

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

**Minutes**

**Members Present:**

Juan F. Acosta D.O., M.S., FACOEP-D	Paula Willoughby DeJesus D.O., MHPE, FACOEP-D
Brian A. Acunto D.O.	William L. Denam D.O.
Jamie J. Adamski D.O.	Michael R. Denney D.O., FACOEP
Andrew Omoh Agbi D.O.	Carl M. Desiderio D.O., FACOEP
John C. Agee D.O., FACOEP	Edward Djan-Kwansa D.O.
Michael P. Allswede D.O.	Kelly Lane Dyess D.O.
Victor G. Aramayo D.O.	Robert M. Esposito D.O.
Mina E Attaalla D.O.	Osama M. Fashho D.O.
Modinat Balogun D.O.	Delvon Ferguson D.O.
Gregory J. Beirne D.O., FACOEP, FACEP	Deborah M. Fernon D.O.
Frank C. Biondolillo D.O., FACEP, FACOEP, FAAEM	Jack B. Field D.O.
Jordana Blair D.O.	Kelly Fitzpatrick Phillips D.O.
David E. Blanchard D.O., FACOEP	Marie R. Fleury D.O.
Kevin M. Boehm D.O., FACOEP, FACEP	Martin L. Gagne D.O.
David Bohorquez D.O.	James R. Galloway D.O.
Gary Bonfante D.O., FACOEP	George R. Gibson D.O.
Joshua Bozek D.O.	Elizabeth A. Gignac D.O.
Mark D. Brecheisen D.O.	David R. Gilchrist D.O., FACOEP
Christine Brunner D.O.	Eric Gloss D.O., FACOEP
Arthur G. Calise D.O., FACOEP	Benjamin R. Godfrey D.O.
Michaeleena Marie Carr D.O.	Nancy J. Goodwin D.O.
Patrick Worth-Shepard Cary D.O.	Randall Grant D.O.
Christopher Doyel Chancey D.O.	Mark A. Grant D.O., FACOEP
Michael Chapman D.O., FACOEP	Kayla Guidry
Angela D. Cheers D.O.	Sarah E. Haley-Wien D.O.
Xandus Chen D.O.	William Hampton D.O.
Allie L. Cherfan D.O.	Doug M. Harmon D.O., FACOEP
Heather M. Childers D.O.	Karl Harnish D.O.
Gregory M. Christiansen D.O., M.Ed., FACOEP-D	Mary Katherine K. Harper D.O.
James M. Clark D.O., FACOEP	Douglas M. Hill D.O., FACOEP
Adam Colombo D.O.	Michael H. Hoffman D.O.
Veronica Coppersmith D.O.	Adam Holbrook D.O.
John Henry Coyle D.O.	Robert A. Holm D.O., FACEP
Bethany A. Cummings D.O.	Hillary M. Howell
Mae F. De La Calzada D.O.	Emily Howell

Raymond G. Hughes D.O., FACOEP  
Robert L. Hunter D.O., MPH, FACOEP, FACOFP  
Melissa Ray Huston D.O.  
Jason D. Idelson D.O.  
Louis H. Isaacson D.O., FACOEP  
Julia C. Johnson D.O.  
Jennifer L. Jones D.O.  
B. Bryan Jordan D.O., FACOEP-D  
George M. Kaiser D.O., FACOEP  
Steven B. Keehn D.O.  
Randy Vern Kellenberger D.O., FACOEP, CPA  
Khamis Khamis D.O.  
William M. Kokx D.O., FACOEP  
Joseph Kovacic D.O.  
Deven Kumar D.O.  
Douglas J. Kuxhausen D.O.  
Natalie Lambie D.O.  
David S. Lambie D.O.  
Nicole Lang-Gems D.O., FACOEP  
Samuel Aaron Lazoff D.O.  
James J. Lee D.O.  
Yvette LeFebvre D.O.  
David Lawrence Levy D.O., FACOEP  
Harvey Lewit D.O.  
Tucker E. Lienhop D.O.  
Kevin J. Loeb D.O., FACOEP-D  
Beth A. Longenecker D.O., FACOEP  
Molly E. Malone-Prioleau D.O.  
Raymond J. Malta D.O.  
Dennis Mays D.O.  
Justin J. McNamee D.O.  
Donald R. Meade D.O.  
Christine Mellace D.O.  
Stephen D. Mifsud D.O., FACOEP  
Christopher Millard D.O.  
Gina Marie Moffa D.O.  
Terry A. Moy-Brown D.O.  
Anthony D. Murino D.O.  
Deborah L. Murray D.O.  
Craig A. Nattkemper D.O.  
Dean Nottingham D.O.  
Daniel E. Oberdick D.O., FACOEP  
Michael H. Oster D.O., FACOEP

