replaced in the approved manner as outlined in Article V.

Upon assuming the position of Immediate Past President, that individual will resume any remaining term in his/her vacated Trusteeship, and his/her replacement shall resume his prior position.

Section 4: The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Executive Committee or the Board of Trustees. Except as herein otherwise provided, said officers shall also perform such duties as those specified in the parliamentary authority hereinafter specified.

Section 5: AOA House of Delegates  
(a) Delegates and Alternate Delegates to the House of Delegates of the American Osteopathic Association shall be elected by vote of the Board of Trustees. Such delegates shall serve for a

term of one year and shall be instructed by the Board of Trustees on such matters as said Board may deem advisable.

- (b) The Delegation Chairperson shall send a written report to the Chief Executive Officer within thirty days after the annual meeting of AOA House of Delegates. The Chief Executive Officer shall publish a copy of the report and distribute to the membership.
- (c) In the event of a vacancy for any reason, the Chairperson of the Delegation shall appoint one of the alternates to assume the position of the vacant delegate. In the event there are no alternates the Chairperson of the Delegation may appoint a member of the Board to the position of Delegate.
- (d) A delegate or alternate delegate to the AOA House of Delegates must be either a member of the Board of Trustees of the Association, a Past President of the Association, or an Active Member of a Florida licensing board.

#### Section 6:

- (a) All officers and directors of the Association (except the Chief Executive Officer), shall be Active Members and/or U. S. Public Health Service/Military members and shall be members of the District Society, unless there is no active district society in their area, and the American Osteopathic Association.
- (b) No person shall at any time hold more than one of the following offices, to wit: President, President-Elect, First Vice President, Second Vice President, Secretary or Treasurer; provided that the same person may hold the offices of Secretary and Treasurer. The Chief Executive Officer shall serve as Secretary/Treasurer and shall be an ex-officio of the governing body.
- (c) No District Society may have members serve as President and President-elect of the Association at the same time.
- (d) No more than 3 members of the Executive Committee shall come from the same District Society.
- (e) The President Elect automatically becomes the President the year following his or her election as President Elect.
- (f) The Directors at Large may succeed themselves.
- (g) The number of years on the Executive Committee is limited to a total of ten (10) years. The only exception would be the President or the immediate Past President who will continue to serve out their terms.

- (h) Recommendations & applications presented to the Nominating Committee will be accepted only from committee members and District Society Presidents. The Nominating Committee shall then decide who to place in nominations from all recommendations & applications received.
- (i) Nominations will be accepted from the floor.

#### Section 7:

- (a) In the event that any office or position shall become vacant for any reason, the Executive Committee shall declare a vacancy. If the office shall be that of President, President-Elect or First Vice President, the appropriate succeeding officer shall fill the position, notwithstanding the number of years since the District had a President. In the event the office of Second Vice President shall become vacant, the Executive Committee shall name a successor from the current Directors-at-Large. In the event a Director-at-Large position becomes vacant, the nominating committee shall present the nomination to the Executive Committee at the next scheduled meeting, and the election shall also be held at the next regularly scheduled meeting of the Board of Trustees. In the event the Chief Executive Officer shall become vacant, the Executive Committee shall nominate a successor to the vacant office and until a successor is named for the Chief Executive Officer, the Chief Operating Officer will handle the responsibilities of Chief Executive Officer.
- (b) An office shall be deemed vacant when the incumbent dies, resigns, is removed, or becomes ineligible to hold office in this Association as provided in Article V, Section 5(a) of these Bylaws.
- (c) No office shall be deemed to be vacant as herein defined until so declared by the Executive Committee.

#### Section 8:

- (a) In the event of temporary absence or temporary incapacity of the President, the President-Elect shall assume and perform the powers and duties of the President during such temporary period; and in case the President-Elect shall become unable or unavailable to assume and perform the same, the First Vice President shall do so; and in case the First Vice President shall also be unable or unavailable to assume and perform the same, the Second Vice President shall do so.
- (b) Whenever the President shall become temporarily absent or incapacitated, he shall notify the Chief Executive Officer in writing, who shall in turn notify the temporary successor as hereinabove designated. If the President, being so absent or incapacitated shall fail to notify the Chief Executive Officer, a determination of temporary absence or temporary incapacity of the President may be made by a majority vote of the Executive Committee.

