

# ORIENTATION WORKBOOK

REVISED APRIL, 2015

## SNAP SHOT - BOARD MEMBER RESPONSIBILITIES

### ATTENDANCE

Woody Allen - "Half the battle is showing up." Attend board meetings and participate in some committee work; understand and follow Roberts Rules of Order (1-how to be recognized at meetings, 2-how to make motions, 3-how to discuss issues, 4-understanding that after majority votes all members adopt the resolution).

### MISSION

Understand the College Mission and then be able to participate periodically in strategic planning in order to review purposes, programs, priorities, and targets of achievement.

### BOARD EFFECTIVENESS

*Depends upon your ability to fully review all organizational basic documents and use them effectively during decision making.*

### FINANCES

Assume financial responsibility by reviewing and approving the annual budget, reviewing investment policies, capital reserve funds and review and approve audit committee reports.

### SUPPORT

It is imperative that all board meetings, seminars and other similar activities have full board participation.

### CHAIN OF COMMAND

In order to be effective and professional always put your board in its best light, fully understand and adhere to the chain of command in furthering ideas, policies and correspondence from the board to all outside entities.

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## WELCOME AND ORIENTATION

Congratulations on your election to the Board of Governors and the Colleges Boards of the American Osteopathic Colleges of Ophthalmology and Otolaryngology, Head and Neck Surgery. Your peers have elected you to represent their needs by utilizing your expertise in those specialties and governance.

The purpose of this manual is to ensure that you are familiar with the operation of the Colleges and the Board; to become familiar with your role in the governance of the Colleges and to work with your peers to succeed in meeting the goals and objectives of the Colleges in accordance with its strategic plan.

*This manual is reviewed periodically, and revised on an as needed basis.*

## OATH OF LEADERSHIP

*The mission of the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head & Neck Surgery (AOCOO-HNS), as established by its Board of Governors and Colleges Boards, is to serve the membership by advancing the philosophy and practice of osteopathic ophthalmology and otolaryngology-head and neck surgery and by promoting excellence in education, research, and the delivery of quality cost-effective healthcare in a distinct, unified profession.*

*As a Board Member of the AOCOO-HNS, I am fully committed to the Colleges and its mission. I recognize that leadership within the organization is a higher calling and carries additional responsibilities and obligations to support the activities of the AOCOO-HNS. As a leader, my decisions and actions must be guided by what is best for the Colleges. To this end, I pledge to honor and promote the AOCOO-HNS, and its mission by following three guiding principles:*

- I. I will maintain and strengthen the **Vision** of the AOCOO-HNS by
- Defining the mission of the Colleges with my fellow Board members and

participating in strategic planning to review the purposes, programs, priorities, funding needs, and targets of achievement.

- Annually contributing to osteopathic ophthalmology & otolaryngology philanthropy, encouraging DO colleagues to do the same.
  - Publicly supporting and promoting the Colleges' policy within the osteopathic family and to the public.
- II. I will conduct myself with the highest level of **Integrity** to honor the AOCOO-HNS and to support the highest ideals of the osteopathic profession for which it stands by
- Accepting the by-laws of the Colleges, understanding that I am morally and ethically responsible for the health and vitality of the Association, and adhering to the AOCOO-HNS Conflict of Interest policy by recusing myself from discussions or votes in which I may not be impartial.
  - Leading the way by being an enthusiastic booster and a positive advocate for the Colleges, and extending that enthusiasm to the audit College's Student and Resident Chapters.
  - Accepting that every Board member is making a statement of faith about every other Board member, we trust each other to carry out this Code to the best of our ability.

III. I will be **Competent** in my actions and decisions for the AOCOO-HNS by:

- Fulfilling my financial responsibilities by reviewing and approving the annual budget, overseeing adherence to it, ensuring independent auditing occurs on schedule, and overseeing the investment policies and procedures of the association.
- Making myself available to attend Board meetings, taking phone calls, and serving on committees, and being prepared for these meetings by reading agenda and other materials.
- Understanding that the job of the Board is to govern, not manage, and that the only staff member I have responsibility for and authority over is the Executive Director.

## CONFIDENTIALITY POLICY

### Introduction

It is the policy of the AOCOO-HNS to protect information it deems confidential from deliberate or inadvertent disclosure. Accordingly, AOCOO-HNS requires its directors, officers, volunteers, employees, and consultants to abide by AOCOO-HNS' Confidentiality Policy and to acknowledge their understanding of, and agreement to abide by, the Policy in writing.

### Policy

1. Individuals or organizations that may have access to or obtain certain confidential information of AOCOO-HNS, including directors, officers, volunteers, employees, and consultants, shall not disclose, divulge, or make accessible confidential information belonging to, or obtained through affiliation with, AOCOO-HNS to any person other than to persons who have a legitimate need for such information and to whom AOCOO-HNS' President or Executive Vice President has authorized disclosure, except with respect to communications among the members of the Board of Governors or Board-authorized Divisions and Committees. "Confidential Information" for purposes of this Policy shall include all information generally considered of a confidential nature, all information of a propriety nature, and all sensitive information including, but not limited to, the following: discussions at meetings of the Board and AOCOO-HNS Divisions and Committees; names of potential donors; databases created by or for AOCOO-HNS; evaluations of personnel; financial information of any nature; strategic information of AOCOO-HNS: the identities of children and families served by AOCOO-HNS; communications between families and AOCOO-HNS and inquiries by families to AOCOO-HNS; information regarding medications, including data regarding effects and side effects; and lists and evaluations of medical personnel, researchers, attorneys, hospitals, therapists, and advocates. "Confidential Information" shall also include any other information designated as confidential by the AOCOO-HNS Board of Governors, President or Executive Vice President.

2. Confidential Information shall be used



solely for the purpose of performing services for AOCOO-HNS. Individuals and organizations subject to the policy shall exercise good judgment and care at all times to avoid unauthorized or improper disclosures of Confidential Information. For example, conversations in public places, such as restaurants, elevators, and airplanes should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, persons should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information in plain view, refrain from permitting others access to AOCOO-HNS information on their computers, and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.

3. This Policy is not intended to prevent disclosure where disclosure is required by law. Actions that have been taken by the Board and that have been disclosed to the public by an authorized person and other information relating to AOCOO-HNS which has been made public by an authorized person shall not be considered Confidential Information.

4. Upon the completion, conclusion or termination of an individual's or organization's association with AOCOO-HNS, all materials or documents containing Confidential Information which AOCOO-HNS determines, in its sole discretion, to be necessary to retrieve or destroy to protect confidentiality, shall, at the option of AOCOO-HNS, be returned to the association or destroyed by the person in possession of such materials to the extent it is reasonably feasible to do so. The obligation to maintain the confidentiality of the AOCOO-HNS' Confidential Information under this Policy shall extend beyond the completion, conclusion or termination of any person's association with the AOCOO-HNS.

5. Any individual or organization who, without authorization, discloses Confidential Information, or otherwise is in violation of this Policy, may be subject to immediate disciplinary or other action, including suspension, removal, or termination of such person's association with the AOCOO-HNS and, in addition, may be subject to appropriate action at law or in equity.

6. Appropriate provisions consistent with the provisions of this Policy shall be included in all contracts with consultants, vendors, and others with whom AOCOO-HNS may enter into agreements requiring confidentiality.

## AOCOO-HNS HISTORY

The organization of ophthalmologists and otorhinolaryngologists in the osteopathic profession began in 1908 with the establishment of the Eye, Ear, Nose and Throat Section of the American Osteopathic Association. This group has continued through the years to conduct an educational program in ophthalmology and otorhinolaryngology in connection with the programs of the American Osteopathic Association.

In 1916 an independent organization was formed to provide organized sponsorship for the Section, and an enlarged scope of activity in the training and development of specialists in this field of practice. This organization began the American Osteopathic Society of Ophthalmology and Otolaryngology.

In 1928, the need became apparent for an organization composed solely of those in the profession who devoted their entire time to ophthalmology and/or otorhinolaryngology, and whose qualifications were to be determined by examination, written, oral and practical, for advanced study, research and highly technical programs in this field. This organization became the International Society of Ophthalmology and Otolaryngology, which represented the then "approved" group of specialists in this field. The International Society later became the nucleus for the "Certified" group of ophthalmologists and otorhinolaryngologists in the American Osteopathic Association.

In 1944, the American Society and the International Society officially disbanded, and joined in a coalition organization known as the Osteopathic College of Ophthalmology and Otorhinolaryngology, with a graduated membership which consisted of Fellows, Seniors and Juniors and provision for Associates who were

guests without membership status.

This organization assumed all professional and financial obligations of its predecessor organizations, including sponsorship of the Eye, Ear, Nose and Throat Section of the American Osteopathic Association and became, and continues to be, the official organization of ophthalmologists and otolaryngologist-head and neck surgeons in the osteopathic profession.

In 1995, in order to meet the needs of the individual specialty colleges, the College was redefined and renamed to be the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery. This has allowed the separate functioning of the individual Colleges under the combined umbrella. The individuality of the Colleges has been ensured in order to allow them to participate more fully in the highly specialized areas of interest. The Board of Governors of the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery are composed of the Officers of the individual Colleges. The overall fiscal responsibility for the combined Colleges is shared at this level as is the general organizational structure. Each individual College is responsible for its own administrative duties and its interprofessional relationships.

## ORGANIZATIONAL OBJECTIVES

### *Name*

This organization shall be known as the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery (AOCOO-HNS).

### *Mission Statement*

The American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery exist to promote the interests of its members by continuing to improve the quality of their training, education, and patient care.

### *Objectives*

1. To improve the practice of ophthalmology and otolaryngology-head and neck surgery.
2. To develop the application of



osteopathic concepts in the field of ophthalmology and otolaryngology-head and neck surgery.

