American College of Osteopathic Emergency Physicians  
MEMBERSHIP MEETING  
Marriott Harbor Beach Resort and Spa  
Fort Lauderdale, Florida  
April 5, 2015  

Minutes

**Members Present:**

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<th>Name</th>
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<td>Juan F. Acosta D.O., M.S., FACOEP-D</td>
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<td>Frank C. Biondolillo D.O., FACEP, FACOEP, FAAEM</td>
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<td>Mae F. De La Calzada D.O.</td>
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<td>Paula Willoughby DeJesus D.O., MHPE, FACOEP-D</td>
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<td>Kayla Guidry</td>
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<td>William Hampton D.O.</td>
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<td>Mary Katherine K. Harper D.O.</td>
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The meeting was called to order at 12:50 p.m. by the President, Mark A. Mitchell, D.O., FACOEP. He asked that all members repeat the Osteopathic Pledge of Commitment, following which he informed the members that they can sign in electronically using a special code for this meeting. At this time he asked for a motion to approve the Minutes of the October 2014 Minutes, a motion was made and duly seconded to approve these Minutes, as written. A vote was taken and the Minutes were approved.

Dr. Mitchell then welcomed AOA’s President-elect, John W. Becher, D.O., FACOEP-D to the podium to speak about the AOA, his upcoming term and how the college may assist him. Dr. Becher thanked Dr. Mitchell and the members.

Dr. Becher stated that AOA was approached by ACGME more than ten years ago to combine their programs because AOA was able to create good quality physicians in community sessions, something the ACGME formula could not do. Since that time, the AOA and ACGME have spoken about this unified pathway and now it’s become a reality. Programs will continue to be developed by AOA entities until they are up to the deadline that will see their final graduates on June 30, 2020. By that time all AOA-approved programs should be transitioned to ACGME and those that are not will cease to exist.

The AOA has ensured its legacy by having specific seats on Boards and Committees of the ACGME and over the next five years the ACGME Board will increase osteopathic seats from four to eight. There is also an osteopathic emphasis committee to ensure that any program that wishes to remain osteopathic has sufficient content to train its physicians, whether they be MD or DO graduates.

Dr. Becher emphasized that as of April 1, institutions were being accredited as training centers and once the institutions were approved, programs within these could begin applying for accreditation. Also decisions regarding AOBEM certified physicians as program directors should be made in the coming weeks as the Review Committees were beginning to meet and review the certification processes.

He reminded members that it is important to have a voice on AOA’s Bureaus, Councils, and Committees and encouraged members to submit their CVs and letters of intent through the AOA’s website.

**Presidential Report** – Dr. Mitchell directed members to his written report on the app and welcomed a new affiliate organization, the American Association of Emergency Nurse Practitioners. Dr. Mitchell stated that we will be assisting this organization to get off the ground and become regular participants in our programs. We will be interfacing with a number of emergency medicine specialty groups to grow our
conventions and provide quality education, not only to emergency physicians but the people they work shoulder-to-shoulder on a daily basis.

**President-elect Report** – Dr. Prestosh stated his report was as written and reported on his intent to develop interest in emergency medicine and ACOEP by visiting a number, if not all colleges and residency programs during his two years in office.

**Secretary’s Report** – Dr. Levy reported that he and Ms. Wachtler had spent a number of months redeveloping the Policy Manual for the Staff and in addition, the auditors required him to address, in front of members, errors made at the office level. He indicated the report of the auditors attached to his report and asked if members had any questions. Hearing none, he turned the floor over to the Treasurer.

**Treasurer’s Report** – Dr. Giesa reported that the Audit of the ACOEP’s last fiscal year (2013 – 2014) was conducted in December 2014. She reported that the College’s total assets increased by $22,818 when compared to (2012 – 2013). The current budget, through mid-March, indicates that the College will meet its stated goals of a profitable year. This year we have seen all our educational programs net profits and as of mid-March there were no expenses that were over budget.

**Immediate Past President’s Report** – Dr. Christiansen reported on his activities with the Emergency Medicine Action Fund and its regulatory input on behalf of all the emergency medicine groups, of which he represents ACOEP on its Board.