Nicole Y. Ottens D.O., FACOEP  
Andrew Peter Pacitti D.O.  
Hema B. Pandit D.O., FACOEP  
Caleb O. Paniamogan D.O.  
Diane M. Paratore D.O., FACOEP  
Donald G. Phillips D.O., FACOEP-D  
David E. Pierce D.O., FACEP  
Christopher M. Posey D.O., FACOEP  
Craig M. Randall D.O.  
David Kade Rasmussen D.O.  
Cheryl Reeder D.O.  
Rose Anna Roantree D.O.  
Deborah M. Rogers  
Suzanne Roozendaal D.O.  
Mark S. Rosenberg D.O., MBA, FACOEP-D  
Kevin R. Roth D.O., FACOEP  
David Rutherford D.O.  
Julie M. Sanicola-Johnson D.O.  
Sandra L. Schwemmer D.O., FACOEP  
Cassandra Scott D.O.  
Jane M. Sennett D.O., FACOEP  
Edward L. Shackleford D.O.  
Martha J. Shadel D.O., FACOEP  
Duane D. Siberski D.O., FACOEP  
John J. Sillery D.O.  
Purabi M. Simon D.O.  
Trent Smith D.O.  
Gregory J. Smolin D.O., FACOEP  
Spencer J. Solomon D.O.  
Joseph Sorber D.O.  
Murry B. Sturkie D.O., FACOEP  
Ali Syed Taqi D.O., FACOEP  
Jeffrey A. Territo D.O.  
Brian H. Tran D.O.  
Sherry D. Turner D.O., FACOEP  
Joby Varghese D.O.  
Stephen J. Vetrano D.O., FACOEP  
Eric D. Vinson D.O., FACOEP  
David M. Weber D.O.  
Kelly Welsh D.O.  
Eric S. Wernsman D.O.  
Brian K. Wiboon D.O.  
Dominic Marc Williams

Amy M. Witkin D.O.  
Thomas Woltanski D.O.  
Rahmon A. Zuckerman D.O.  
Mark Zulkey D.O.

Anthony John Deckert D.O.  
Amanda DeTar D.O.  
Ronald D. Franz D.O.  
Christopher J. Guzda D.O.  
Morgan J. Mackey D.O.  
Maria Paniamogan PA  
Malsuk Park D.O. FACOEP

**Non-Members Present:**

Tinuola Agbabiaka D.O.  
Sheik Cale

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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 Michaelena "Micki" Carr, D.O., for her poster titled, *Isolated Leg Pain 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) 1<sup>st</sup> Place – John Sillery, D.O. 2<sup>nd</sup> Place - Serge Wentzel, D.O., and 3<sup>rd</sup> Place – Corey Lindberg, D.O. For women – 1<sup>st</sup> Place - Regina Schmidt (ACOEP Staff). 2<sup>nd</sup> Place – Jenny Boscovich, D.O., and 3<sup>rd</sup> 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 them 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**

1  
2  
3 Section 1. Name. The name of the corporation shall be the American College of Osteopathic  
4 Emergency Physicians (hereinafter the “College”) an Illinois not-for profit corporation.

5  
6 Section 2. Purposes. The purpose of the College shall be to serve as a professional association  
7 promoting the practice of emergency medicine by osteopathic physicians, and other  
8 emergency medicine healthcare providers. ~~interests of ITS MEMBERS, WHICH MAY~~  
9 ~~INCLUDE DOCTORS OF Osteopathic MEDICINE AND DOCTORS OF MEDICINE, WHO~~  
10 ~~PRACTICE emergency MEDICINE physicians, (HEREINAFTER THE “EMERGENCY~~  
11 ~~PHYSICIANS”) ADVANCED PRACTICE PROVIDERS (HEREINAFTER THE “PROVIDERS”).~~ The  
12 College shall have the responsibility to:

- 13 (a) Provide and evaluate emergency medicine continuing education for osteopathic  
14 physicians.
- 15 (b) Encourage, advise, and assist osteopathic EMERGENCY physicians AND  
16 healthcare PROVIDERS in emergency medicine clinical research.
- 17 (c) Encourage, evaluate and implement the training of osteopathic EMERGENCY  
18 physicians and students in emergency medicine.
- 19 (d) Contribute to the educational endeavors of American Osteopathic Association-  
20 affiliated organizations whose purpose is to ensure the progress PROMOTION of  
21 osteopathic education and improvement of public health.
- 22 (e) ~~Promote coordination of community osteopathic emergency care facilities and~~  
23 ~~personnel.~~
- 24

- 1 (fE) Disseminate information ~~that will~~ TO increase understanding of all osteopathic  
2 physicians, OTHER HEALTHCARE PROVIDERS and the public, of the nature of  
3 service provided by osteopathic emergency physicians as it relates to the  
4 provision of healthcare in our society.
- 5 (gF) Help ~~maintain~~ PROMOTE the PHILOSOPHY OF THE osteopathic school of medicine  
6 as a separate and distinct institution of the healing arts profession.

## 8 ARTICLE II

### 9 Offices

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

## 14 ARTICLE III

### 15 Members

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

- 24 (a) **Charter Member.** Charter membership shall be granted to all individuals who  
25 became a member of the College (regardless of member category) during the  
26 thirty (30) days following the College’s recognition by the AOA. The College shall  
27 designate a Charter member status as either active, LIFE, RETIRED or inactive.
- 28 (b) **Active Member.** Active membership may be granted to any individual who is a  
29 duly licensed Doctor of Osteopathic Medicine OR DOCTOR OF MEDICINE ~~(the~~  
30 ~~“physician”)~~ who meets the criteria set forth below:

- 1 (1) The physician must engage primarily in the practice or administration of  
2 emergency medicine, which is defined as the (i) practice or  
3 administration of emergency medicine in an emergency care facility for  
4 three years prior to the date of application; or (ii) successful completion  
5 of an emergency medicine residency program approved by the AOA or  
6 ACCREDITATION COUNCIL ON GRADUATE MEDICAL EDUCATION  
7 (ACGME).
- 8 (2) The EMERGENCY physician must engage in appropriate educational  
9 activities, as defined in one of the following: (i) participation in continuing  
10 medical education activities sufficient to satisfy ACOEP CME  
11 requirements for emergency medicine PHYSICIANS specialists (this  
12 activity must occur during the three (3) years prior to the date of  
13 application); or (ii) successful completion of an emergency medicine  
14 residency program approved by the AOA or ACGME.
- 15 ~~(3) Active members must attend one (1) annual meeting of the members of  
16 the College every three (3) years to maintain Active membership status,  
17 and must continue to meet the criteria for Active membership at all  
18 times.~~
- 19 (c) **Associate Member.** Associate membership may be granted to any individual  
20 HEALTHCARE PROVIDER who does not meet the criteria for Active membership,  
21 but who has demonstrated a sincere interest in emergency medicine. ~~and the  
22 College, and has been recommended for Associate membership by the College's  
23 Committee on Membership and Credentials.~~
- 24 (d) **Honorary Member.** Honorary membership may be granted, upon application to  
25 the Board of Directors, to individuals of distinction who have provided  
26 outstanding service to the College, osteopathic profession, or distinguished  
27 members of the College who have retired from practice, and who meet the  
28 criteria established by the Board of Directors.
- 29 (e) **Retired Member.** Retired membership may be granted, upon application to the  
30 Board of Directors, to any individual who would otherwise be eligible to be an