### **ARTICLE VII: DUTIES OF CHIEF EXECUTIVE OFFICER / CHIEF OPERATING OFFICER**

- (1) The Chief Executive Officer shall keep accurate minutes of the meetings of the membership and of the Board of Trustees. The Chief Executive Officer shall also keep and be the custodian of records for the Association.

- (2) The Chief Executive Officer, who shall also serve as Secretary-Treasurer, shall have charge of the funds of the corporation and shall assist in the collection of dues. The Chief Executive Officer shall keep accurate books and accounts of the Association's financial activities, and shall be bonded in such manner and amount as may be determined by the Board of Trustees from time to time. The Finance Committee will review financial Records quarterly.
- (3) The Chief Executive Officer shall work jointly with the President in the execution of the routine business of the corporation between meetings of the Board of Trustees.
- (4) The Chief Operating Officer is responsible directly to the Chief Executive Officer.

## **ARTICLE VIII: COMMITTEES**

### **Section 1:**

- (a) The Association shall have the following standing committees:
  - (1) Membership
  - (2) Medical Education/CME
  - (3) Legislative
  - (4) Budget & Finance
- (b) The Chairperson of the respective standing committees shall be appointed by the President for a term of one year, subject to acceptance of responsibilities requested. The duties and functions of these committees shall be prescribed by the Board from time to time, and included in the FOMA Committees / Liaisons Duties & Responsibilities.

**Section 2:** The President shall appoint such special committees as are authorized by the Board of Trustees from time to time.

## **ARTICLE IX: MEETINGS**

**Section 1:** The term Annual Meeting shall refer to the Board of Trustees meeting held at the Association's annual convention. At this meeting, the Association will conduct its routine business and will seat the new trustees and elect the new officers. The new trustees and officers will take office at the close of business of the annual meeting.

**Section 2:** Meeting of the Association membership may be held on call of the President, or the Board of Trustees, or by a petition of at least 25% of the members of the Association, provided such call shall be published in the official publication of the Association, mailed or electronically sent to each member at his/her last known mailing address or e-mail address at least thirty (30) days in advance, and the purpose(s) of the meeting stated in the notice and the meetings shall be limited to such purposes.

- Section 3: Educational meetings of the Association shall be conducted by the CME Committee with approval from the Executive Committee.
- Section 4: Convention fees may be charged in amount(s) to be recommended by the CME Committee and approved by the Executive Committee. Registration fee for educational meetings likewise may be charged in amount(s) recommended by the CME Committee and approved by the Executive Committee.
- Section 5: Educational programs seeking FOMA approval must be submitted to the Continuing Medical Education Committee in advance.

#### **ARTICLE X: DISTRICT SOCIETIES**

- Section 1:
- (a) The State of Florida shall be divided into Districts designated by the Board of Trustees from time to time.
  - (b) The members of the Association practicing in each District shall organize and maintain a District Society of Osteopathic Physicians and Surgeons practicing therein, in accordance with the Charter, and these Bylaws.
  - (c) A District Society shall be considered active if it has collected dues OR met within the preceding 12 months.
- Section 2: The Board of Trustees of this Association shall enforce the requirements relative to the organization and maintenance of the District Societies.
- Section 3: The Board of Trustees shall grant charters to the District Societies in the above described Districts, and shall have the power from time to time to change, alter, modify, abolish, and create Districts, and grant charters to societies organized therein.
- Section 4: The Dues and Assessments of each District Society must be submitted to the FOMA Board of Trustees for approval.

#### **ARTICLE XI: LOCAL SOCIETIES, AFFILIATE & LAY ORGANIZATIONS**

- Section 1: A District Society may organize its members into local societies, either county or city, provided no local society shall have less than five members, and provided further that the activities of all local societies shall harmonize and be in accord with the Charter and Bylaws of this Association and the Charter issued to such Districts.
- Section 2:
- (a) Upon application from any organization for acceptance as an affiliate organization, the Board of Trustees shall examine the Charter and Bylaws of such organization, and upon satisfactory proof of a general agreement of policy and governing rules with those of this Association, shall recognize the organization as an affiliate organization.

- (b) The Board of Trustees of the Association may arrange for helpful cooperation with law organizations in matters of mutual interest.