**Executive Director’s Report** - Ms. Wachtler gave a brief report on the e-learning platform that the College has now contracted with and its plans to develop a “Digital Classroom” offering programs for physicians requiring CME to fulfill a small portion of his or her CME requirements annually.

**Student Chapter Report** – The Student Chapter’s National President, Cameron Meyer, presented the affiliate’s report providing insight on the activities at both a local and national level since last October.

**Resident Chapter Report** – The Resident Chapter’s National President, Andrew G. Little, D.O., presented the affiliate’s report, informing the membership about the successful implementation of the regional symposium, the first of which was presented in Columbus, Ohio in February.

**Foundation for Osteopathic Emergency Medicine (FOEM)** - Dr. Sherry Turner presented the Foundation’s giving a brief update of its mission and presenting the awards for its Case Poster Competitions and 5K Run for Research. The First Place winner for the Case Poster Competition from Aria Health is Michaeleena “Micki” Carr, D.O., for her poster titled, *Isolated Leg Pan and Paralysis: Following a Case of Aortic Dissection*. The Second Place winners were tied from St. Barnabas Hospital and Midwestern University, respectively are Atif Frarooqi, D.O., for his poster titled, *Losing Her Son Broke Her Heart* and Ryan Misek, D.O. for his poster titled, *Central Venous Sinus Thrombosis and Post-Partum Headache*.

The winners from the 5 K Run for Research are (for men) 1st Place – John Sillery, D.O. 2nd Place - Serge Wentzel, D.O., and 3rd Place – Corey Lindberg, D.O. For women – 1st Place - Regina Schmidt (ACOEP Staff). 2nd Place – Jenny Boscovich, D.O., and 3rd Place – Ashley Redinger, D.O.

**American Osteopathic Board of Emergency Medicine** – Dr. Donald Phillips gave a brief update of the certifying board’s activities and presented some of its statistics to the members.
At this time, Dr. Mitchell brought forward a resolution to amend the Bylaws of the American College of Osteopathic Emergency Physicians. He explained that the changes were sent to all voting members in mid-January for their review and comment. The College has not received any feedback on this document. He asked for questions and hearing none, he entertained a motion for the approval of the document, as written. A motion was made and duly seconded for the approval of the Bylaws as amended; a vote was taken and this was approved. He informed the audience that this would now go to the AOA’s Basic Document Committee and be looked at the summer meeting of this committee.

He asked for any questions or comments from audience. A physician asked about the possible development of a Wilderness Medicine Special Interest Group. Dr. Mitchell stated that the Board would consider this at its October meeting and report back to the membership near the end of 2015.

Hearing no further questions, he called for a motion to adjourn and the meeting was adjourned at 2:04 p.m.

Respectfully submitted,

David L. Levy, DO

David L. Levy, D.O., FACOEP
Secretary

DLL:jw

Attachment: Draft Bylaws
BYLAWS
OF THE
AMERICAN COLLEGE OF OSTEOPATHIC
EMERGENCY PHYSICIANS

(Old material crossed out; new material in capital letters)

ARTICLE I
Name and Purpose

Section 1. Name. The name of the corporation shall be the American College of Osteopathic Emergency Physicians (hereinafter the “College”) an Illinois not-for-profit corporation.

Section 2. Purposes. The purpose of the College shall be to serve as a professional association promoting the practice of emergency medicine by osteopathic physicians, and other emergency medicine healthcare providers. interests of ITS MEMBERS, WHICH MAY INCLUDE DOCTORS OF Osteopathic MEDICINE AND DOCTORS OF MEDICINE, WHO PRACTICE emergency MEDICINE physicians, (HEREINAFTER THE “EMERGENCY PHYSICIANS”) ADVANCED PRACTICE PROVIDERS (HEREINAFTER THE “PROVIDERS”). The College shall have the responsibility to:

(a) Provide and evaluate emergency medicine continuing education for osteopathic physicians.

(b) Encourage, advise, and assist osteopathic EMERGENCY physicians AND healthcare PROVIDERS in emergency medicine clinical research.

(c) Encourage, evaluate and implement the training of osteopathic EMERGENCY physicians and students in emergency medicine.

(d) Contribute to the educational endeavors of American Osteopathic Association-affiliated organizations whose purpose is to ensure the progress PROMOTION of osteopathic education and improvement of public health.