- 1 Active member, but who is officially and permanently retired from the practice  
2 of emergency medicine.
- 3 (f) **Life Member.** Life membership may be granted, upon application to the Board  
4 of Directors, to any member who meets at least one of the following criteria:
- 5 ~~(1) Documented, permanent disability which precludes him or her from the~~  
6 ~~practice of emergency medicine; or~~
- 7 (12) Twenty-five (25) years of continuous, active membership in the College  
8 and HAS REACHED THE FEDERALLY DEFINED RETIREMENT AGE ~~sixty (60)~~  
9 ~~years of age (or older); or~~
- 10 (23) Permanently retired OR DISABLED physician with a minimum of twenty  
11 (20) years of continuous, Active membership in the College prior to being  
12 designated a Retired member, and a minimum of five (5) years or Retired  
13 membership status in the College; or
- 14 (54) Sixty (60) years of age (or older), active member of the College for at least  
15 ten (10) consecutive years, and officially and permanently retired from  
16 the practice of emergency medicine.
- 17 (g) **Resident Member.** Resident membership may be granted to any individual who  
18 is licensed as a Doctor of Osteopathic Medicine or Doctor of Medicine, who is  
19 currently enrolled in an AOA-approved OR ACGME APPROVED emergency  
20 medicine residency program.
- 21 ~~(h) **Intern Member.** Intern membership may be granted to any individual who is (i)~~  
22 ~~licensed as a Doctor of Osteopathic Medicine or Doctor of Medicine; (ii) is~~  
23 ~~presently enrolled in an AOA-approved internship; and (iii) exhibits a sincere~~  
24 ~~interest in the specialty of emergency medicine.~~
- 25 (i) **Student Member.** Student membership may be granted to any individual who is  
26 presently enrolled in an AOA-approved CollegeS of Osteopathic Medicine OR  
27 SCHOOLS OF MEDICINE ACCREDITED BY THE COUNCIL ON OSTEOPATHIC  
28 COLLEGE ACCREDITATION (COCA) OR THE LIAISON COMMITTEE ON MEDICAL  
29 EDUCATION (LCME), and exhibits a sincere interest in the specialty of emergency  
30 medicine.

- 1 (j) **Active / Exempt Member.** Any College member who is TEMPORARILY  
2 incapacitated by reason of illness, or disability and for this reason unable to  
3 engage in active practice, ~~or College members called to temporary active duty~~  
4 ~~with the armed forces or serving on medical missions, may, upon application,~~  
5 MAY be granted membership as an Active / Exempt Member for the period of  
6 one year. However, a member may be re-elected to this classification upon  
7 annual application to the Board OF DIRECTORS.
- 8 (k) **Fellow Member.** An individual who has been an Active Member for at least the  
9 five consecutive years prior to application, who maintains board-certification in  
10 emergency medicine, and who meets of other criteria established by the Board  
11 of Directors, may apply for membership as a Fellow.
- 12 (l) **Distinguished Fellow Member.** An individual who has been a Fellow Member  
13 for at least ten consecutive years prior to application and continues to meet such  
14 criteria as are required for Fellow membership, and who meets other criteria  
15 established by the Board of Directors, may apply as a Distinguished Fellow.

16  
17 Section 2. Application FOR MEMBERSHIP and Election. The Board of Directors shall adopt an  
18 application form and procedures to facilitate the consideration of applicants for  
19 membership in the College. ~~All applicants shall complete the application form and submit~~  
20 ~~the application, along with the designated fee, to the administrative office of the College.~~  
21 ~~The Board of Directors or its designee shall review the application of all applicants and~~  
22 ~~determine, based on the criteria set forth in these Bylaws and such other guidelines as~~  
23 ~~the Board of Directors may prescribe, whether individuals meet the qualifications~~  
24 ~~necessary for membership in the College.~~

25  
26 Section 3. MEMBER Rights and Duties

- 27 (a) All members shall be entitled to serve on committees and attend the member  
28 meetings and social functions of the College, but only Active Members,  
29 Active/Exempt Members, FELLOW MEMBERS, DISTINGUISHED FELLOW MEMBER  
30 and Life Members (sometimes collectively referred to hereinAFTER as “voting  
31 members”) may vote. VOTING CONSTITUTES THE DETERMINATION OF COLLEGE

1 BUSINESS, ELECTION OF DIRECTORS AND BUSINESS DECISIONS REQUIRING  
2 MEMBER INVOLVEMENT. Each voting member shall have one (1) vote on matters  
3 submitted to a vote of the membership.

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

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

10  
11 Section 4. Resignation. Members may resign from the College at any time by giving written notice  
12 to the Secretary, provided, however, such resignation shall not relieve the resigning  
13 member of the obligation to pay any dues or other charges previously incurred that  
14 remain unpaid. Any application for reinstatement of membership in the College by a  
15 former member shall be denied until such time as said member has paid any and all  
16 outstanding dues in full.

## 17 18 **ARTICLE IV**

### 19 **Ethics**

20  
21 Section 1. Principles. The MOST CURRENT EDITION OF THE AOA's Code of Ethics as may be amended  
22 from time to time shall be the principles of ethics of the College.

23  
24 Section 2. Grounds for Removal. Membership rights may be suspended or terminated for any of the  
25 following reasons: failure to comply with these Bylaws, the principles of ethics of the  
26 College, or any other policies, rules, or regulations of the College; limitation, suspension,  
27 revocation, or forfeiture by any state, province or country of the member's right to  
28 practice medicine; unauthorized use of the College's name, logo, or other symbols on  
29 stationery, publications, symposia advertisements, printed materials or in any other  
30 manner; and immoral, dishonorable, or unprofessional conduct consideration prejudicial  
31 to the best interests of, or inconsistent with the purposes of the College.