3. To study and promote such arts and sciences as may directly or indirectly improve the practice of ophthalmology and otolaryngology-head and neck surgery.
4. To determine and prescribe a minimum standard for the training and qualifications for osteopathic ophthalmologists and otolaryngologists-head and neck surgeons.
5. To provide instruction in the practice of ophthalmology and otolaryngology-head and neck surgery for such osteopathic physicians as are considered intellectually and temperamentally qualified to receive it.
6. To maintain and promote the highest moral and ethical standards in the practice of ophthalmology and otolaryngology-head and neck surgery.
7. To recognize outstanding accomplishment in the field of ophthalmology and/or otolaryngology-head and neck surgery or outstanding service to this organization on the part of any member.
8. To provide means of definitely determining the qualifications of those seeking certification in ophthalmology and/or otolaryngology-head and neck surgery to cooperate with the American Osteopathic Association and its Bureau of Osteopathic Specialists in certifying those found to be eligible by selecting and sponsoring the American Osteopathic Boards of Ophthalmology and Otolaryngology-Head and Neck Surgery.
9. To establish an authority that will have definite and practical supervision over the practice of ophthalmology, otolaryngology-head and neck surgery, including facial plastic surgery, otolaryngic allergy and sleep Medicine, as it is related to ophthalmology and otolaryngology-head and neck surgery, in the osteopathic profession.
10. To encourage the publication of books, annuals and selected articles of merit on ophthalmology and otolaryngology-head and neck surgery and to encourage speakers, films, meetings and other honorable movements or methods that will promote interest and information in this specialty field.

## DUTIES OF BOARD MEMBERS

As a Member of the Board of Governors of AOCOO-HNS you will be expected to actively participate in functions of the Board and College. These include:

- Supporting the Mission of the AOCOO-HNS.
- Attending meetings of the Board of Governors and actively participate in the decision-making process of the College.
- Reviewing all written materials in preparation for Board meetings and any Committees on which you may be appointed to as a member or advisor.
- Sharing your expertise and experience with the Board of Governors and staff.
- Being an advocate for the organization and appropriately promote the AOCOO-HNS with your fellow physicians, residents, and students.
- Maintaining membership in the AOCOO-HNS.
- Appropriately meet the requirements of the AOA for Continuing Medical Education.
- Make an annual contribution of \$500.00 to the AOCOO-HNS Foundation, Inc.

As a Member of the Board of Governors of AOCOO-HNS you will be expected to possess the following qualities:

- Expertise in ophthalmology and/or otolaryngology-head and neck surgery.
- Ability to be a team player and support your fellow Board Members and its Staff.
- Judgment in governing the College to the best interests of the College, its membership, and the profession of Ophthalmology & Otolaryngology.
- Devotion to spend adequate time concerning Board business and its related duties.
- Ability to maintain the confidentiality of the Board and items discussed by the Board and staff in the meetings and outside of meetings.

## DESCRIPTION OF THE DUTIES OF THE EXECUTIVE OFFICERS

### PRESIDENT

The duties of the President of the Board of Governors shall be to

- Act as chair and preside at all meetings of the Board, Executive Committee and Membership
- Take general charge and supervision of the affairs of the Colleges
- Act as ex-officio member of all College Committees and make appointments to these Committees
- Act as the alternate representative of the Colleges to the American Osteopathic Association and its House of Delegates
- Attend and participate in the Program Directors Annual Meeting
- Act as a confident and advisor to the Executive Vice President in the business of the College
- Prepare a written, quarterly column for the College's *Quarterly Report*.
- Prepare a semi-annual report to the Membership and Board.

### PRESIDENT-ELECT

The duties of the President-elect of the Board of Governors shall be to

- Assume the duties of the President in the event that the President is unable to complete the above-described duties.
- Attend and participate in meetings of the Committees of the College as assigned by the President.
- Attend and participate in the Program Directors Annual Meeting as directed by the President.
- Prepare an annual report to the Membership, and semi annual report to the Board.

### SECRETARY

The duties of the Secretary of the Board of Governors shall be to oversee the maintenance of:

- books, documents and papers of the AOCOO-HNS.
- minutes of the Board of Governors and Membership
- the records of the Members of the Colleges.



- the Archives of the College.

### TREASURER

The duties of the Treasurer of the Board of Governors shall act as Chair of the Finance Committee, and be responsible to oversee the maintenance of:

- funds, properties, and securities of the Colleges.
- records of financial accounts.

## Conduct of Board Meetings

Board effectiveness is a blend of intelligence, creativity, and practicality. Active participation by members in this shared knowledge leads to interactions such that the final product is greater than what would be capable of an individual. The purpose of Board meetings is to:

- define the Board
- revise, update, and allow group input
- allow members to share individual perspectives
- allow each member to understand the collective aim of the organization, and the manner in which the individual's work has contributed to the group's success
- create a common understanding of purpose
- coordinate individuals and activities
- provide opportunity to allocate resources (manpower and financial)

### The Role of Each Board Member

It is the responsibility of each Board member to play an interested and active role in the meetings. This is accomplished by the Board member cooperating with the AOCOO-HNS' office by responding to stated deadlines for activities and reports in a timely fashion. The Board member should also do the following:

- review background materials provided prior to the meetings. If clarification is required, contact the chair, president or office.
- be on time.
- be open to ideas, and be a good listener.
- contribute to the discussions.
- be aware of time constraints to prevent meetings from running overtime.

- assume action on responsibilities assigned as a result of actions taken at the meeting.

The Board member should remember that material discussed at the Board meetings may not be "public information," and may be sensitive issues that affect the business dealings of the organization. Materials that appear in published (approved) minutes are public information. However, publishing and approval of minutes does not occur until the Board Meeting after an issue was originally discussed. Discussion held in Executive Session is **confidential** and should not be discussed. Obviously, discussion outside the Board might occur if charged with a specific responsibility by the Board. Decisions made by the Board are group decisions and no one person is responsible for any decision of the Board.

### Parliamentary Rules of Order

Briefly, **Roberts Rules of Order** are based on certain principles - the right of the majority ultimately to rule, the right of the minority to be heard, and the right of the individual to participate in the decision-making process. Business is conducted by acting on motions.

#### A member obtains the floor and introduces a main motion

A. The motion is seconded by another member, and then restated by the presiding officer. At that time the issue is opened and initially discussed by the maker of the motion. When there is no further discussion or some one has "called for the question", the motion is put to a voice vote, show of hands, or general consent, and the decision is determined.

B. Action on any motion may be affected by the following parliamentary procedures:

**amending a motion** - this is utilized to change the original motion (called a main motion) or to change wording in an amendment to the main motion. When amendments have been voted upon, the revised main motion is voted upon.

**referring a motion** - this is used to refer a motion to a specific committee if more information is needed. The committee must report back as instructed by the body referring to motion to them. If a motion is

referred to another body, no further action is taken on the motion until the information required is provided.

**postponing a motion** - this is used to delay action on a motion to sometime in the future, or until other decisions have been determined or additional information has been gathered.

**tabling a motion** - this is used to stop action on a specific motion and to prevent further action from occurring on an issue. If a member asks that the issue be "laid on the table" or "tabled" all discussion is stopped, and no second is required. Further discussion on the motion cannot be considered until a member asks that the issue be "taken from the table." This motion (to remove from the table) must be seconded prior to reconsideration of the motion.

**calling for the question** - if a member states, "call for the question" all debate, and discussion ends, and the chair must ask for a second. If the motion to call the question is seconded, a vote must be taken. If a positive vote is received on the request to call for the question, the pending motion must be voted upon without further discussion.

**reconsidering a motion** - this is used to reconsider a vote that has taken place either on the day of the meeting or that just previous. The request to reconsider must be made by a member who voted on the prevailing side of the action. A motion can be considered only one time.

No new motions may be introduced until a pending motion has been determined, in one of the preceding ways.

Other parliamentary rules of order are:

**Point of order** - this is used to call attention to a breach in the rules. The chair recognizes the member calling for the point of order, and decides if the issue is subject to appeal. A member dissatisfied with the ruling of the chair can appeal to the meeting for a final decision. A majority of "no" votes is needed to reverse the chair's ruling, and the chair may vote.

**Questions and inquiries** - at any time



during the meeting, members may request clarification of procedures (parliamentary inquiry), additional facts (point of information), or changes for convenience. If the chair cannot respond, the matter may be referred to another of the Board.

**Adjournment** - the chair can adjourn the meeting without waiting for a formal motion. However, motions under consideration must have been determined, and formally concluded prior to adjournment.

The parliamentary rules are not meant to hinder discussions or consume meeting time. They are meant to “restrain the individual” in order to accommodate the whole, and should be viewed as a method of working toward consensus, in the fairest and most efficient avenue.

### Giving Reports

When asked to provide a report of committee or individual actions, the individual should do the following:

- provide a brief statement of the background of the issue, including the findings, activities, or proposal
- list finding, without editorializing
- explain what is significant about the findings to the organization
- provide an example to make your point concrete
- request questions
- if the report calls for action, propose the action
- explain to the group what would be changed (or improved) if the proposal were accepted
- explain to the group the parameters of the proposal. Who would need to be involved, time and dollar costs
- summarize
- if appropriate, provide a resolution for action (draft this ahead of time)

### Executive Session

The purpose of executive session is to allow frank discussion among board members of sensitive or confidential issue affecting the organization. It is **NOT** a means to avoid public discussion of controversial issues, or hiding conflicts among members. The rules for executive session are as follows:

- no board member may be excluded

- the only issues that may be discussed are those for which the session was called for
- the board may invite guests (i.e., executive director, past presidents)
- the minutes for executive session are **confidential** and not distributed to any person outside of the Board
- discussion addressing topic(s) within the executive session with any non-board member, outside of the meeting is strictly forbidden

### Meeting Dates for the Board Meetings

The AOCOO-HNS Board of Governors meets twice each year during the main CME functions of the College. Members are expected to attend, unless otherwise excused by the President. Each member will receive a formal “Call to Meeting” a minimum of 60 days prior to the date of the meeting.

