

**American College of Osteopathic Emergency Physicians**  
**MEMBERSHIP MEETING**  
**Wigwam Resort and Spa**  
**Litchfield Park, Arizona**  
**April 21, 2006**

**MINUTES**

**Participants:**

John C. Agee, DO, FACOEP  
Jamil A. Alarafi, DO  
David L. Allen, DO  
Victoria Allison, DO  
Arash Armin, DO  
S. Backman, DO, FACOEP  
Fred Bailor, Jr., DO, FACOEP  
Levente Batizy, DO, FACOEP  
Gregory Beirne, DO, FACOEP  
Peter A. Bell, DO, FACOEP  
Frank Benes, III, DO, FACOEP  
Ronald Bishop, DO, FACOEP  
Wm. Bograkos, DO, FACOEP  
Thomas A. Boyle, DO  
T. Brabson, DO, FACOEP  
Donald L. Brizendine, DO  
Donald Brock, DO, FACOEP  
Denise Buruse, DO, FACOEP  
Kenneth Byerly, DO  
Bradley J. Campbell, DO  
Douglas Carlson, DO  
Michael Carney, DO, FACOEP  
Jack Chambers, DO  
Heather Childers, DO  
Ben H. Chlapek, DO, FACOEP  
Mario Cosenza, DO, FACOEP  
Paula DeJesus, DO, FACOEP  
Douglas P. Dero, DO  
David R. Didur, DO  
Michael Doyle, DO, FACOEP  
Martin Dunskey, DO, FACOEP  
Todd Duthaler, DO  
Anita Eisenhart, DO, FACOEP  
John E. Everett, III, DO  
James P. Farinosi, DO  
Jon Finch, DO  
H. Friedland, DO, FACOEP  
Tressa Gardner, DO, FACOEP  
Mitchel Garfield, DO, FACOEP

Leon M. Garner, DO  
Christine Giesa, DO, FACOEP  
James R. Giesen, DO  
Jon R. Gildea, DO  
Edward E. Goetten, DO  
Robt Goodman, DO, FACOEP  
Thomas E. Green, DO  
Angela Gruesen, DO  
Joseph Guarnaccia, DO  
Douglas M. Hill, DO, FACOEP  
Staci Holles, DO  
R. Hughes, DO, FACOEP  
Robert L. Hunter, DO  
Anwer Hussain, DO, FACOEP  
Juleen Jandali, DO  
Edward J. Jelonek, DO  
A. Jennings, DO, FACOEP  
Julie Johns, DO  
Samuel N. F. Johnson, DO  
B. Johnson, Jr., DO FACOEP  
Wayne T. Jones, DO, FACOEP  
R. Kellenberger, DO, FACOEP  
Kenneth R. Keller, DO  
Howard Kessler, DO, FACOEP  
Drew A. Koch, DO, FACOEP  
William Kokx, DO, FACOEP  
Alexander A. Kucewicz, DO  
Jos. Kuchinski, DO, FACOEP  
Jay Kugler, DO, FACOEP  
James M. Larkin, DO, FACOEP  
Brandon Lewis, DO  
Geo. Librandi, DO, FACOEP  
P. Bryan Lilly, DO  
B. Longenecker, DO, FACOEP  
Rose Mack, DO  
C. Martella, DO, FACOEP  
Roger G. Meadows, DO  
Ragini Mehta, DO  
Sarah K. Minor, DO

Joe A. Nelson, DO, FACOEP  
Mark C. Netzel, DO, FACOEP  
Thomas O'Hare, DO, FACOEP  
Michael Oster, DO, FACOEP  
Steven Parrillo, DO, FACOEP  
A. Steven Pecora, DO  
Kimberly Perry, DO, FACOEP  
Christine M. Perry, DO  
Amy Poholski, DO, FACOEP  
John Prestosh, DO, FACOEP  
Stephen Pulley, DO, FACOEP  
Denis J. Reavis, DO  
Karen H. Rickert, DO  
Kevin Roth, DO, FACOEP  
Otto Sabando, DO, FACOEP  
Monte Sellers, DO, FACOEP  
M. Lee Shriner, DO  
J. Shuler, DO, MS, FACOEP  
Duane Siberski, DO, FACOEP  
Bryan D. Staffin, DO, FACOEP  
Douglas D. Stern, DO  
Murry B. Sturkie, DO, FACOEP  
Glenn F. Suacillo, DO  
Michael Todd, DO, FACOEP  
Harrison Tong, DO  
James M. Turner, DO  
David A. Wald, DO, FACOEP  
John Palmer Weddle, DO  
F. Wenger, Jr., DO, FACOEP  
Bruce Whitman, DO, FACOEP  
Brian Wiley, DO, FACOEP  
Ernest R. Williams, DO  
Lara M. Wiziecki, DO

---

The President, Paula Willoughby DeJesus, D.O., FACOEP called the meeting to order at 12:30 p.m. and the first order of business was the approval of the Minutes of the Membership Meeting on October 23, 2006. A motion was made, duly seconded, and a vote was taken to unanimously approve the Minutes, as written.