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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

1 any business items requiring official action of the membership of the College shall be  
2 announced at either general membership meeting.

3  
4 Written notice of the time and place of the General Membership Meeting of the College  
5 will be forwarded to each College Member at least thirty (30) days in advance of the time  
6 of such meeting, or notice of such meeting will be published in an issue of the official  
7 publication of the College and on its official website.

8  
9 Section 2. Special Meetings. Special meetings of the membership of the College may be called at  
10 the request of the President or any three (3) members of the Board of Directors, or at the  
11 written request of twenty percent (20%) of the members of the College entitled to vote.  
12 The Board of Directors shall determine the time and place for holding special meetings.

13  
14 Section 3. Notice. Notice of any annual or special meeting of the members shall state the time,  
15 place, and purpose of the meeting, and shall be delivered not more than sixty (60) days  
16 or not less than thirty (30) days prior to the date of such meeting, unless otherwise  
17 required by applicable law.

18  
19 Section 4. Quorum. Ten percent (10%) of the voting members of the College represented in person  
20 or by proxy shall constitute a quorum for the transaction of business at any duly called  
21 meeting of the members, provided that if less than a quorum is present, a majority of the  
22 voting members present may adjourn the meeting to another time without further notice.

23  
24 Section 5. Manner of Acting. The act of a majority of the voting members present (in person or by  
25 proxy) at a duly called meeting at which a quorum is present shall be the act of the  
26 members unless the act of a greater number is required by law, the Articles of  
27 Incorporation or these Bylaws.

28  
29 Section 6. Mail and Electronic Voting. Voting by standard mail, e-mail or electronic polling of  
30 members shall be permitted in lieu of a vote at a duty called meeting for any item of  
31 business, including the election of officers and BOARD OF Directors. A mail vote may be  
32 called by the Board of Directors or upon written request to the Secretary of at least two-

1 thirds ( $\frac{2}{3}$ ) vote of the voting members. For the election of officers BOARD MEMBERS, the  
2 act of a majority of FIVE ~~10~~ percent (~~105~~%) or more voting members submitting or  
3 returning ballots by a certain dates shall be an act of the members. For matters other  
4 than the election of officers and directors, the act of A MAJORITY OF TWENTY PERCENT  
5 (20%) ~~a simple majority~~ or more voting members by a date certain shall be an act of the  
6 members, unless the action of a greater number is required by law, the Articles of  
7 Incorporation or these Bylaws.

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

## 15 16 **ARTICLE VI**

### 17 **Dues and Assessment**

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

## 21 22 **ARTICLE VII**

### 23 **Board of Directors**

24  
25 Section 1. Authority and Responsibility. The affairs of the College shall be managed by the Board  
26 of Directors, which shall have supervision, control, and direction of the affairs of the  
27 College, shall determine its policies or changes therein within the limits of these Bylaws  
28 shall actively promote its purposes and shall have discretion in the disbursement of its  
29 funds. The Board of Directors may adopt such rules and regulations for the conduct of

1 its business as shall be deemed advisable and may, in the execution of the powers  
2 granted, appoint such agents as it may consider necessary.

3  
4 Section 2. Composition. The Board of Directors shall be composed of fifteen (15) Board members,  
5 to include ten (10) at-large Board members, the President of the ACOEP-Student Chapter,  
6 the President of the ACOEP-Resident Chapter, and the President, President-Elect and  
7 Immediate Past President of the College. The Executive Director of the Association  
8 COLLEGE shall be invited to attend and participate in all meetings of the Board of  
9 Directors.

10  
11 Section 3. Only Active, ACTIVE-EXEMPT, FELLOW, AND DISTINGUISHED FELLOW members and  
12 ~~Honorary members who were Active members at the time they were made Honorary~~  
13 ~~members~~ are eligible to serve on the Board of Directors.

14  
15 Section 4. Terms / Elections. Directors shall serve a three-year (3) term of office. No individual shall  
16 serve on the Board OF DIRECTORS for more than a total of nine (9) years, excluding any  
17 partial or un-expired terms. The Directors shall take office immediately upon the  
18 conclusion of the Fall meeting at which their election is announced and shall continue in  
19 office until the conclusion of the next following annual meeting or until their successors  
20 are duly elected and qualified. Elections for expired terms of office shall be held at the  
21 Fall Membership Meeting.