## TRAVEL REIMBURSEMENT GUIDELINES

The AOCOO-HNS Travel Liaison will be pleased to work with you to insure that your expenses are quickly and fully reimbursed under these guidelines.

The following constitutes the Travel Reimbursement Guidelines of the AOCOO-HNS. Those who meet these guidelines may be assured that they will be fully reimbursed for all expenses submitted. Travel falling outside these guidelines will be subject to further review by the Travel Liaison and the Administrative Director, and will require an explanatory statement as to the reason the traveler was unable to meet these guidelines. Some reimbursement requests may require review by the Board of Governors; *such exceptions may not be granted full reimbursement*, therefore, you are requested to read and follow these guidelines, and discuss with the AOCOO-HNS Travel Liaison any special problems you are encountering in scheduling your travel.

*The Annual Board Meeting held just prior to the ACA is the only meeting that the AOCOO-HNS does not reimburse. The College expects that all board*

*members will support the Annual Clinical Assembly as part of their responsibility as a board member.*

### AIRFARE:

#### AOCOO-HNS Travel Liaison

You are encouraged to make your flight arrangements through the AOCOO-HNS Travel Liaison. This service gives the AOCOO-HNS the opportunity to control the cost of airfare through travel volume. You will be offered the lowest reasonable fare by utilizing the “E-ticket request form”. Tickets purchased through the AOCOO-HNS Travel Liaison will automatically be charged to the AOCOO-HNS, thus, alleviating ticket reimbursement.

### AIRFARE REIMBURSEMENT

To be guaranteed full reimbursement, airfare must meet the following guidelines:

**Ticket Purchase Timing.** Tickets should be purchased within 30 days after the “call to meeting date”, or no less than 21 days before travel (whichever is later), to take advantage of reduced airfare available only with advance ticket purchase. If this guideline is not met, you must include a statement explaining the reason for delay in purchase.

**“Reasonableness”.** Airfares will be reviewed for “reasonableness”. At this date, cross-country round-trip airfare should generally be below \$600, and short flights (e.g., Detroit to Chicago) should generally be less than \$350. Fares of more than \$600 and \$350, respectively, must include a statement explaining why this was the lowest fare available to the traveler. You may wish to contact the AOCOO-HNS Travel Liaison, before ticket purchase, regarding any fares which exceed these dollar amounts.

**Cancellation.** If a meeting is canceled or changed, the AOCOO-HNS will fully reimburse “non-cancellation rate” tickets made to take advantage of reduced airfare. To process such requests, please send the airline ticket to the AOCOO-HNS Travel Liaison.

**Receipts.** Original “Airfare Receipts” for the flights must be submitted. This



requirement comes from outside auditing requirements that original documents be submitted. You may wish to maintain a copy for your records.

**Extended Stay.** Where an extended stay (Saturday night stay over) is needed to qualify for a low fare, the cost of that extended stay is fully reimbursed provided that the combination of low fare and extended stay costs does not exceed the costs of meeting time plus the fare without the extended stay. For example, if you extend your stay by one day to include the Saturday night stay over in order to obtain a low fare, you would be reimbursed the additional night. Please include in your travel reimbursement request both the cost of the low fare and the cost of 30-day advance-purchase fare without the extended stay.

## **OTHER EXPENSES**

### **Hotel/Resort Accommodations.**

Expenses for hotel and/or resort accommodations, when applicable, will be reimbursed up to the cost of the actual meeting location room rate, plus the appropriate hotel/resort taxes. All Board and Committee meeting attendees will have rooms reserved for them by the AOCOO-HNS Travel Liaison.

### **Travel Reimbursement (Non-Airfare).**

This includes the additional costs of getting to the site, i.e., automobile mileage at \$0.55 per mile for calendar year 2013 beginning January 1, 2013, as well as reimbursement for taxi fares and/or airport parking, and en route baggage handling. All receipts for individual expenses over \$30.00 must be submitted. Reasonable ground transportation expenses will be reimbursed for getting to and from the meeting site only (this excludes the use of limousines).

**Automobile Reimbursement.** Travel by car rather than by air will be reimbursed at the rate of \$0.55 per mile for calendar year 2013 beginning January 1, 2013, up to the cost of a 14-21 day advance purchase coach airfare. If special circumstances require car travel rather than travel by air, please include this explanation. The AOCOO-HNS mileage reimbursement rate coincides with the mileage

reimbursement rate established by the Internal Revenue Service for use of personal vehicle only. Car rental for the purpose of travel by car rather than by air will be reimbursed up to the cost of a 14-21 day advance purchase coach airfare.

Expenses (outlined) must be submitted for reimbursement no later than 60 days following having been incurred.

# **AOCOO-HNS BYLAWS**

## **ARTICLE I**

### **NAME AND PURPOSE**

#### **Section 1.**

Name: The name of the corporation shall be the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery (herein referred to as "AOCOO-HNS").

#### **Section 2.**

Purposes: The purposes for which the AOCOO-HNS is organized are:

- a. To develop, monitor, and maintain educational standards for both initial training of and continuing training in ophthalmology, otolaryngology, head and neck surgery.
- b. To involve practitioners of these specialties in academic, social, economic and political issues relative to these specialties; and
- c. To support the osteopathic profession, our specialties and the good of the public.

## **ARTICLE II**

### **BOARD OF GOVERNORS**

#### **Section 1.**

Responsibilities: The activities of the AOCOO-HNS shall be managed by the Board of Governors (herein referred to as the "Board"). The Board shall have the power to do and perform all acts and functions not inconsistent with these By-Laws and the Articles of Incorporation of the State of Ohio of the AOCOO-HNS. The Board shall function as an entity and

has authority only when it so functions. The individual Board members shall have no authority to act on their own, only authority to vote as one of the Board members or to act for the Board as a result of Board action or delegated authority. Responsibilities of the Board shall include:

- a. Maintaining a system whereby the fiscal assets of the corporation are under constant surveillance and accountability, including a full financial statement prepared by a certified public accountant annually, and interim reports as are necessary.
- b. Establishing and maintaining an effective planning process whereby needs of the corporation may be identified and resources allocated to meet those needs, expressly granted by the Colleges.
- c. Selection of employees of the AOCOO-HNS and define duties.
- d. Review reports of the standing committees at the scheduled meetings.
- e. Shall be responsible for establishing annually, the fees, dues, and assessments for each class of membership.

#### **Section 2.**

Number and Qualification. The Board of Governors shall consist of at least ELEVEN (11) Board Members. The Board of Governors shall be comprised of board members from both the American Osteopathic College of Ophthalmology and the American Osteopathic College of Otolaryngology-Head and Neck Surgery. (Rev. 6/10)

#### **Section 3.**

Election and Tenure. Members-at-Large and Secretary/Treasurer are elected by a majority vote of the general membership from the names recommended by the Nominating Committee of the Board of Governors. Mail ballots will be cast, and then reported at the Annual Business Meeting. No officer may serve in a particular office for more than one (1) year. The terms of office of the Board Members shall be one (1) year or until their successors are elected. Members-at-Large may be re-elected for a maximum of TWO (2) THREE (3) YEAR STAGGERED TERMS. The Board shall have the power to fill the existing vacancies for the remainder



of any expired term at a regular meeting of the Board. (Rev. 6/10)

Section 4.

Resignation and Removal. Any Board Member may resign at any time by giving written or oral notice to the Secretary. Any elected Board Member may be removed from the office at any time by a two-thirds (2/3) vote of a quorum of the Board.

Section 5.

Officers. The Officers shall consist of a President, President-Elect Vice-President, Secretary/Treasurer and Past President of the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery.

The President, President-Elect, and Vice-President, will be elected by the members of the Board of Governors to serve a one (1) year term. The Secretary/Treasurer will be elected by the general membership of the AOCOO-HNS. Those running for the office of Secretary/Treasurer will be Members-at-Large of the Board for at least two (2) years and will be selected by the nominating committee from the Members-at-Large of Ophthalmology or Otolaryngology depending on the year so that the office will alternate yearly between the two disciplines. A majority vote of the general membership of the AOCOO-HNS shall be required for election to the office of Secretary/Treasurer and Members-at-Large of the Board of Governors. Ballots will be cast, and then reported at the Annual Business Meeting. No officer may serve in a particular office for more than one (1) year.

- a. President. The President shall preside at all meetings of the Board of Governors and the Executive and Finance Committee. The President may delegate this duty to the Vice-President. The President is ex-officio member of all committees of that respective College. The President shall also serve as President/Chairman of the respective College.
- b. Vice-President. The Vice-President shall perform the duties and exercise the powers of the President in the absence of the President, and shall perform other duties as shall be prescribed by the Board. The Vice-President shall also serve as Vice Chairman of the

- c. President-Elect. The President-Elect shall perform the duties delegated to that office by the Board of Governors. The President-Elect shall also serve as the President/Chairman of the respective College.
- d. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for keeping a permanent record of the proceedings of the AOCOO-HNS and for a current roster of the members. The Secretary shall perform all other duties that usually pertain to the office of Secretary. In addition, the Secretary/Treasurer shall receive for review an accounting of all Income, Expenses, and Investments on a regular basis according to accepted accounting procedures. The Secretary/Treasurer shall keep a complete and permanent record of the financial transactions of the AOCOO-HNS. The Treasurer shall make a full financial report at the Board of Governors Meetings, and shall perform all other duties as may be determined by the Board. The Secretary/Treasurer shall serve as Vice Chairman of the respective College.
- e. Past President. The Past President shall perform duties delegated to that office by the Board of Governors.
- f. Executive Vice-President. The Board shall employ an Executive Vice-President to function as Chief Executive Officer for the Board of Governors and the Colleges.

Section 6.

The Executive and Finance Committee of the Board shall consist of the Officers of the Board of Governors. The Executive Vice-President shall serve as secretary without vote. The Chairman of the Committee of Medical Education shall serve on the Executive Committee as a Consultant (non voting).

Section 7.