(e) Promote coordination of community osteopathic emergency care facilities and personnel.
(fE) Disseminate information that will TO increase understanding of all osteopathic physicians, OTHER HEALTHCARE PROVIDERS and the public, of the nature of service provided by osteopathic emergency physicians as it relates to the provision of healthcare in our society.

(gF) Help maintain PROMOTE the PHILOSOPHY OF THE osteopathic school of medicine as a separate and distinct institution of the healing arts profession.

ARTICLE II

Offices

The College shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices in or out of the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III

Members

Section 1. Membership. Membership may be granted to any individual who (i) meets the criteria set forth for each category of membership in the College; (ii) shares interest in and supports the purposes of the College; (iii) abides by the MOST CURRENT EDITION OF THE Code of Ethics of the American Osteopathic Association (“AOA”) (as may be amended from time to time); (iv) abides BY these Bylaws, and such other policies, rules, and regulations as the College may adopt; and (v) meets such additional criteria for each category of membership in the College as the Board of Directors may from time to time establish:

(a) Charter Member. Charter membership shall be granted to all individuals who became a member of the College (regardless of member category) during the thirty (30) days following the College’s recognition by the AOA. The College shall designate a Charter member status as either active, LIFE, RETIRED or inactive.

(b) Active Member. Active membership may be granted to any individual who is a duly licensed Doctor of Osteopathic Medicine OR DOCTOR OF MEDICINE (the “physician”) who meets the criteria set forth below:
(1) The physician must engage primarily in the practice or administration of emergency medicine, which is defined as the (i) practice or administration of emergency medicine in an emergency care facility for three years prior to the date of application; or (ii) successful completion of an emergency medicine residency program approved by the AOA or ACCREDITATION COUNCIL ON GRADUATE MEDICAL EDUCATION (ACGME).

(2) The EMERGENCY physician must engage in appropriate educational activities, as defined in one of the following: (i) participation in continuing medical education activities sufficient to satisfy ACOEP CME requirements for emergency medicine PHYSICIANS specialists (this activity must occur during the three (3) years prior to the date of application); or (ii) successful completion of an emergency medicine residency program approved by the AOA or ACGME.

(3) Active members must attend one (1) annual meeting of the members of the College every three (3) years to maintain Active membership status, and must continue to meet the criteria for Active membership at all times.

(c) Associate Member. Associate membership may be granted to any individual HEALTHCARE PROVIDER who does not meet the criteria for Active membership, but who has demonstrated a sincere interest in emergency medicine, and the College, and has been recommended for Associate membership by the College’s Committee on Membership and Credentials.

(d) Honorary Member. Honorary membership may be granted, upon application to the Board of Directors, to individuals of distinction who have provided outstanding service to the College, osteopathic profession, or distinguished members of the College who have retired from practice, and who meet the criteria established by the Board of Directors.

(e) Retired Member. Retired membership may be granted, upon application to the Board of Directors, to any individual who would otherwise be eligible to be an
Active member, but who is officially and permanently retired from the practice of emergency medicine.

(f) **Life Member.** Life membership may be granted, upon application to the Board of Directors, to any member who meets at least one of the following criteria:

(1) Documented, permanent disability which precludes him or her from the practice of emergency medicine; or

(12) Twenty-five (25) years of continuous, active membership in the College and HAS REACHED THE FEDERALLY DEFINED RETIREMENT AGE sixty (60) years of age (or older); or

(23) Permanently retired OR DISABLED physician with a minimum of twenty (20) years of continuous, Active membership in the College prior to being designated a Retired member, and a minimum of five (5) years or Retired membership status in the College; or

(54) Sixty (60) years of age (or older), active member of the College for at least ten (10) consecutive years, and officially and permanently retired from the practice of emergency medicine.

(g) **Resident Member.** Resident membership may be granted to any individual who is licensed as a Doctor of Osteopathic Medicine or Doctor of Medicine, who is currently enrolled in an AOA-approved OR ACGME APPROVED emergency medicine residency program.

(h) **Intern Member.** Intern membership may be granted to any individual who is (i) licensed as a Doctor of Osteopathic Medicine or Doctor of Medicine; (ii) is presently enrolled in an AOA-approved internship; and (iii) exhibits a sincere interest in the specialty of emergency medicine.