### **Special Order of Business**

Dr. DeJesus informed the membership that the ACOEP is in the process of reincorporating in the State of Illinois, transferring the incorporation status of the Association from the State of Ohio. The advantages of this would remove the onus of registering the Association in both states and by being an Illinois corporation the Association would be allowed to have members vote by mail, which is not an option currently. The first step is the approval of the Merger agreement.

The following resolution was presented for approval of the members present:

### **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is dated as of April 21, 2006, by and between The American College of Osteopathic Emergency Physicians, an Ohio nonprofit corporation ("ACOEP-Ohio"), and The American College of Osteopathic Emergency Physicians - Illinois, an Illinois not-for-profit corporation ("ACOEP-Illinois") (ACOEP-Ohio and ACOEP-Illinois are sometimes referred to herein as the "Constituent Corporations").

WHEREAS, ACOEP-Ohio is a nonprofit corporation duly organized and existing under the laws of the State of Ohio and ACOEP-Illinois is a not-for-profit corporation duly organized and existing under the laws of the State of Illinois; and

WHEREAS, the Board of Directors of each of the Constituent Corporations has determined that it is advisable and in its corporation's best interests for ACOEP-Ohio to be merged with and into ACOEP-Illinois, with ACOEP-Illinois being the surviving corporation, on the terms and conditions set forth herein.

THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. Approval of Merger.
  - (a) The members of ACOEP-Ohio shall adopt this Agreement in accordance with the Ohio Nonprofit Corporation Law.
  - (b) The Board of Directors of ACOEP-Illinois, having no members, shall adopt this Agreement in accordance with the Illinois General Not For Profit Corporation Act of 1986 (the "Illinois Act").
2. Merger. At the Effective Date of the merger, the separate existence of ACOEP-Ohio shall cease and ACOEP-Ohio shall be merged with and into ACOEP-Illinois (the "Merger"), which shall continue its corporate existence and be the corporation surviving the Merger. ACOEP-Illinois, as it will exist following the Merger, is sometimes hereinafter referred to as the "Surviving Corporation."
3. Effective Date. The Merger shall become effective at the time articles of merger with respect to the Merger are filed with the appropriate authorities in the State of Ohio and the State of Illinois, as required by the applicable laws of such states, after satisfaction of the requirements of the applicable laws of the State of Ohio and the State of Illinois. The date and time when the Merger shall become effective is referred to herein as the "Effective Date."

4. Terms of Merger. The terms and conditions of the Merger are as follows:
- (a) The name of ACOEP-Illinois, following the Effective Date of the Merger, shall be "The American College of Osteopathic Emergency Physicians."
  - (b) Article 1 of the Articles of Incorporation of ACOEP-Illinois is hereby amended to read as follows:  
  
Article 1. The name of the corporation is: The American College of Osteopathic Emergency Physicians
  - (c) The Articles of Incorporation of ACOEP-Illinois, as amended by Section 4(b) above, shall be and remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with the Illinois Act.
  - (d) The bylaws of ACOEP-Illinois as they shall exist on the Effective Date of this Merger shall be and remain the bylaws of ACOEP-Illinois until the same shall be altered, amended, and repealed as therein provided.
  - (e) From and after the Effective Date, the directors and officers of the Surviving Corporation shall be comprised of the directors and officers of ACOEP-Ohio holding office immediately prior to the Effective Date, who shall hold office subject to and in accordance with the bylaws of the Surviving Corporation.
  - (f) Each member of ACOEP-Ohio in good standing immediately prior to the Effective Date shall be and constitute a member in good standing in the same category of membership of ACOEP-Illinois.
  - (g) From and after the Effective Date of the Merger, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises of a public, as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, provided, however, that the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.
  - (h) The proper officers and directors of the Constituent Corporations shall execute and deliver all such documents and take all such actions as may be necessary or advisable, or as may be requested by the Surviving Corporation from time to time, in order to vest fully all the property rights of the Constituent Corporations in the Surviving Corporation and otherwise carry out the intent of this Agreement and the transactions contemplated hereby.
  - (i) Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be abandoned by the mutual consent of the Constituent Corporations, evidenced by

appropriate resolutions of their respective Board of Directors, at any time prior to the Effective Date of the Merger.