Nominating Committee

- a. The Nominating Committee of the Board of Governors for the selection of nominees to the American Osteopathic Boards of Ophthalmology and Otolaryngology-Head and Neck Surgery shall consist of three (3) members, all of whom shall be certified and a member in good standing of the Colleges, one of

whom shall be designated as chairman by recommendation of the President. The Nominating Committee shall submit to the Board nominations for members for the AOBOO.

- b. The Nominating Committee for the selection of nominees to the Board of Governors shall function as follows: The Nominating Committee shall consist of five (5) members, and these shall be the two (2) Past Presidents, the President-Elect who shall act as Chairman, the Vice President, and the Council of Medical Education Chairman. The Nominating Committee shall recommend the names of persons to be considered for election as Secretary/Treasurer and Members-at-Large of the Board of Governors.

Section 8.

Meetings of the Board of Governors.

- a. Regular meetings of the Board shall be held at least two (2) times per year. They will be held at a time and place designated by the Board. The purposes of the annual meeting shall be to present annual reports and conducts business as may properly come before the Board. The purposes of the annual meeting shall be to present annual reports and conduct business as may properly come before the Board. The Board may establish other meetings of the Board to be held, as it may deem necessary. Members of the Board may participate in any meeting through the use of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. The conduct of all activities/meetings of the Boards/Committees of the Colleges shall be governed by Roberts Rules of Order/Newly Revised, unless otherwise specified in these Bylaws. (R-4/99)

Section 9.

Disciplinary Action. The membership of any Member of the AOCOO-HNS, who violates established policies of the AOCOO-HNS may be revoked, suspended or placed on probation by the Board of Governors acting according to the procedures in the Bylaws, and has the right of appeal to the



Board of Governors following the mechanism as established by the AOA in their Bylaws, Article 2, Section 3.

### **ARTICLE III**

#### **COLLEGES**

##### Section 1.

Colleges. The AOCOO-HNS shall be comprised of two (2) Colleges, The American Osteopathic College of Ophthalmology and The American Osteopathic College of Otolaryngology, Head and Neck Surgery.

##### Section 2.

Responsibilities. The activities of a College shall be managed by its officers and representatives. A College shall have the power to do and perform all acts and functions not inconsistent with these By-Laws.

##### Section 3.

College Composition. Each College shall have a College Board composed of a President/Chairman, Vice Chairman and THREE (3) Members-at-Large. All of these positions will form the composition of the Board of Governors representing the individual College. The Chairman of the Council of Regional Representatives shall also sit on the College Board. Thereby each College Board shall consist of AT LEAST FIVE (5) members. (Rev. 5/3/06, 6/10)

##### Section 4.

Officer Responsibility.

- a. President/Chairman. The President/Chairman shall preside at all meetings of the College Board. The President/Chairman shall recommend for appointment all committees of the College. The President/Chairman shall be an ex-officio member of all committees of the College, except the Nominating Committee. The President/Chairman shall submit an annual report to the Board of Governors at the AOCOO-HNS annual meeting.
- b. Vice-President. The Vice-President shall perform duties as shall be prescribed from time to time by the College Board.

##### Section 5.

Vacancies. Any vacancy in any position and for any reason on the College Board shall be

filled by appointment by the College President/Chairman for the unexpired term of such office.

##### Section 6.

Resignation. A member of the College Board (Officer or Representative) may resign at any time in writing, to the Secretary of the College, and shall become effective upon the date of receipt and acceptance.

##### Section 7.

Meetings of the College Boards.

- a. Annual Meeting. The annual meeting of the Colleges' Boards shall be held at the place and time of the AOCOO-HNS Annual Meeting. The purposes of the Annual Board Meeting are to, present annual reports, review and make recommendations concerning committee reports, formulate policy items, and consider such other business as may properly come before the Colleges' Boards.
- b. Regular meetings of the Colleges' Boards shall be held at least two (2) times per year (the Annual Meeting and the Mid-Year Meeting in conjunction with the Board of Governors). Members of the Colleges' Boards may participate in any meeting through the use of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.
- c. Quorum. A quorum will be considered to be a majority of the total membership of the College Board.

##### Section 8.

Business Meetings of the Colleges' Membership.

- a. Annual Meeting. The annual meetings of the College(s) shall be held at the place and time of the AOCOO-HNS annual meeting. The purposes of the annual meetings are to present to the Membership of the Respective Colleges, the activities of the College, Officers, Committees, Staff, Proposed Resolutions and Policy items for consideration.
- b. Quorum. A quorum will be considered to be a majority of the total membership of the College(s) present and voting.

- c. Regular business meetings of the Colleges' Membership shall be held at least once (1) per year.

##### Section 9.

Code of Ethics. The Code of Ethics of the College(s) shall follow the Code of Ethics of the AOA.

##### Section 10.

Disciplinary Action. The Membership of any Member of the College(s) who violates established policies of the AOA as adopted by the College(s) and is recommended for disciplinary action by the College(s) Board, has the right of appeal to the Board of Governors. (This follows the mechanism as established by the AOA in their Bylaws, Article 2, Section 3.)

### **ARTICLE IV**

#### **MEMBERSHIP IN THE ACOO-HNS**

##### Section 1.

Categories of Membership are: (Rev. 2/7/04)

Resident Member  
New Member  
Active Member  
Life Member  
Retired Member  
Honorary Member  
Associate Member  
Affiliate Member

##### Section 2.

Resident Members must:

- a. Be a graduate of an AOA Accredited Osteopathic Medical School.
- b. Be engaged in an AOA approved or an ACGME approved residency training program leading toward certification in one of the basic specialties (Ophthalmology, Otolaryngology-Head and Neck Surgery).
- c. Be a member in good standing of the American Osteopathic Association.
- d. Rights and privileges Resident members may attend educational programs and social functions of the AOCOO-HNS if they have pre-registered and submitted a letter from their Program Director.
- e. Dues. Resident members are liable for such dues as voted by the Board of Governors. (Rev. 2/7/04)



Section 3.

- New Members must:
- Be a graduate of an AOA Accredited Osteopathic Medical School.
  - Have successfully completed a residency training program approved by the AOA and/or ACGME.
  - Be a member of the American Osteopathic Association.
  - Be licensed to practice Osteopathic Medicine and Surgery.
  - Be in the first year of clinical practice.

Section 4.

- Active Members must:
- Be a graduate of an AOA Approved Osteopathic Medical School.
  - Successfully completed a residency training program approved by the AOA and/or ACGME.
  - Be licensed to practice Osteopathic Medicine and Surgery.
  - Be a member of the American Osteopathic Association.
  - Be Board Eligible or Board Certified by the AOBOO-HNS (American Osteopathic Boards of Ophthalmology and Otolaryngology-Head and Neck Surgery) or the ABO (American Board of Ophthalmology or the American Board of Otolaryngology).

Section 5.

- Life Membership. This may be granted by the Board of Governors to any Active or Retired member who has held continuous membership for the immediately preceding ten continuous years and who has reached the age of 65, and who may or may not have retired from active practice.
- Life members will have the rights and privileges of Active Members.
  - Dues and Assessments. Life members are exempt from all dues and assessments if retired; if still in clinical practice the fees are adjusted accordingly.

Section 6.

- Retired Membership. Retired Membership may be granted by the Membership Committee to any Active Member who has permanently retired from medical practice and does not qualify for Life membership.
- Retired members will have the rights and privileges of their immediate pre-retirement membership.
  - Dues and assessments. Retired

members are liable for such dues and assessments as determined by Board of Governors discretion.

Section 7.

Honorary Membership. Honorary Membership in the College(s) may be granted to any person upon two-thirds (2/3) vote of the College(s) Board in recognition of meritorious service to the College(s) and/or the osteopathic profession as a whole.

Section 8.

- Associate Member (non-voting) must:
- Be a graduate of an AOA Accredited Osteopathic Medical School.
  - Have successfully completed one year post graduate training program approved by the AOA and/or ACGME.
  - Be a member of the American Osteopathic Association
  - Be licensed to practice Osteopathic Medicine or Surgery.

Section 9.

- Affiliate Member (non-voting) must:
- Be actively involved in an ancillary manner in a practice of medicine (physician assistant, nurse practitioner, advanced certified technician), not to include chiropractors, dentists, optometrists, audiologists or podiatrists.

Section 11.

Dues, Fees and Assessments. There will be annual active member dues, new member dues and candidate dues. There may also be fees and assessments. Under the duties of the Board of Governors: "It shall be responsible for establishing annually the dues, fees and assessments for each class of membership." Only members who have satisfied their financial obligations to the AOCOO-HNS shall be considered as members in good standing.

Section 12.

Any member who fails to fulfill their financial obligations beyond sixty (60) days after official notification, shall be notified of suspension. After an additional thirty (30) days of delinquency, the member shall be automatically dropped from membership. The member has the right of appeal to the Board of Governors following the mechanism as established by the AOA in

their Bylaws, Article 2, Section 3. (Rev. 2/7/04)

Section 13.

Fellowship. Members of the AOCOO-HNS may be granted the title of Fellow of the American Osteopathic College of Ophthalmology, or the American Osteopathic College of Otolaryngology-Head and Neck Surgery, who by outstanding contributions to the healing art, to the practice of Ophthalmology, or Otolaryngology-Head and Neck Surgery, to research or for such other meritorious services that reflect credit upon the AOCOO-HNS and the osteopathic profession, who meets the requirements of the Awards Committee, shall with the approval of the Board, receive the honor of Fellow.

Section 14.

Continuing Medical Education Requirements. Members who are subject to the continuing medical education requirements of the AOA, shall maintain the required one hundred and twenty (120) hours during a designated three (3) year period, of which at least one course shall be an AOCOO-HNS sponsored program. (Rev. 2/7/04)

**ARTICLE V**

**AMENDMENTS**

Section 1.

- Proposal of Amendments.
- Amendments shall be proposed to the membership by the Board of Governors.
  - Amendments proposed by the College membership shall require an affirmative vote of two-thirds (2/3) of the members present and voting.

Section 2.