(i) **Student Member.** Student membership may be granted to any individual who is presently enrolled in an AOA-approved CollegeS of Osteopathic Medicine OR SCHOOLS OF MEDICINE ACCREDITED BY THE COUNCIL ON OSTEOPATHIC COLLEGE ACCREDITATION (COCA) OR THE LIAISON COMMITTEE ON MEDICAL EDUCATION (LCME), and exhibits a sincere interest in the specialty of emergency medicine.
(j) **Active / Exempt Member.** Any College member who is TEMPORARILY incapacitated by reason of illness, or disability and for this reason unable to engage in active practice, or College members called to temporary active duty with the armed forces or serving on medical missions, may, upon application, MAY be granted membership as an Active / Exempt Member for the period of one year. However, a member may be re-elected to this classification upon annual application to the Board OF DIRECTORS.

(k) **Fellow Member.** An individual who has been an Active Member for at least the five consecutive years prior to application, who maintains board-certification in emergency medicine, and who meets of other criteria established by the Board of Directors, may apply for membership as a Fellow.

(l) **Distinguished Fellow Member.** An individual who has been a Fellow Member for at least ten consecutive years prior to application and continues to meet such criteria as are required for Fellow membership, and who meets other criteria established by the Board of Directors, may apply as a Distinguished Fellow.

Section 2. **Application FOR MEMBERSHIP and Election.** The Board of Directors shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the College. All applicants shall complete the application form and submit the application, along with the designated fee, to the administrative office of the College. The Board of Directors or its designee shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, whether individuals meet the qualifications necessary for membership in the College.

Section 3. **MEMBER Rights and Duties**

(a) All members shall be entitled to serve on committees and attend the member meetings and social functions of the College, but only Active Members, Active/Exempt Members, FELLOW MEMBERS, DISTINGUISHED FELLOW MEMBER and Life Members (sometimes collectively referred to herein AFTER as “voting members”) may vote. VOTING CONSTITUTES THE DETERMINATION OF COLLEGE
BUSINESS, ELECTION OF DIRECTORS AND BUSINESS DECISIONS REQUIRING MEMBER INVOLVEMENT. Each voting member shall have one (1) vote on matters submitted to a vote of the membership.

(b) Only Active members may hold office in the College and serve on the College’s Board of Directors.

(c) If Honorary membership is bestowed upon an Active member of the College, he or she may retain his or her right to vote, and shall have the privileges of Active membership for so long as he or she remains qualified for such privileges pursuant to these Bylaws.

Section 4. Resignation. Members may resign from the College at any time by giving written notice to the Secretary, provided, however, such resignation shall not relieve the resigning member of the obligation to pay any dues or other charges previously incurred that remain unpaid. Any application for reinstatement of membership in the College by a former member shall be denied until such time as said member has paid any and all outstanding dues in full.

ARTICLE IV

Ethics

Section 1. Principles. The MOST CURRENT EDITION OF THE AOA’s Code of Ethics as may be amended from time to time shall be the principles of ethics of the College.

Section 2. Grounds for Removal. Membership rights may be suspended or terminated for any of the following reasons: failure to comply with these Bylaws, the principles of ethics of the College, or any other policies, rules, or regulations of the College; limitation, suspension, revocation, or forfeiture by any state, province or country of the member’s right to practice medicine; unauthorized use of the College’s name, logo, or other symbols on stationery, publications, symposia advertisements, printed materials or in any other manner; and immoral, dishonorable, or unprofessional conduct consideration prejudicial to the best interests of, or inconsistent with the purposes of the College.
Section 3. **Procedures.** Suspension or termination of membership rights shall be by a majority of the Board of Directors present and voting at a duly called meeting of the Board of Directors at which a quorum is present provided that statement of the charges shall have been mailed by certified mail OR OTHER TRACKABLE METHODS OF DELIVERY to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to respond in writing before the Board of Directors takes action. Hearings involving charges of violations of the College’s principles of ethics shall be conducted in accordance with AOA guidelines, and any suspension or termination of membership rights resulting from a violation of the College’s principles of ethics shall be reported to the Executive Director of the AOA for ultimate review by the AOA Board of Trustees, and shall be accompanied by the record of such proceeding.