- (j) The principal office of the Surviving Corporation shall be located at the following address, until such time as the Board of Directors may establish a new principal office in accordance with the Bylaws of the Surviving Corporation: 142 E. Ontario Street, Chicago, Illinois 60611.
- (k) The Surviving Corporation hereby consents that it may be sued and served with process in the State of Ohio in any proceeding for the enforcement of any obligation of ACOEP-Ohio, and hereby irrevocably appoints the Secretary of State of Ohio as its agent to accept service of process in any such proceeding.
- (l) The interpretation and enforcement of this Agreement shall be governed by the laws of the State of Illinois.

A motion was made, duly seconded, and approved unanimously by the membership. Dr. DeJesus informed the membership that they will be voting on the revised bylaws in the Fall.

### **Officer Reports.**

**President's Report.** The American College of Osteopathic Emergency Physicians is thriving. Two years ago under the leadership of Immediate Past-President Victor Scali, we had our first strategic planning Board retreat. Through a professional facilitator, we were able to introspectively look at our College. We discovered what we felt intuitively, that the American College of Emergency Physicians is a highly cohesive organization. As a medium sized national organization, we enjoy personal interactions with other College members. We remember our history of small beginnings and can relate to the maturation of its growth. We can identify with other members that are new to us because of their professional relationship with members with which we have common links. Our College has a responsive flexibility because of that connectivity that larger organizations envy. We see challenges that have such far-reaching implications that outstrip our own surge capacity. We see the vision of who we are and what are members expect. Strategic planning has come out of the Board Room. It is no longer an episodic exercise but an ongoing vital process for our performance as an organization. This is the face of our College. We have begun to shape our strengths and position of leadership in the national arena. With this introspective review, we have turned to our future.

At this meeting, the Board voted to approve the organizational chart, the job descriptions for Board members, Board Officers, and Committee leaders. The next iteration of our strategic plan will be assembled with the Committee goals and objectives. The Committees will roll out their new process of leadership accountability with the development of their Project Progress Reports. The new process of convening regular meetings with the Committee Chairs and Vice-Chairs continues. This assures real time connections for the Committees to the Board in addition to the assigned Board Liaison. It also allows a forum for Committee leaders to meet with each other to share common ground. The sleeping giant will begin to awaken. The building blocks of this College, the members, are moving into position to become the driving force of the College.

Over the past year, your Board and fellow members have represented you to the AOA, other national organizations and internally on our own Committees. At the AOA, we were successful in stopping a resolution to allow general session CME to be counted for Emergency Medicine specialty CME credit and diluting our competency requirements. The agendas for the Membership Meeting and the Board's deliberations have been retooled. Shifting focused interest reports to the appropriate Committees. Last year's town hall meeting of six small groups generated important directives for the College. I have funneled these directives into discussion points for the Board and Presidential Initiatives. We have awarded the contract for the development and maintenance of our web page. We have encounter unexpected with previous associations but will work through these to protect the College and its members. As you are aware three ad hoc Committees, OMM, Geriatric Emergency Medicine and International Emergency Medicine,

were organized. The OMM and Geriatric Committees will become educational initiatives under the Continuing Education Committee. We will consider the next step for the International Committee based on the Chair's report to the Board. The Board is committed to providing committee venues to the members of this College to promote the advancement of our specialty. Face to face, interaction of Committee members as well as other mechanisms of communication is vital to the ability of the Committee to succeed. The productivity of our Committees not only at meetings but also throughout the entire year is crucial in fueling and revitalizing our College.

Fiscally we are on solid ground. Dr. Kuchinski will present our financial data in more detail. We will pursue relationships that serve the members and strengthen the College.

We have also focused on our external environment. We have maintained our relationships with the AOA, AOBEM, and our liaison organizations and continue to serve on two other national Boards. You will have the opportunity to hear their reports shortly. We have continued to represent the College at the working group of national emergency medicine organizations. This group consists of other national bodies such as NAEMSP, ACEP, AAEM, CORD, and SAEM. This group met at AAEM's yearly meetings in February and will next meet in May at SAEM. It also includes the resident organizations and we will have our resident leader attend as well. The current representatives to this working group are Duane Siberski, ACEP Liaison, Peter Bell, and myself. Alex Rosenau will explore recommendations for a relationship between the Program Directors and CORD.

The next leadership cabinet will start to take shape with our President-elect, Peter Bell. He will look to you to accept leadership roles as liaisons, in committees and process participation. I encourage you to welcome these challenges and join your colleagues in shaping your professional future. Thank you for your commitment and support to the College.

**Executive Director.** Ms. Wachtler's report was not presented at this time as she was called away from the meeting due to a family emergency, however, her report will appear in the July issue of The Pulse, which will be posted on the website in mid-July.