- Recommendation.
- When conveyed to the membership all amendments proposed shall carry the recommendations of the Board of Governors, favorable or unfavorable
  - When conveyed to the membership, all proposed amendments shall have been evaluated by the Rules and By-Laws Committee for consistency with the By-Laws.



### Section 3.

Notification to Members.

- a. All Proposed amendments shall be sent to the membership at least forty-five (45) days prior to the Annual Meeting.

### Section 4.

Final Approval.

- a. The proposed amendments are then sent to the AOA Board of Trustees for final approval.

## RESPONSIBILITIES OF THE AOCOO-HNS BUREAUS, DIVISIONS AND COMMITTEES

### BUREAU STRUCTURE

The AOCOO-HNS Board of Governors will appoint two Bureau Directors.

1. Bureau of Organizational Affairs
2. Bureau of Educational Affairs

The Board of Governors will appoint a Director for each Bureau. The Bureau Directors will be responsible to oversee the Division and Committee activities assigned to each respective Bureau.

### BUREAU OF ORGANIZATIONAL AFFAIRS

1. Advocacy Division
2. Governance Division
3. Information Technology (IT) Division
4. Membership Division

### BUREAU OF EDUCATIONAL AFFAIRS

1. Postgraduate Training Division
2. Professional Programs Division

### General Information

In accordance with the Bylaws of the AOCOO-HNS, the President makes committee appointments. The two types of Committees within the AOCOO-HNS are standing and appointed committees. The President is an ex-officio member of all committees and is informed of the activities of the committees on a regular basis by the Division Chairs. Each Division Communicates with their respective

Committees at least four (4) times per year, filing written reports to the Board of Governors, and Membership of the College.

### DIVISION STRUCTURE

The AOCOO-HNS President will appoint Board of Governor Members-at-Large to chair a Division. The Division Chairs will work with the Bureau Chairs, and be responsible to act as the liaison between the Board and the Committees. The Division Chairs will work with the Committee Chairs throughout the year, and submit reports to the Executive and Finance Committee at least four (4) times annually.

### DIVISION CHAIR INSTRUCTIONS

1. Contact respective Committee Chairs to get status/progress updates.
2. Request Committee Chairs to submit report updates quarterly.
3. Review Committee Chairs reports, and prepare a Division Chair report and submit to College Office.
4. College Office will distribute Division Chair reports to the appropriate Director and the Executive Committee.

### Committee Goals and Objectives

Goals and objectives are formulated for each standing (or appointed) Committee of the Colleges. The goals and objectives are distributed to each committee member upon appointment to a committee and to the chair. Each committee is asked to review its goals and objectives on a regular basis, and report recommendations to the respective Division Chair. The Division Chair can make changes to their respective Committees or additions/deletions in goals and objectives at any time. Copies of the complete strategic plan and goals and objectives for each committee are contained in a later section of this reference manual.

### Budgetary Responsibilities

Special projects being considered by a Division Chair or committee and the proposed budget must be returned to the AOCOO-HNS Office for consideration by the Budget Review and Adjustment Committee.

## AOCOO-HNS Committee Structure

### STANDING COMMITTEES

#### EXECUTIVE AND FINANCE COMMITTEE

The Executive and Finance Committee of the Board shall consist of the President and President-Elect of the College of Ophthalmology, the President and President-Elect of the College of Otolaryngology, and the Secretary/Treasurer of the Board. The Executive Vice-President shall serve as secretary without vote. The Chairs of the Council of Medical Education, Bureau Chairs shall serve on the Executive Committee as Consultants (non voting).

**Charge:** It shall be the duty of the Executive and Finance Committee to act for the Board of Governors upon Board business arising between meetings of the Board and it shall report all actions at the next meeting of the Board thereafter.

The Executive and Finance Committee shall meet at the mid-year meeting and again at the annual meeting prior to the full Board meeting. Its duties shall be to review all agenda items prior to the full Board meeting and to make recommendations accordingly. It shall also review in detail all matters of finance and to make recommendations accordingly.

The committee shall also serve as the Board of Governors of the AOCOO-HNS Foundation, Inc.

#### 1. AUDIT COMMITTEE

The Audit Committee composition shall be the President-Elect, who will act as Chair, President, Vice President, and Immediate Past President. The Executive Vice President and EVP Emeritus will serve as committee consultants.

**Charge:** To review the financial activities of the corporations and report at least once annually to the Treasurer of the Executive and Finance Committee.

The Audit Committee shall review the financial transactions of the corporations and staff accounting procedures. This shall include accounts receivables, accounts payables, bond and insurance coverings of



committee members and staff who have access to organizational funds, and any purchases of equipment for the operation of the business office.

The Audit Committee would then make their annual report and any appropriate financial recommendations to the Board at their next meeting.

Review guidelines: (Rev. 10/14/02), (Rev. 2/2011)

- Review the year-end balance sheet and profit and loss statement prepared by the Administrative Staff at the Mid-Year Board meeting.
- Review the accountant’s financial review at the December Board of Directors meeting or the February Board of Directors meeting, which ever occurs first.
- Administrative Staff meet in-depth with the Audit Committee during the December Board of Directors meeting or the February Board of Directors meeting, which ever occurs first.
- The Audit Committee would then make their annual report and any appropriate financial recommendations to the Board at their next meeting.

**NOMINATING COMMITTEE-BOARD OF GOVERNORS**

Composition: President-Elect (Chair), AOCO and AOCO-HNS Past Presidents, the Vice President, and the C.O.M.E. Chairman. This nominating committee shall consider names of persons to be considered for election as Secretary/Treasurer and Members-at-Large of the Board of Governors.

Responsibility: The Nominating Committee identifies candidates that reflect the broad diversity of the membership that will be selected as nominees for leadership positions.

**TIMELINE:**

February - A list of potential members to serve in the above capacity will be finalized. (This list will be the result of reviewing members with experience in various committee structures and other levels of special service to our College.)

May - Nominating Committee chairs will schedule and conduct interviews of prospective nominees that were selected in February, outlining the responsibilities of these future leaders and time commitments to serve on committees and attending meetings.

June-July - The Nominating Committee will meet after the Annual Clinical Assembly to determine individuals eligible for election or re-election and to finalize the selection of Nominees.

September - The Nominating Committee will submit their final selections to the Board of Governors for review at the Mid-Year Board Meetings.

November - Provide the College nominating committee report to the membership in the Winter Quarterly Report (deadline November 15<sup>th</sup>). The nominees will have their letters published in this Quarterly Report for the membership to review.

Nominations for College At-Large positions must be submitted prior to voting. If any other nominee is submitted by a member, a petition for that nominee must be signed by a minimum of 10% of the voting membership and sent to the College office. Deadline for petitions: February 1<sup>st</sup>.

March - Provide secure voting mechanism to member by March 1st. The electronic results will be counted by the Executive Vice President and authenticated by the President and President-Elect of the Board of Governors.

BALLOTS: The ballots should indicate which at-large members are incumbents.

**APPOINTED DIVISIONS AND THEIR ESPECTIVE COMMITTEES OF THE BOARD OF GOVERNORS**

**ADVOCACY DIVISION**

Major activities:

- Federal Government Relations
- State and Local Government Relations

- Relations with Third Parties
- Relations with Medicine
- Relations with Industry
- Public Information
- Public Service

Goal: To enhance relationships with members and other organizations and to work toward unity and cooperation among all those involved with patient care.

**1. AOA BUREAU OF FEDERAL HEALTH**

Major activity: Attend twice annually the AOA Bureau of Federal Health Programs, and submit reports back to the Division Chair and College Office for review. The Bureau of Federal Health Reports will be published in the AOCOO-HNS Quarterly Newsletter.

**2. AOA DELEGATE**

Major activity: Attend all AOA Board of Trustee meetings, and submit reports back to the Division Chair and College Office

**3. AAO COUNCILLOR**

Major activity: Attend all AAO Council meetings, and submit reports back to the Division Chair and College Office.

**4. AAO-HNS REPRESENTATIVES**

Major activity: Attend all AAO-HNS meetings, and submit reports back to the Division Chair and College Office.

**GOVERNANCE DIVISION**

Goal: To ensure that the committees under the jurisdiction of this division adhere to the basic principles as established by following Roberts Rules and General Accounting Procedures (GAP) are adhered to, and in addition, all other rules of governance as ordained by the AOA.

**1. BUDGET REVIEW AND ADJUSTMENT**

The Budget Review and Adjustment Committee shall consist of three members from the Board that meets on an as needed basis. The purpose of the Committee will be to review requests for funds during the year and make recommendations to the Division Chair and Executive and Finance Committee.



## 2. BYLAWS COMMITTEE

The three members shall be appointed by the President-Elect, who shall also designate a Chairman, and the three will serve staggered terms of no longer than three (3) years. The Bylaws Committee shall consider revisions of the Bylaws and shall, if deemed desirable, recommend amendments to the Division Chair and Board of Governors.

## 3. NOMINATING COMMITTEE

Composition: President-Elect (Chair), AOCO and AOCO-HNS Past Presidents, the Vice President, and the C.O.M.E. Chairman. This nominating committee shall consider names of persons to be considered for election as Secretary/Treasurer and Members-at-Large of the Board of Governors.

Responsibility: The Nominating Committee identifies candidates that reflect the broad diversity of the membership that will be selected as nominees for leadership positions.

### TIMELINE:

February - A list of potential members to serve in the above capacity will be finalized. (This list will be the result of reviewing members with experience in various committee structures and other levels of special service to our College.)

May - Nominating Committee chairs will schedule and conduct interviews of prospective nominees that were selected in February, outlining the responsibilities of these future leaders and time commitments to serve on committees and attending meetings.

June-July - The Nominating Committee will meet after the Annual Clinical Assembly to determine individuals eligible for election or re-election and to finalize the selection of Nominees.

September - The Nominating Committee will submit their final selections to the Board of Governors for review at the Mid-Year Board Meetings.