#### **ARTICLE XII: ETHICS**

The Board of Trustees shall adopt a Code of Ethics to govern the professional conduct of the members of the Association, which shall be the same as the Code of Ethics of the American Osteopathic Association as now in effect or hereinafter adopted, except that the Association may amend the same from time to time.

#### **ARTICLE XIII: FISCAL YEAR**

The fiscal year of this Association shall begin on the first day of October each year, or on such other dates as the Board of Trustees may determine from time to time.

#### **ARTICLE XIV: PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of "ROBERT'S RULES OF ORDER, REVISED" shall govern the meetings and affairs of this Association and of its officers, and of the respective District Societies and their officers when not in conflict with these Bylaws.

#### **ARTICLE XV: AMENDMENTS TO CHARTER AND BYLAWS**

Section 1: The Articles of Incorporation of this Association may be amended by resolution of the Board of Trustees and approved by a majority vote of Association members voting by mail, or voting by District Meeting, providing the number present and total "yes" and "no" are certified by the District Secretary to the Chief Executive Officer of the Association membership; provided that notice of the submission of such resolution to the vote of the membership, including the text of the proposed amendment, shall have been mailed to each member of this Association at his last known mailing address, email address or by other electronic means, according to the records of the Association, or published in a copy of the official publication, not more than ninety (90) nor less than thirty (30) days before such a vote.

Section 2:

(a) The Bylaws of this Association may be amended by resolution of the Board of Trustees, approved by three-fourths of the entire membership of the Board at any duly called meeting of the Board; provided that written notice of intention to submit the proposed amendment for adoption at said meeting, including the text of the proposed amendment, shall have been:

- (1) Filed with the Chief Executive Officer, and
- (2) notice of the submission of such resolution to the vote of the membership, including the text of the proposed amendment, shall have been mailed to each member of this Association at his last known mailing address, email address or by other electronic means, according to the records of the Association, or published in a copy of the official publication, not more than ninety (90) nor less than thirty (30) days before such a vote.

#### **ARTICLE XVI: INDEMNIFICATION**



The Association shall indemnify and save harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the Association) by reason of the fact that he is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association in such capacity, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including an appeal thereof, if he acted in good faith and in a manner he reasonably and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Any indemnification under this section, unless pursuant to a determination by the court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct as set forth in paragraph 1. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of trustees who are not parties to such action suit or proceeding.

Indemnification as provided in this section shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure the benefits of the heirs, executors, and administrators of such a person.

In the case of any civil, administrative, or investigative proceeding, prior to such proceeding being compromised, or any settlement entered into, the Association must approve such compromise or settlement prior to any indemnification.

#### **ARTICLE XVII: SPECIAL ASSESSMENTS**

The Association may, by two-thirds vote of the Trustees present and voting at any regularly or special meeting, make a special assessment of the Active and Provisional Members, if it deems it necessary to do so. Such assessments may not, during any fiscal year, exceed 50% of the annual dues payable by each member, unless presented to the membership as outlined in Article XV, Section 2 above.

The Florida Osteopathic Medical Association adheres to the American Osteopathic Association's Code of Ethics.

#### **ARTICLE XVIII: POLITICAL COMMITTEE**

The Association hereby authorizes the existence of a political committee (hereinafter "PC") which shall operate in accordance with a set of written bylaws and Chapter 106, Florida Statutes.

The PC shall operate independently from the Florida Osteopathic Medical Association, under the direction of a Board of Directors who are members or staff of the Florida Osteopathic Medical Association.

The Florida Osteopathic Medical Association shall include on its members' annual dues statements an amount to be paid by the members as dues to the PC. Such funds shall be transferred from the Florida Osteopathic Medical Association to the PC at least weekly. All PC dues paid by members shall be considered as dues paid directly to the PC and shall not be the property of the Florida Osteopathic Medical Association. All information relating to the payment of dues, including name, address, occupation and date of payment of dues, shall be transmitted to the PC with the weekly transfer of funds so that the PC may accurately and timely report dues paid to it.

Should any member of the Florida Osteopathic Medical Association elect not to be a member of the PC, he or she may do so by electing not to pay the PC dues listed on the annual dues statement.

#### **ARTICLE XIV: DISSOLUTION**

Upon the dissolution of the organization and payment of all outstanding debts, all remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, for a public purpose as determined by the Board of Trustees.