Section 4. **Automatic Termination.** The membership of any member who is in default of payment of dues or assessments for more than sixty (60) days, or otherwise becomes ineligible for membership, shall be terminated automatically, unless the Board of Directors delays such termination.

**ARTICLE V**

**Membership Meetings**

Section 1. **General Membership Meetings.** There will be General Membership Meetings of the College for transaction of College business, including the outcome of the annual election of Board Members. General Membership Meetings will be held in conjunction with the Annual Spring Seminar and the Scientific Assembly.

The outcome of the annual election of the Board of Directors members will be announced at the Membership Meeting held in conjunction with the Scientific Assembly. Results of
any business items requiring official action of the membership of the College shall be announced at either general membership meeting.

Written notice of the time and place of the General Membership Meeting of the College will be forwarded to each College Member at least thirty (30) days in advance of the time of such meeting, or notice of such meeting will be published in an issue of the official publication of the College and on its official website.

Section 2. Special Meetings. Special meetings of the membership of the College may be called at the request of the President or any three (3) members of the Board of Directors, or at the written request of twenty percent (20%) of the members of the College entitled to vote. The Board of Directors shall determine the time and place for holding special meetings.

Section 3. Notice. Notice of any annual or special meeting of the members shall state the time, place, and purpose of the meeting, and shall be delivered not more than sixty (60) days or not less than thirty (30) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum. Ten percent (10%) of the voting members of the College represented in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority of the voting members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 6. Mail and Electronic Voting. Voting by standard mail, e-mail or electronic polling of members shall be permitted in lieu of a vote at a duty called meeting for any item of business, including the election of officers and BOARD OF Directors. A mail vote may be called by the Board of Directors or upon written request to the Secretary of at least two-
thirds (⅓) vote of the voting members. For the election of officers BOARD MEMBERS, the
act of a majority of FIVE 10 percent (105%) or more voting members submitting or
returning ballots by a certain dates shall be an act of the members. For matters other
than the election of officers and directors, the act of A MAJORITY OF TWENTY PERCENT
(20%) a simple majority or more voting members by a date certain shall be an act of the
members, unless the action of a greater number is required by law, the Articles of
Incorporation or these Bylaws.

For a three-year period after the adoption of this revised voting policy, the College will
utilize a simple majority of voters in determining the results of the election of Board
members. This will allow sufficient time to build a culture of electronic voting and will
build toward the required ten percent (10%) majority stated above. This three-year period
will end with the election of Board members in the fall of 2014 or three years from the
adoption date of these amendments by the Board of Trustees of the American Osteopathic
Association.

ARTICLE VI
Dues and Assessment

The initial and annual dues for all members of the College, and the time for paying such dues and other
assessment, if any, shall be determined from time to time by the Board of Directors. Under special
circumstances, the Board of Directors may waive the annual dues and/or assessment for any member.

ARTICLE VII
Board of Directors

Section 1. Authority and Responsibility. The affairs of the College shall be managed by the Board
of Directors, which shall have supervision, control, and direction of the affairs of the
College, shall determine its policies or changes therein within the limits of these Bylaws
shall actively promote its purposes and shall have discretion in the disbursement of its
funds. The Board of Directors may adopt such rules and regulations for the conduct of
its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition. The Board of Directors shall be composed of fifteen (15) Board members, to include ten (10) at-large Board members, the President of the ACOEP-Student Chapter, the President of the ACOEP-Resident Chapter, and the President, President-Elect and Immediate Past President of the College. The Executive Director of the Association COLLEGE shall be invited to attend and participate in all meetings of the Board of Directors.

Section 3. Only Active, ACTIVE-EXEMPT, FELLOW, AND DISTINQUISHED FELLOW members and Honorary members who were Active members at the time they were made Honorary members are eligible to serve on the Board of Directors.

Section 4. Terms / Elections. Directors shall serve a three-year (3) term of office. No individual shall serve on the Board OF DIRECTORS for more than a total of nine (9) years, excluding any partial or un-expired terms. The Directors shall take office immediately upon the conclusion of the Fall meeting at which their election is announced and shall continue in office until the conclusion of the next following annual meeting or until their successors are duly elected and qualified. Elections for expired terms of office shall be held at the Fall Membership Meeting.