November - Provide the College nominating committee report to the membership in the Winter Quarterly Report (deadline November 15<sup>th</sup>). The nominees

will have their letters published in this Quarterly Report for the membership to review.

Nominations for College At-Large positions must be submitted prior to voting. If any other nominee is submitted by a member, a petition for that nominee must be signed by a minimum of 10% of the voting membership and sent to the College office. Deadline for petitions: February 1<sup>st</sup>.

March - Provide secure voting mechanism to member by March 1st. The electronic results will be counted by the Executive Vice President and authenticated by the President and President-Elect of the Board of Governors.

BALLOTS: The ballots should indicate which at-large members are incumbents.

## INFORMATION TECHNOLOGY (IT) DIVISION

### 1. COMMUNICATION COMMITTEE

Charge: Periodically review and make recommendations to improve website development. Submit group emails regarding ophthalmology and otolaryngology; create mini-CME seminars (regional); and, create more avenues for communication. Submit newsworthy articles for the AOCOO-HNS Quarterly Newsletter.

### 2. OPHTHALMOLOGY AND OTOLARYNGOLOGY PRACTICE COMMITTEES

Goals: To define what constitutes appropriate, ethical care and to enable ophthalmologists and otolaryngologists to provide high quality, comprehensive, cost-effective care to their patients.

The Practice Committee members should have extensive experience in all matters of Practice.

Charge: Practice Opportunities, Managed Care Information, Ethical Practice Promotion, Medicare Relations, Medical/Legal Information.

## MEMBERSHIP DIVISION

### 1. AWARDS COMMITTEE

The Awards Committee shall consist of

members of both Colleges and shall also be a Fellow and Member in good standing.

Charge: To develop, review and make recommendations to the Division Chairs and Board of Governors for those members deemed worthy of awards by having achieved the specific guidelines set forth in the Award Guide.

## 2. ETHICS COMMITTEE

The Ethics Committee shall consist of members of both Colleges and shall also be a Fellow and Member in good standing.

Charge: To ensure that the ethical conduct of our members is in line with AOA guidelines.

## 3. COUNCIL OF REGIONAL REPRESENTATIVES

MISSION: To facilitate interaction between the Colleges Membership and the College Boards by encouraging an opportunity for discussion. It is incumbent upon the CRR Chair to prepare and submit quarterly reports to the Division Chair.

COMPOSITION: Each region (1-6) will be composed of 2-3 representatives, one being named spokesperson. From the 6 spokespersons, one will be elected Chairman of the CRR. The Chairman will have a voting position on their respective College Board.

REGIONAL MEETINGS: Each regional spokesperson will contact and converse (via phone and/or email) with their fellow regional members for the purpose of developing a compilation of material that would represent concerns, wishes and recommendations of these members, and then have these issues presented to the other regional spokespersons.

CRR will schedule two meetings a year, one held during the Annual Clinical Assembly, the other held during the Mid-Year Seminar. These two semi-annual CRR meetings will be attended by the regional spokespersons. The Chairman of the CRR will attend all College Board meetings, and advise the Board as to their recommendations.

## OUTLINE OF REGIONS

Region 1: Connecticut, Delaware,



Massachusetts, Maryland, Maine, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont

Region 2: Alabama, District of Columbia, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee Virginia and West Virginia

Region 3: Michigan

Region 4: Indiana and Ohio

Region 5: Arkansas, Arizona, California, Colorado, Louisiana, New Mexico, Nevada, Oklahoma and Texas

Region 6: Alaska, Hawaii, Iowa, Idaho, Illinois, Kansas, Minnesota, Missouri, Montana, North Dakota, Nebraska, Oregon, South Dakota, Utah, Washington, Wisconsin and Wyoming

**POSTGRADUATE TRAINING DIVISION**

**1. COUNCIL OF MEDICAL EDUCATION (C.O.M.E.)**

The C.O.M.E. shall consist of no less than four (4) members, two (2) members appointed from the American Osteopathic Boards of Ophthalmology and Otolaryngology-Head and Neck Surgery and two (2) members appointed from the Board of Governors of the AOCOO-HNS, and one of whom shall be designated chairman. The chair shall serve for a term of three years and may succeed themselves. All committee members shall be certified and residency program directors for at least three (3) years, and in good standing with the AOCOO-HNS and the training institution.

The C.O.M.E. shall have a minimum of two (2) meetings per year and each of these scheduled prior to the meetings of the AOA-COPT so that recommendations may be sent by the C.O.M.E for review. Additional meetings may be scheduled at the call of the Chairman.

The C.O.M.E. shall consider applications for approval of residency training programs and consider reports submitted by residents and by hospitals, received on or before dates established by the C.O.M.E.

The C.O.M.E. shall also consider reports of committees, bureaus and departments, and of the Board of Trustees of the American Osteopathic Association (AOA).

The objectives of the Committee shall be to:

1. Develop and continue review of basic standards for training programs in ophthalmology and otolaryngology/facial plastic surgery and subspecialties relating to the above specialties.
2. Communicate recommendations to the appropriate committees, bureaus and departments of the AOA.
3. Conduct periodic inspections and evaluations of training programs in the above specialties, of hospitals and other facilities engaged in residency training.
4. Compile reports, statistics and other pertinent data relating to such programs.
5. Report and make recommendations of findings to the Board of Governors at its annual meeting and to the appropriate bodies of the AOA.
6. Compile and maintain a roster of qualified specialists from which inspectors may be selected to conduct inspections of residency and other training programs for approval and/or for continuation.
7. Set up and conduct training courses in conjunction with representatives of the AOA-COPT for inspectors of training programs.
8. Set up and conduct workshops for the purpose of instruction in teaching methods and other means for developing and continuation of comprehensive, progressive training programs.
9. Transact such other business as has been properly delegated to the C.O.M.E.

**SUBCOMMITTEE OF THE C.O.M.E. —EDITORIAL COMMITTEE**

The Editorial Committee shall consist of members of both Colleges and shall also be a Fellow and Member in good standing. Charge: Develop a systematic review method for evaluating and grading all submitted annual resident papers. Make recommendations accordingly to the C.O.M.E. Develop quantitative criteria for the selection of outstanding papers and scientific posters.

**2. COUNCIL ON RESIDENTS AND FELLOWS**

**PURPOSE**

The Council on Residents and Fellows (“CRF”) will function as an advisory body to the Board of Governors of the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery (“AOCOO-HNS”) to:

- (a) facilitate communication regarding issues of interest to Residents and Fellows in the fields of Ophthalmology and Otolaryngology-Head and Neck Surgery
- (b) make recommendations to the Board of Governors of the AOCOO-HNS regarding programs and policies of particular interest to residents and Fellows, and
- (c) support the general good of the specialties, academic excellence, good of the patients, membership diversity, and the osteopathic profession

**MEMBERSHIP**

The CRF will be composed solely of Residents and Fellows who are active members of the AOCOO-HNS as osteopathic medical graduates in training in the Colleges’ specialties.

**GOVERNING BOARD**

Election of Board Members: During the CRF meeting held in conjunction with the Annual Clinical Assembly, the Council will elect from among all of its members a Chairman, a Chairman-Elect and a Member-at-Large from each of the two specialties. Such election shall be by majority vote of those members present at such meeting. These officers, along with the Immediate Past Chairman will constitute the CRF governing board. The initial slate of candidates for the governing board shall be determined by the following members of the Board. Thereafter the governing board shall establish a nominating committee consisting of the Immediate Past Chairs (one of whom shall chair the proceedings) and at least two other Members of the Council who are not currently members of the governing board. A Member of the CRF may be nominated for only one office of the governing board at any one time.

Terms of Governing Board Member: No member of the governing board may serve



more than two consecutive terms. All terms will begin with the second Board of Governors meeting at the Annual Clinical Assembly. Residents who complete their training in the spring will not be eligible for any nomination.

**Chair:** The Chair will preside at all meetings of the Board on residents and Fellows and will report on the recommendations and actions of the Council to the Board of Governors of the AOCOO-HNS. The Chairs will be representatives to the AOCOO-HNS Board of Governors as nonvoting Guests and will represent the Council in public and private forums. The chair will maintain the integrity of the Council, and will be responsible for executing all initiatives on behalf of the Council. The term of office of the Chair will be one-year (the Chairs will alternate in preceding over the meeting yearly, by specialty)

**Chair-Elect:** The Chair-Elect will execute all of the duties of the Chair in the Chairs' absence. In the event the Chair is unable to fulfill the term of office, the Chair-Elect will become chair. The Chair-Elect will coordinate the annual meeting of the Council. The term of office of the Chair-Elect will be one-year.

**Member-at-Large:** The Member-at-Large will serve as a liaison between the CRF and such other organizations as the governing board deems appropriate. The Member-at-Large will coordinate the annual resident's forum. The term of office of the Member-at-Large will be one-year.

**Immediate Past Chair:** The Immediate Past Chair will remain a member of the governing board for an additional one-year term. The Immediate Past Chair will be responsible for increasing membership of the Council and encouraging active participation by Council members.  
**Responsibility of the Governing Board:** The governing board will serve as the executive body of the Council, will deliberate and conduct business on behalf of the Council and will be responsible for managing the affairs of the Council with respect to all matters not specifically reserved to the Council members. The powers of the governing board are established by, and

subject to, approval by the AOCOO-HNS Board of Governors.

#### MEETINGS

**Dates and Places:** The CRF will meet during the Annual Clinical Assembly at a place and time determined by the Chair. The governing board members shall attend all meetings of the CRF. The governing board will meet independently of the Council during the Annual Clinical Assembly and during the Mid-Year meeting at places and times determined by the Chair.

**Quorums:** Attendance by 10% of the members of the Council at any regularly scheduled meeting of the Council will constitute a quorum for conducting business at any such meeting of the Council. Attendance by a majority of the members of the governing board shall be sufficient to establish a quorum for conducting business at any meeting of the governing board.

**Voting:** Any member in good standing of the CRF attending a meeting will have the power to propose resolutions and vote on any matter before the respective body.