22  
23 MEMBERS OF THE BOARD OF DIRECTORS REPRESENTING ACOEP-RESIDENT CHAPTER  
24 AND ACOEP-STUDENT CHAPTER SHALL SERVE ONE-YEAR TERMS AND MAY BE  
25 REAPPOINTED BY THEIR PEERS FOR AN ADDITIONAL ONE-YEAR TERM.

26  
27 Section 5. Regular Sessions. The Board of Directors may provide by resolution the time, date, and  
28 place for the holding of regular meetings of the Board of Directors.

29  
30 Section 6. Special Meetings. Special meetings of the Board of Directors may be called by, or at the  
31 request of, the President or upon a written request to the Secretary of three (3) members

1 of the Board of Directors. Notice of any special meeting of the Board of Directors shall  
2 state the time, date and place of the meeting and shall be delivered at least thirty (30)  
3 days prior to the date of such meeting; provided, however, that notice of any special  
4 meeting held by telephone conference call may be delivered at least forty-eight (48)  
5 hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver  
6 of notice of such meeting except where a Director attends a meeting for the express  
7 purpose of objecting to the transaction of business because the meeting is not lawfully  
8 called and convened.

9  
10 Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the  
11 transaction of business at any duly called meeting of the Board of Directors; provided  
12 that, if less than a quorum is present at said meeting, a majority of the Directors present  
13 may adjourn the meeting without further notice.

14  
15 Section 8. Manner of Acting. The act of a majority of Directors present at a duly called meeting at  
16 which a quorum is present shall be the act of the Board of Directors, unless the act of a  
17 greater number is required by law, the Articles of Incorporation, or these Bylaws.

18  
19 Section 9. Resignation and Removal. Any Director may resign at any time by giving written notice  
20 to the Secretary. In addition, any Director may be removed by a two-thirds ( $\frac{2}{3}$ ) vote of  
21 the members of the Board, whenever, in their judgment, the best interests of the College  
22 would be served by such removal.

23  
24 Section 10. Vacancies. In the event of the death, resignation, or incapacity of a Director, the Board  
25 of Directors shall appoint an individual to serve on the Board until the conclusion of the  
26 next annual meeting of the members, or until the election and qualification of his or her  
27 successor.

28  
29 Section 11. Action by Written Consent. Any action requiring a vote of the Board of Directors may be  
30 taken without a meeting if a WRITTEN consent in writing, setting forth the action taken,



1 is signed by all of the Directors entitled to vote with respect to the subject matter thereof.  
2 THIS WRITTEN CONSENT MAY BE IN THE FORM OF AN EMAIL TO TAKE SUCH ACTION.

3  
4 Section 12. Meeting by Conference Call. Any action to be taken at a meeting of the Board of  
5 Directors may be taken through the use of conference telephone or other  
6 communications equipment by means of which all persons participating in the meeting  
7 can communicate with each other. Participation in such a meeting shall constitute  
8 presence in person at the meeting of the persons so participating.

9  
10 Section 13. Absences. Directors are required to attend no less than two-thirds ( $\frac{2}{3}$ ) of the scheduled  
11 meetings of the Board of Directors held during their term in office. Should any Director  
12 absent himself or herself from more than two-thirds ( $\frac{2}{3}$ ) of the scheduled meetings held  
13 during his or her term, or absent himself or herself unreasonably from three (3)  
14 consecutive meetings of the Board, without delivering written notice to the Secretary  
15 stating his or her reason for so doing or should any Director's excuse not be accepted by  
16 the concurring two-thirds ( $\frac{2}{3}$ ) vote of the Directors then in office (other than such  
17 Director) present and voting at a meeting of the Board of Directors his or her resignation  
18 shall be deemed to have been tendered and accepted, his or her seat on the Board shall  
19 be declared vacant, and the Board may forthwith proceed to fill the vacancy.

20  
21 Section 14. Nominations.

22 (a) The Board of Directors shall review and approve the list of qualified candidates  
23 submitted by the College's Nominations Committee to succeed those Directors  
24 whose terms shall expire at the conclusion of the next annual membership  
25 meeting held in conjunction with the Scientific Assembly of the College.