MEMBERS OF THE BOARD OF DIRECTORS REPRESENTING ACOEP-RESIDENT CHAPTER AND ACOEP-STUDENT CHAPTER SHALL SERVE ONE-YEAR TERMS AND MAY BE REAPPOINTED BY THEIR PEERS FOR AN ADDITIONAL ONE-YEAR TERM.

Section 5. Regular Sessions. The Board of Directors may provide by resolution the time, date, and place for the holding of regular meetings of the Board of Directors.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of three (3) members
of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date and place of the meeting and shall be delivered at least thirty (30) days prior to the date of such meeting; provided, however, that notice of any special meeting held by telephone conference call may be delivered at least forty-eight (48) hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called and convened.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that, if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 8. Manner of Acting. The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 9. Resignation and Removal. Any Director may resign at any time by giving written notice to the Secretary. In addition, any Director may be removed by a two-thirds (⅔) vote of the members of the Board, whenever, in their judgment, the best interests of the College would be served by such removal.

Section 10. Vacancies. In the event of the death, resignation, or incapacity of a Director, the Board of Directors shall appoint an individual to serve on the Board until the conclusion of the next annual meeting of the members, or until the election and qualification of his or her successor.

Section 11. Action by Written Consent. Any action requiring a vote of the Board of Directors may be taken without a meeting if a WRITTEN consent in writing, setting forth the action taken,
is signed by all of the Directors entitled to vote with respect to the subject matter thereof.
THIS WRITTEN CONSENT MAY BE IN THE FORM OF AN EMAIL TO TAKE SUCH ACTION.

Section 12. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Directors may be taken through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 13. Absences. Directors are required to attend no less than two-thirds (⅔) of the scheduled meetings of the Board of Directors held during their term in office. Should any Director absent himself or herself from more than two-thirds (⅔) of the scheduled meetings held during his or her term, or absent himself or herself unreasonably from three (3) consecutive meetings of the Board, without delivering written notice to the Secretary stating his or her reason for so doing or should any Director’s excuse not be accepted by the concurring two-thirds (⅔) vote of the Directors then in office (other than such Director) present and voting at a meeting of the Board of Directors his or her resignation shall be deemed to have been tendered and accepted, his or her seat on the Board shall be declared vacant, and the Board may forthwith proceed to fill the vacancy.

Section 14. Nominations.
(a) The Board of Directors shall review and approve the list of qualified candidates submitted by the College’s Nominations Committee to succeed those Directors whose terms shall expire at the conclusion of the next annual membership meeting held in conjunction with the Scientific Assembly of the College.
(b) The Board of Directors shall, in accordance with the Constitution and Bylaws (or the equivalent thereof) of the American Osteopathic Emergency Board of Emergency Medicine (“AOBEM”) and in compliance with AOA requirements, nominate College members to serve on the AOBEM. The College shall submit such nominations to the Bureau of Osteopathic Specialists. Members of the College Board of Directors are not eligible for nominations to the AOBEM. The
Board shall take into consideration the slate of qualified candidates presented to the Board by the College's Nomination Committee in determining such nominations:

(c) The Board of Directors shall, every three (3) years or as otherwise necessary, nominate members for appointment to the Council on Postdoctoral Training by delivering a list of such nominations to the AOA’s President-elect. Such list shall include three (3) names, which shall be submitted in order of preference. All nominees must be members of the College’s Committee on Graduate Medical Education (or such equivalent committee as may exist at such time). The Board shall take into consideration the slate of qualified candidates presented to the Board by the College’s Nomination Committee in determining such nominations.

ARTICLE VIII

Officers

Section 1. Officers. The officers of the College shall be a President, President-elect, Secretary, and Treasurer. The Board of Directors may elect or appoint such other officers as it shall deem desirable and such officers shall have the authority and perform the duties prescribed from time to time, by the Board of Directors. No two offices may be held simultaneously by the same person.