#### Order of Business for CRF:

Call to order by the Chair  
 Report of the Chair  
 Report of the Member-at-Large  
 Review and adoption of minutes  
 Old business  
 New business  
 Order of Business for Governing Board Meetings:  
 Call to order by the Chair  
 Report of the Chair on AOCOO-HNS Board of Governor business and actions  
 Report of the Member-at-Large  
 Review and adoption of minutes  
 Old business  
 New business

#### RESIGNATION OR REMOVAL OF MEMBERS

**Resignation:** Any member of the Board on Residents and Fellows may resign by giving written notice of their resignation.

**Removal:** The AOCOO-HNS Board of Governors may remove any member of the governing board of the CRF of such removal is deemed to be in the best interest of the AOCOO-HNS. The governing

board will present a recommendation and supporting material to the AOCOO-HNS Board of Governors for their consideration.

## **PROFESSIONAL PROGRAMS DIVISION**

### **1. OPHTHALMOLOGY AND OTOLARYNGOLOGY EDUCATION COMMITTEES**

**Clinical Education Goals:** To help ophthalmologists and otolaryngologists, and other health care professionals who work with them obtain the clinical knowledge, attitudes and skills necessary to provide optimal care to the public.

The Education Committee members should have extensive experience in all matters of educations.

The Education Committee shall serve as a reference committee to the Professional Program Division. The Education Committees will be asked to submit pertinent lecture topics, reference material, and recommended speakers to fulfill the objective of maintaining a 3-5 year grid of continuing medical education information.

The Education Committee will meet at least twice annually in order to maintain educational objectives as defined by the Bureau of Educational Affairs.

### **EDUCATION/PROFESSIONAL PROGRAMS**

**Charge:** To review and make recommendations regarding the present and future educational needs of the membership, specifically continuing medical education. Review current CME material as to: topics, methods, techniques - all of these are necessary and needed to fulfill educational needs today and in the near future. These require consideration of clinical, academic, and research needs. The committee must also consider targeting needs over the required 3 year CME cycle.

Develop guidelines for the selection and training of professional program chairman that will conform to the overall needs concerning CME and MOC.



**Educational Guidelines for ACA & Mid-Year Seminar Program Chairman**

*This information has been prepared as a guideline to help Program Chairman prepare for the Annual Clinical Assembly and/or the Mid-Year Seminar.*

*(Special note to Program Chairman: The committee structure has been designed so that the new Chairman has been able to observe closely the functioning of the Committee and be ready to assume the duties of Chairman. The new Chairman is also encouraged to dialogue with the preceding Chairman in all and any issues that may arise in order to see that a smooth and easy transition into the Chairmanship is possible.)*

In order to insure cost efficiency, try to limit guest speakers to the general geographic area, if possible. Since lecturers are typically assigned a 45-minute time slot, consider having a lecturer be assigned two different topics (same or consecutive day). The Board has prepared a budget for speaker honoraria and related travel expenses.

ACA ONLY: “Best Resident Paper Award”. The Board requests that the winners of the award in each specialty be given the opportunity to present their paper at the ACA meeting. A 10-minute time slot will be made available on Friday or Saturday morning for residents to present their papers. The respective residents will be notified and will be asked to notify the College if they will be able to attend.

On the program grid, there is an opportunity for resident presentations, a total of 6 residents will present in each specialty (10 minutes each). Requirements:

- Resident must be a member in good standing of the AOCCO-HNS.
- Presentation must be reviewed and approved by the respective program director.
- Presentation will last exactly 10 minutes.
- Any visual assists will be utilized with PowerPoint and placed on CD-ROM and sent to the College Office.

The Board requests that the format of lectures accommodate 45-minute time slots (35-40 minute lecture, followed by 5-10 minutes of question and answering time). Daily moderators, of your choosing, must be

responsible to insure that speakers adhere to this policy.

**CME Information/Program Deadlines**

CME’s: In order for the American Osteopathic Association to approve our CME courses, 51% of the educational program speakers must be DO lecturers.

The ACA program and registration packet are prepared and printed mid-November for mailing mid-December. Any final changes in the preliminary program MUST BE submitted to the College Office NO LATER THAN NOVEMBER 15<sup>th</sup>.

The Mid-Year Seminar and registration information are prepared and printed for distribution during the ACA. Preliminary program should be submitted by January 15<sup>th</sup> for review by the Executive Committee. Any final changes in the preliminary program MUST BE submitted to the College Office NO LATER THAN APRIL 1<sup>st</sup>.

Speaker packets are sent from the College Office but mailing address and phone, fax and/or email addresses of guest speakers are to be provided by the program chairman. The ACA speaker packets are normally mailed out December 1<sup>st</sup>, asking for return information by February 28<sup>th</sup>. The Mid-Year Seminar speaker packets are normally mailed out June 1<sup>st</sup>, asking for return information by August 15<sup>th</sup>.

The AOCCO-HNS is a CME sponsor. A CME sponsor is an institution, organization or affiliate that is accredited by the AOA Council of Continuing Medical Education to present pro-grams that qualify for AOA-CME Category 1A credits. The primary goal of a CME sponsor is to conform to the “AOA Uniform Guidelines” which outlines appropriate behaviors expected of accredited sponsors in planning, designing, implementing, and evaluating CME activities.

Continuing Medical Education accountability for the AOCCO-HNS needs to remain stringent. The following outline highlights the goals and objectives of the professional program committee and activities of the AOCCO-HNS regarding its annual clinical assembly.

Daily sign-in is a MUST. Two separate sign-in books will be available, one for each specialty. The sign-in books will be available all morning all days of the ACA and Mid-Year Seminar.

The ACA educational program CME’s will be arranged starting with breakfast roundtable discussions at 7am, followed by lectures beginning at 8am and completing by 2pm, with light lunches are provided in the afternoon.

The Mid-Year Seminar educational program CME’s will be arranged starting with breakfast roundtable discussions at 7am, followed by lectures beginning at 7:30am and completing by 5pm on Saturday, and 12noon on Sunday, with light lunch provided on Saturday afternoon.

During the ACA, for those members who want family and/or social/sport activity time, the afternoons are free, so attendees might take advantage of resort or other local activities.

During the ACA, for those members who want more CME’s, Program Chairman shall organize subspecialty specific lectures in the afternoon (beginning at 2:00pm, completing by 4:00 or 5:00pm). Try to utilize morning guest speakers for afternoon seminars, i.e., in the morning have lectures on Otolaryngic Allergy or Oculoplastic, and in the afternoon, offer a 2-3 hour expanded seminar on the same or similar topic. Pharmaceutical/equipment companies may be able to sponsor an afternoon seminar highlighting new equipment, i.e., lasers, surgical instruments/ equipment. A nominal registration fee (\$75) will be charged for workshops, keeping in mind that there are still costs involved, room setup, audio visual, and printed program material.

Speaker sponsors for the ACA and Mid-Year Seminar should be arranged by each Program Chairman. (College Office Staff will be able to help you with contact information). Should you develop a lecture associated with a sponsor, there is necessary paperwork that MUST to be signed by the sponsoring agent.

The course evaluation summaries are general information for you to use in developing your program. The Board will review the



results of the course evaluations. Copies of course evaluation summaries are also distributed to all program chairman and committee members.

Assign daily moderators to help you introduce speakers, attend to any audio visual needs, as well as be available during the Breakfast Roundtable to discuss pertinent medical/practice issues with attendees.

## AOCOO-HNS AWARD GUIDE

Reviewed and revised February 2007

### CHAPTER 1. - GENERAL INFORMATION

#### 1.1 PURPOSE

This manual provides information and guidance on the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery awards process. It includes general policy, a description of each award, personal eligibility requirements, and the format for formal submission.

#### 1.2 POLICY CONSIDERATIONS

1.2.1 Awards are for the purpose of publicly recognizing and rewarding extraordinary performance, exceptional achievement and other acts of outstanding service that distinguish the individual from others performing similar acts of service. A judicious use of awards provides incentive to greater individual effort and morale; injudicious use will destroy their basic value.

1.2.2 The appropriate level of award should be consistent with the particular action, achievement or service and met the respective eligibility requirements.

1.2.3 Promptness with which awards are made is essential, provided standards of merit are preserved. An award for a specific action should be bestowed as soon as possible with due consideration given for the time required to validate the facts and to process the award.

1.2.4 All award recommendations (unless otherwise specified) shall be submitted to the Awards Committee for formal consideration and action. Award points accumulated will not include points for any awards previously received. (Rev. 2/05)

#### 1.3 AUTHORITY TO ESTABLISH AND APPROVE AWARDS

1.3.1 Awards for issue to the membership and other eligible individuals are established by rules passed by the Board of Governors and by executive directives issue by the representative Presidents of the Colleges.

1.3.2 Recommendations for the establishment of a new award will be submitted to the Board of Governors via the Chairman of the Awards Committee.

1.3.3 The authority to approve awards is granted by the Board of Governors.

### CHAPTER 2. - AWARDS

#### 2.1 LIST OF AWARDS

2.1.1 Membership

2.1.2 Fellow

2.1.3 Presidential Achievement Certificate

2.2.3.1 Presidential Resident  
Recognition Certificate (Rev. 5/02)

2.1.4 Governors Achievement Certificate

2.1.5 Distinguished Service Award

2.1.6 Special Board of Governors Award

2.1.7 Patrick Murray Award

2.1.8 Honorary Member Award

2.1.9 Humanitarian Service Award

#### 2.2 AWARD DESCRIPTION AND ELIGIBILITY REQUIREMENTS

##### 2.2.1 MEMBERSHIP

Description: Member status is the official recognition by the Board of Governors of a qualified individual as belonging to the College.

Eligibility Requirements: An applicant must be a graduate from an accredited Osteopathic medical school and have successfully completed a residency training program approved by the AOA or ACGME; be licensed to practice Osteopathic Medicine and surgery in the state in which the applicant practices, except

for those individuals on active duty in the military or U.S. Public Health Service; be a member of the AOA; and, board eligible or certified by the AOBOO or ABO.