26 ~~(b) The Board of Directors shall, in accordance with the Constitution and Bylaws (or~~  
27 ~~the equivalent thereof) of the American Osteopathic Emergency Board of~~  
28 ~~Emergency Medicine ("AOBEM") and in compliance with AOA requirements,~~  
29 ~~nominate College members to serve on the AOBEM. The College shall submit~~  
30 ~~such nominations to the Bureau of Osteopathic Specialists. Members of the~~  
31 ~~College Board of Directors are not eligible for nominations to the AOBEM. The~~

1 Board shall take into consideration the slate of qualified candidates presented to  
2 the Board by the College's Nomination Committee in determining such  
3 nominations.

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

## 12 **ARTICLE VIII**

### 13 **Officers**

14  
15 Section 1. Officers. The officers of the College shall be a President, President-elect, Secretary, and  
16 Treasurer. The Board of Directors may elect or appoint such other officers as it shall deem  
17 desirable and such officers shall have the authority and perform the duties prescribed  
18 from time to time, by the Board of Directors. No two offices may be held simultaneously  
19 by the same person.

20  
21 Section 2. President. The President shall, in general, oversee the business affairs of the College,  
22 subject to the direction and control of the Board of Directors. The President shall preside  
23 at all meetings of the Board of Directors. The President may sign, with the Secretary or  
24 any other proper officer of the Board of Directors authorized by the Board of Directors,  
25 any deeds, mortgages, bonds, contracts, or other instruments which the Board of  
26 Directors has authorized to be executed, except documents the execution of which shall  
27 expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Board  
28 of Directors to some other officer or agent of the Board of Directors. The President shall  
29 appoint ~~the ALL COMMITTEE CHAIRS AND BOARD COMMITTEE LIAISONS chairperson of~~  
30 ~~all committees,~~ subject to the approval of the Board of Directors, except as otherwise

1 provided by these Bylaws. The President shall be an *ex officio* member of all committees,  
2 except the Nominating Committee or as otherwise provided by these Bylaws. The  
3 President shall, in general, perform all duties customarily incident to the office of  
4 President and such other duties as may be prescribed from time to time by the Board of  
5 Directors.

6  
7 Section 3. President-elect. The President-elect shall perform such duties as may be assigned from  
8 time to time by the President or the Board of Directors. The President-elect shall assume  
9 the duties of the President in the absence of the President, and shall succeed to the office  
10 of President in the event of the death, resignation, removal, or incapacity of the President  
11 and the President-elect shall automatically succeed to the office of President at the  
12 conclusion of his or her term in office as President-elect.

13  
14 Section 4. Secretary. The Secretary shall ensure that minutes of the meetings of the Board of  
15 Directors and the membership are maintained; shall see that all notices are duly given in  
16 accordance with applicable law, shall be the custodian of the corporate records, including  
17 the Articles of Incorporation, and these Bylaws; shall ensure that a record of the mailing  
18 address of each member of the College is kept current to the best of the ability of the  
19 College; and, in general, shall perform all duties customarily incident to the office of  
20 secretary and such other duties as may be assigned from time to time by the President or  
21 the Board of Directors. The Board of Directors may assign the duties of the Secretary in  
22 whole or in part to the Executive Director.

23  
24 Section 5. Treasurer. The Treasurer shall be the principal accounting and financial officer of the  
25 College and shall have charge of and be responsible for the maintenance of adequate  
26 books of the College; shall have charge and custody of all funds and securities of the  
27 College, and be responsible for the receipt and disbursement thereof; shall deposit all  
28 funds and securities of the College in such banks, trust companies, or other depositories  
29 as shall be selected in accordance with the provisions of Article XI of these Bylaws; and,  
30 in general, shall perform all of the duties customarily incident to the office of Treasurer  
31 and such other duties as from time to time may be assigned by the President or Board of

1 Directors. The Board of Directors may assign the duties of the Treasurer in whole or in  
2 part to the Executive Director.

3  
4 Section 6. Election and Appointment. The President-elect, Secretary, and Treasurer shall be  
5 nominated and elected by the Board of Directors from amongst its members at a meeting  
6 of the Board of Directors at which the election of officers is in the regular order of  
7 business. The President-elect, Secretary, and Treasurer shall take office immediately  
8 following the conclusion of such board meeting and shall continue in office until their  
9 successors are duly elected and qualified.