Section 2. President. The President shall, in general, oversee the business affairs of the College, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Board of Directors authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Board of Directors. The President shall appoint the ALL COMMITTEE CHAIRS AND BOARD COMMITTEE LIAISONS chairperson of all committees, subject to the approval of the Board of Directors, except as otherwise
provided by these Bylaws. The President shall be an *ex officio* member of all committees, except the Nominating Committee or as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 3. **President-elect.** The President-elect shall perform such duties as may be assigned from time to time by the President or the Board of Directors. The President-elect shall assume the duties of the President in the absence of the President, and shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the President-elect shall automatically succeed to the office of President at the conclusion of his or her term in office as President-elect.

Section 4. **Secretary.** The Secretary shall ensure that minutes of the meetings of the Board of Directors and the membership are maintained; shall see that all notices are duly given in accordance with applicable law, shall be the custodian of the corporate records, including the Articles of Incorporation, and these Bylaws; shall ensure that a record of the mailing address of each member of the College is kept current to the best of the ability of the College; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board of Directors. The Board of Directors may assign the duties of the Secretary in whole or in part to the Executive Director.

Section 5. **Treasurer.** The Treasurer shall be the principal accounting and financial officer of the College and shall have charge of and be responsible for the maintenance of adequate books of the College; shall have charge and custody of all funds and securities of the College, and be responsible for the receipt and disbursement thereof; shall deposit all funds and securities of the College in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article XI of these Bylaws; and, in general, shall perform all of the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or Board of Directors.
Directors. The Board of Directors may assign the duties of the Treasurer in whole or in part to the Executive Director.

Section 6. Election and Appointment. The President-elect, Secretary, and Treasurer shall be nominated and elected by the Board of Directors from amongst its members at a meeting of the Board of Directors at which the election of officers is in the regular order of business. The President-elect, Secretary, and Treasurer shall take office immediately following the conclusion of such board meeting and shall continue in office until their successors are duly elected and qualified.

Section 7. Term. Officers shall serve a two-year term in office. The Secretary and Treasurer may not serve more than two (2) consecutive terms in office. In the event that the term of the Immediate Past President does not end with his or her term on the Board he or she shall be ineligible to hold any officer position for the remainder of his or her term on the Board. Past Presidents who complete their term on the Board will be prohibited from re-entering the election process for a Board Position. He or she may serve SERVE in an advisory capacity at large to the Board or may fill open positions on the Board at the discretion of the President until such time as a regular election of the Membership is conducted.

Section 8. Removal of Officers. The Board of Directors may remove any officer whenever in its judgment the best interests of the College will be served thereby. Such removal shall require the affirmative vote of two-thirds (%) of the directors then in office or present at a meeting of the Board of Directors at which a quorum is present. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 9. Officer Vacancies. Vacancies in any office shall be filled by the Board of Directors, without any undue delay, at its next scheduled meeting, or at a special meeting called for that purpose. An officer elected pursuant to this Section shall hold office until the next meeting of the Board of Directors at which the election of officers is in the regular order of business, or until such other date as the Board of Directors may designate.
ARTICLE IX

Executive Director

The administrative and day-to-day operation of the College shall be the responsibility of a salaried staff individual responsible to the Board of Directors. The salaried staff individual shall have the title of “Executive Director.” The Executive Director shall have the authority to execute contracts on behalf of the College and as approved by the Board of Directors. The Executive Director may carry out such other duties as may be specified by the Board of Directors. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry out the work of the College. Except as otherwise set forth in these Bylaws, the Executive Director shall be invited to attend and participate in all meetings of the College’s committees, and shall be invited to attend and participate in all meetings of the Board of Directors AND ITS EXECUTIVE COMMITTEE.

ARTICLE X

Committees

Section 1. Standing Committees

(a) Executive Committee. The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, and the College’s Immediate Past President. If the College’s Immediate Past President is unwell or unable to serve, the individual that served as President immediate preceding the Immediate Past President shall be asked to serve on the Executive Committee. The Executive Director shall be invited to attend and participate in all Executive Committee meetings. The President shall serve as the chair of the Executive Committee.