## **Chapter Reports**

**Student Chapter.** Joshua Linebaugh, President of the Student Chapter presented a verbal report to supplement his written report, which will be reported in the July issue of the Pulse. He also presented a brief summary of the student's educational plans for the spring and fall meetings. A brief discussion was held as to the development of a national mentor program that will link mentors with both the membership and GME or program director committees.

**Resident Chapter.** Brandon Lewis, D.O., President of the Resident Chapter, presented a verbal report on the activities of the Chapter. He was pleased to report that the resident committees have been reactivated and that they are very anxious to work with the ACOEP to redevelop the resident pages. He reported that the Resident Chapter is planning two workshops at the fall conference.

## **Committee Reports**

**Continuing Medical Education.** The Chair, Anita Eisenhart, D.O., FACOEP presented the report of the CME Committee. He reported that all the various subcommittees reported to the full CME Committee with agendas for the 2007 year. The only group not present was that of Toxicology, however, they will be developing a program for August 2007 to be held in Ohio and will report to the Committee in October.

**Communications.** Drew A. Koch, D.O., FACOEP, Chair of the Committee, presented the Committee's report. He reported that the Committee endorsed the purchase of web services from Brust and Associates and the purchase of the on-line data services required to support member functions.

**Emergency Medical Services.** Wayne Jones, D.O., FACOEP, Chair of the Committee presented the Committee's report. Dr. Jones stated that the Committee reviewed issues on the Presidential Incentives.

**Graduate Medical Education.** The report of the GME Committee was presented, as written, by Douglas Hill, D.O., FACOEP, Liaison to the Committee. He stated that the committee met in February and was planning a conference call in June rather than a full meeting as budgeted.

**Governmental Affairs.** Dr. Kuchinski reported that this group was not scheduled to meet until the Fall.

**Membership and Credentials.** Murry B. Sturkie, D.O., FACOEP, Chair of the Committee presented its report. He reported that the Membership Committee considered two requests for Life Membership and several policies on classes of membership. The policies on the Classes of Membership were taken from the current Constitution and Bylaws for inclusion in a policy document and they were accepted as written.

**Pediatric Emergency Medicine.** Anita Eisenhart, D.O., FACOEP, Chair of the Committee reported that the Board of ACOEP supported the Committee's request to submit criteria for CAQ in Pediatric Emergency Medicine to the AOBEM for its consideration, thus moving forward with the development of a recognition process for those osteopathic physicians who completed an allopathic pediatric emergency medicine program to gain recognition of this training. The Committee also began work on a training standard that should be submitted to the GME Committee in the Fall.

**Practice Management.** The report was presented by Dr. Bell; he stated that the Committee reviewed existing policies and began development of policies on the definition of "attending" physicians; onboard equipment for airlines, direct advertising, and pay for performance plans. These issues would be worked on by the members and drafts submitted to the ACOEP Office in late summer for review by the Committee in October.

**Program Directors.** Dr. DeJesus presented a short report on this committee and stated that they will be crafting their goals and objectives over the summer for submission to the group in October.

**Research.** Juan Acosta, D.O., FACOEP, Chair of the Committee presented the Committee's report and informed the members present that the Research Competitions were on track for the Fall Seminar. Research posters would be hung on the convention floor and that both the CPC and the Oral Abstract competitions were also scheduled.

**Undergraduate Medical Education.** Howard Friedland, D.O., FACOEP, Chair of the Committee presented the report that included details of the new edition of the CD lecture series as well as Convention activities.

### **Affiliated Organizational Reports**

**AOBEM.** Dr. Staffin presented his report as written and provided the Board with a brief overview verbally. He stated that the recertification examination now allowed physicians two opportunities to pass the examination prior to recertification. Previously, physicians had only one time in which to participate in the recertification examination before their certificate expired. He explained that at the end of 2006, COLA 1 would close and that the Board is developing COLA 4 now and it does not include any textbook references to allow for incorporation into a process for procuring articles on line.

A suggestion was made for a joint meeting of the Board of Directors of both agencies that would involve a practice session. ACOEP Staff was asked to investigate this potential in either the fall of 2006 or the spring of 2007.

Dr. Staffin briefly addressed the joint template for CME that was developed by the ACOEP and AOBEM and stated that their letter was sent to the AOA and this should be addressed at the Bureau of Osteopathic Specialists in June. He also urged ACOEP to make sure that a representative was available to the Board at its own June meeting in Philadelphia to discuss this issue.

There being no further business, the meeting was adjourned at 1:30 p.m.

Respectfully submitted,

*Donna Verga*

Thomas Brabson, D.O., FACOEP  
Secretary

Donna Verga  
Recording Secretary

TAB/DV/jw