10  
11 Section 7. Term. Officers shall serve a two-year term in office. The Secretary and Treasurer may  
12 not serve more than two (2) consecutive terms in office. In the event that the term of the  
13 Immediate Past President does not end with his or her term on the Board he or she shall  
14 be ineligible to hold any officer position for the remainder of his or her term on the Board.  
15 Past Presidents who complete their term on the Board will be prohibited from re-entering  
16 the election process for a Board Position. He or she may ~~service~~ SERVE in an advisory  
17 capacity at large to the Board or may fill open positions on the Board at the discretion of  
18 the President until such time as a regular election of the Membership is conducted.

19  
20 Section 8. Removal of Officers. The Board of Directors may remove any officer whenever in its  
21 judgment the best interests of the College will be served thereby. Such removal shall  
22 require the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the directors then in office or present at  
23 a meeting of the Board of Directors at which a quorum is present. ~~Such removal shall be~~  
24 ~~without prejudice to the contract rights, if any, of the person so removed.~~ Election or  
25 appointment of an officer or agent shall not of itself create any contract rights.

26  
27 Section 9. Officer Vacancies. Vacancies in any office shall be filled by the Board of Directors, without  
28 any undue delay, at its next scheduled meeting, or at a special meeting called for that  
29 purpose. An officer elected pursuant to this Section shall hold office until the next  
30 meeting of the Board of Directors at which the election of officers is in the regular order  
31 of business, or until such other date as the Board of Directors may designate.

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## 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.

1           (2)   Meetings and Voting. The Executive Committee shall meet in person or by  
2           conference call upon the request of the President or a majority of the Executive  
3           Committee. Each member shall have one (1) vote. Three (3) members of the  
4           Executive Committee shall constitute a quorum for the transaction of business at  
5           any duly called meeting of the Executive Committee; provided that, if less than a  
6           quorum is present at said meeting, a majority of the members present may  
7           adjourn the meeting without further notice. The act of a majority of the members  
8           present at a duly called meeting at which a quorum is present shall be the act of  
9           the Executive Committee.

10       (b)   Nominating Committee

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

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

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

26  
27   Section 2.   Ad Hoc Committees. The President may appoint such ad hoc committees as are necessary  
28           or appropriate to carry out the purposes of the College. An ad hoc committee created by  
29           the President shall terminate with the expiration of the President's term of office. Ad hoc  
30           committees may be established for longer periods with the approval of the Board of  
31           Directors.

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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. ~~and~~The COMMITTEE chair, VICE CHAIR AND BOARD LIAISON SHALL SELECT COMMITTEE MEMBERS AND PRESENT THE NOMINEES TO THE PRESIDENT FOR APPROVAL. ~~of 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.

- 1 Section 2. Payment and Indebtedness. All checks, drafts, or other orders for the payment of money,  
2 notes or other evidence of indebtedness issued in the name of the College shall be signed  
3 by such officer, officers, agent, or agents of the College and in such manner as shall from  
4 time to time be determined by resolution of the Board of Directors and contained within  
5 the policies and procedures of the College. In the absence of such determination by the  
6 Board of Directors, such instruments shall be signed by the Treasurer and countersigned  
7 by the President.  
8
- 9 Section 3. Deposits. All funds of the College shall be deposited to the credit of the College in such  
10 banks, trust companies, or other depositories as the Board of Directors may select.  
11
- 12 Section 4. Bonding. The Board of Directors shall provide for bonding of such officers and employees  
13 of the College as it may from time to time determine.  
14
- 15 Section 5. Gifts. The Board of Directors may accept on behalf of the College any contribution, gift,  
16 bequest or devise for the general purposes or for any special purpose of the College.  
17
- 18 Section 6. Books and Records. The College shall keep correct and complete books and records of  
19 account and shall keep minutes of proceedings of its members, the Board of Directors,  
20 and any committees having the authority of the Board of Directors. The books and  
21 accounts of the College shall be audited by accountants selected by the Board of Directors  
22 and as described in the policies and procedures of the College.  
23
- 24 Section 7. Fiscal Year. The fiscal year of the College shall be determined from time to time by the  
25 Board of Directors.



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**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

1 organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under  
2 Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) or the  
3 corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors  
4 shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction  
5 in such manner, or to such organization or organizations, which are organized and operated exclusively  
6 for such purposes, as said court shall determine.

7

## 8 **ARTICLE XVI**

### 9 **Use of Electronic Communication**

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

14

#### 15 **Adopted by Membership**

#### **Amended**

16 October 16, 2006

February 2007

17 April 29, 2011

July 15, 2011

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19

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