(1) Authority. The Executive Committee shall have the authority to carry out the business and functions of the College between meetings of the Board of Directors, except as otherwise set forth in these Bylaws or the Illinois General Not For Profit Corporation Act of 1986, as may be amended from time to time, reporting to the Board of Directors any action; but the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual Officer or Director of any responsibility imposed by law.
(2) **Meetings and Voting.** The Executive Committee shall meet in person or by
call upon the request of the President or a majority of the Executive
Committee. Each member shall have one (1) vote. Three (3) members of the
Executive Committee shall constitute a quorum for the transaction of business at
any duly called meeting of the Executive Committee; provided that, if less than a
quorum is present at said meeting, a majority of the members present may
adjourn the meeting without further notice. The act of a majority of the members
present at a duly called meeting at which a quorum is present shall be the act of
the Executive Committee.

(b) **Nominating Committee**

A committee of members will be appointed by the President, who will serve staggered,
three-year terms, in accordance with the existing policies of the College. The purpose of
this Committee will be to develop a list of qualified candidates for positions of the Board
of Directors and to present this list to the Board annually for its approval at its regularly
scheduled spring meeting.

The list must contain a sufficient number of qualified, vetted candidates who meet or
exceed the requirements as identified by existing, AVAILABLE positionS descriptions, to
reflect at least 200% of available positions on the Board for any year. The Board will
publish a ballot containing sufficient candidates to reflect at least 150% of the available
positions to the membership annually in July.

(c) **Other Standing Committees.** Other committees not having the authority of the Board of
Directors may be established by resolution of the Board of Directors to carry out the
purposes of the College. The resolution establishing such a committee shall set forth the
committee’s purpose, composition, and duties as described in the Policies and Procedures
Manual of the College.

Section 2. **Ad Hoc Committees.** The President may appoint such ad hoc committees as are necessary
or appropriate to carry out the purposes of the College. An ad hoc committee created by
the President shall terminate with the expiration of the President’s term of office. Ad hoc
committees may be established for longer periods with the approval of the Board of
Directors.
Section 3. Appointment. Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President, with the approval of the Board of Directors, shall appoint the chair, and/or vice chair AND BOARD LIAISON TO of each committee. The COMMITTEE chair, VICE CHAIR AND BOARD LIAISON SHALL SELECT COMMITTEE MEMBERS AND PRESENT THE NOMINEES TO THE PRESIDENT FOR APPROVAL. Each committee shall appoint the members of its committee. Only Active, Active/Exempt, and Life Members shall be eligible to serve as a committee chairperson. The chair upon approval of the Board of Directors may remove any member of any committee.

Section 4. Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting. Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 6. Policies and Procedures. The Board of Directors shall develop and approve general policies and procedures for the operation of all committees. All committees shall report to the Board of Directors, and Committee Chairs must submit budget requests to the Board of Directors and receive approval prior to committing expenditures.

ARTICLE XI

Finance

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the College, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to specific instances.
Section 2. Payment and Indebtedness. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the College shall be signed by such officer, officers, agent, or agents of the College and in such manner as shall from time to time be determined by resolution of the Board of Directors and contained within the policies and procedures of the College. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 3. Deposits. All funds of the College shall be deposited to the credit of the College in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Bonding. The Board of Directors shall provide for bonding of such officers and employees of the College as it may from time to time determine.

Section 5. Gifts. The Board of Directors may accept on behalf of the College any contribution, gift, bequest or devise for the general purposes or for any special purpose of the College.

Section 6. Books and Records. The College shall keep correct and complete books and records of account and shall keep minutes of proceedings of its members, the Board of Directors, and any committees having the authority of the Board of Directors. The books and accounts of the College shall be audited by accountants selected by the Board of Directors and as described in the policies and procedures of the College.

Section 7. Fiscal Year. The fiscal year of the College shall be determined from time to time by the Board of Directors.
ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Indemnification of Directors and Officers

The College shall indemnify AND HOLD HARMLESS all Officers, Directors, and committee members of the College to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors.

ARTICLE XIV

Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of at least twenty-five percent (25%) of the voting members, voting in person or by proxy, provided that the substance of the alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the membership not more than sixty (60) and not less than thirty (30) days prior to the date by which the same is to be considered.

ARTICLE XV

Dissolution

In the event of the dissolution of the College, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the College, dispose of all of the remaining assets of the College (except any assets held by the College upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the College in such manner, or to such organization or
organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVI

Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Adopted by Membership

October 16, 2006
April 29, 2011

Amended
February 2007
July 15, 2011