Membership applications are encouraged from the specialties of Ophthalmology, Otolaryngology and Facial Plastic Surgery. Applications must include: the appropriate fee and yearly dues payment, along with signatures of two or more physicians who know the applicant and can attest to his or her professional qualifications and personal characteristics. One of the signing physicians should be the program director of the applicant's last year of training. (Rev. Sept. 2000)

##### 2.2.2 FELLOW

Description: The title of Fellow of the American Osteopathic College of Ophthalmology or the American Osteopathic College of Otolaryngology-Head and Neck Surgery, represents the recognition of a member's devotion to the advancement of Osteopathic Medicine and his or her professional proficiency, unusual merit and skills in the practice of either Ophthalmology or Otolaryngology or Otolaryngology/Facial Plastic Surgery.

Eligibility Requirements: A candidate must be an Active member in good standing with the AOCOO-HNS, certified by the American Osteopathic Boards of Ophthalmology and Otolaryngology-Head and Neck Surgery, and have attended three Annual Clinical Assembly meetings of the AOCOO-HNS following board certification. The three meetings need not be in consecutive order. After the third Annual Clinical Assembly meeting following certification, the candidate must complete and return the Fellow application request to the Executive Vice President of the AOCOO-HNS for action by the Board of Governors. Upon completion of that process, the Executive Vice President will notify each applicant in writing that the certificate conferring Fellow status will be awarded by the Board at the next Annual Clinical Assembly during the Award Ceremony. All prospective candidates must be present at the Award Ceremony to receive the official certificate, and to be formally inducted into the College as a Fellow.



**2.2.3 PRESIDENTIAL ACHIEVEMENT CERTIFICATE**

Description: The award shall be given by the President of each College to members of that College in recognition of noteworthy professional achievement, or other valuable service performed on the behalf of the College or Board of Examiners. (Rev. 4/02)

Eligibility Requirements: Members in good standing with the AOCCO-HNS, demonstrated professional achievement of a superlative nature such as publishing a clinical or scientific paper in a national medical journal, or delivering an outstanding lecture at the Annual Clinical Assembly; or providing valuable assistance for a project on behalf of the College or Board of Examiners, such as preparing questions for the certification examination or developing a scientific exhibit for the Annual Clinical Assembly. The candidate must achieve fifteen (15) points and be nominated for the award by a member of the College, or at the discretion of the current President and approved by the Executive Committee. (Rev. 2/05, Rev. 2/06, Rev. 2/07).

**2.2.3.1 PRESIDENTIAL RESIDENT RECOGNITION CERTIFICATE**

Description: The award shall be given by the President of each College to residents (candidates in training) of that College in recognition of professional achievement, or other valuable service performed on behalf of the Residency Training Program, College Board or Board of Examiners. (Rev. 4/02)

Eligibility Requirements: Candidate member; in good standing with the AOCCO-HNS, and residency training program as may be appropriate; demonstrated professional achievement of a superlative nature such as participating with the Board of Governors or College Board as a resident representative, publishing a clinical or scientific paper in a national medical journal, or delivering an outstanding lecture at the Annual Clinical Assembly; or providing valuable assistance for a project on behalf of the College or Board of Examiners, such as preparing questions for the certification examination or developing a scientific exhibit for the Annual Clinical Assembly. (Rev. 4/02), (Rev. 2/06)

**2.2.4 GOVERNORS ACHIEVEMENT CERTIFICATE**

Description: This award is given by the Board of Governors to members of the College who have distinguished themselves by a greater level of accomplishment or service than that required for the Presidential Achievement Award.

Eligibility Requirements: Member of the College; in good standing with the AOCCO-HNS, demonstrated meritorious achievement or service to the College or Board of Examiners. Examples of activities of merit for this level of award include founding a residency training program, and serving as a program director for graduate medical education. Attendance at the last three (3) out of five (5) Annual Clinical Assemblies. In addition, the individual must have demonstrated that they embody in their deeds and actions, the spirit and character of the AOCCO-HNS. THIRTY-FIVE (35) points are required for the award. Award points accumulated will not include points for any awards previously received. (Rev. 2/05, Rev. 2/07)

**2.2.5 DISTINGUISHED SERVICE AWARD**

Description: The Distinguished Service Award is bestowed by the Board of Governors for exceptionally meritorious service in a position of major responsibility in the College or Certifying Board. The Distinguished Service Award honoree is nominated by the Executive Committee of the Board, approved by the Board of Governors, and given to no more than two (2) honorees a year, beginning with the 2006 awards. (Rev. 2/05)

Eligibility Requirements: Members of the College in good standing with the AOCCO-HNS, duty involving either the Board of Governors or the Board of Examiners for a minimum combined period of six years and have been a member of the College(s) for at least fifteen (15) years. Attendance at the last three (3) out of five (5) Annual Clinical Assemblies. In addition, the individual must have demonstrated that they embody in their deeds and actions, the spirit and character of the AOCCO-HNS. The candidate must have accumulated a total of SIXTY-FIVE (65) points. and be nominated

and recommended by a member of the College for the award. Award points accumulated will not include points for any awards previously received. (Rev. 2/05, Rev. 2/07)

**2.2.6 SPECIAL BOARD OF GOVERNORS AWARD**

Description: The Special Board of Governors Award is the highest personal award given by the Board of Governors for exceptionally meritorious service to the College in a series of duties of great responsibility. The Special Board of Governor honoree is nominated by the Executive Committee of the Board, approved by the Board of Governors, and given to no more than two (2) honorees a year, beginning with the 2006 awards. (Rev. 2/05)

Eligibility Requirements: Member of the College in good standing in the AOCCO-HNS, demonstrated sustained superior performance characterized by outstanding achievement and distinguished service to the College(s) and have been a member of the College(s) for at least twenty-five (25) years accumulating no less than NINETY (90) points and serving a minimum of nine (9) years service on either one of the Boards or a combined service on both Boards along with having been President of the College or the Board. Attendance at the last three (3) out of five (5) Annual Clinical Assemblies. In addition, the individual must have demonstrated that they embody in their deeds and actions, the spirit and character of the AOCCO-HNS. The candidate must be recommended to the Board of Governors for the award. Award points accumulated will not include points for any awards previously received. (Rev. 2/05, Rev. 2/07)

**2.2.7 PATRICK MURRAY AWARD**

Description: An annual monetary award given to the highest scoring resident in the annual OKAP examination in Ophthalmology and in the annual resident in-service proficiency examination in Otolaryngology. In the event of a tie between two residents in the same specialty, the award money will be divided evenly. The two first place award finalists will receive \$750 each; the two second place award finalists will receive \$600 each; and the two



third place award finalists will receive \$500 each (Rev. 10/28/01).

Eligibility Requirements: Resident in approved Ophthalmology or Otolaryngology or Otolaryngology/ Facial Plastic Surgery training programs. The resident must submit his or her score on the residents' training examination to the AOCOO-HNS Office. A resident must achieve a minimum of 50% on the examination. A resident may receive the award more than one time and does not need to be present at the Annual Clinical Assembly to receive the Award (Rev. 10/28/01).

## 2.2.8 HONORARY MEMBER

Description: This is an honorary award for the recognition of internationally known Ophthalmologists, Otolaryngologists, Plastic Surgeons, as well as important individuals in other specialties and different professions. The titles "Honorary Member" and "Friend of the AOCOO-HNS" are used respectively for each of these categories of individuals.

### 2.2.8.1 HONORARY MEMBER

Eligibility Requirements: For Honorary Member, the candidate must be an Ophthalmologist, Otolaryngologist, Head and Neck or Plastic Surgeon of national or international renown and unquestionable ethics who has made a significant professional contribution to the College(s).

### 2.2.8.2 FRIEND OF THE COLLEGE

For "Friend of the AOCOO-HNS", the candidate must be an honorable individual who has made a significant and sustained positive contribution to the College(s) and the Osteopathic profession.

## CHAPTER 3. - ADMINISTRATIVE PROCEDURES

### 3.1 PREPARATION OF RECOMMENDATIONS

3.1.1 Initiation: A recommendation for an award may be submitted by any member of the College, in good standing with the AOCOO-HNS, having knowledge of an act, achievement, or service of another member or candidate in training which may warrant

such award. It will be submitted as promptly as practicable following the act or term of service to which the recommendation refers.

3.1.2 Timeliness: Timely recommendation is essential to a successful awards system. A recommendation must be submitted as soon as possible following the act, achievement, or service upon which it is based. All recommendations must be appropriately justified and sufficiently detailed to allow proper evaluation and decision.

3.1.3 Preparation: Recommendations for awards must be submitted on the Awards Committee Award Form. This form should be completed by filling in the specified information requested in each of the numbered blocks. Where additional space is required, sheets of standard size paper may be appended. A separate form will be used for each award being recommended.

3.1.4 Summary of Action: This part of the recommendation, to be included on the reverse side of the Personal Award Form, is required in all cases and is the most important element since each recommendation is evaluated on the merits of the justification therein. An objective summary giving specific examples of the performance and manner of accomplishing it together with the results and benefits derived should be presented. The specific elements of the nominee's performance should be listed in a straight-forward statement of facts. When detailing accomplishments consider the nominee's initiative, originality, dedication and perseverance in achieving the specific accomplishment, or in performing a particular service, and weigh the impact of the achievement in light of its effect on the College and our profession. The amount of detail and supporting documentation required will depend on the circumstances and nature of the award being recommended.

### 3.2 SUBMISSION OF RECOMMENDATIONS

3.2.1 Recommendations for awards should be submitted to the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery, c/o Awards Committee, 4764 Fishburg Road, Suite F, Huber Heights, OH 45424— fax

(937) 233-5673. (Rev. Feb. 2001), (Rev. Feb. 2006)

3.2.2 All recommendations for awards will be processed as expeditiously as possible

consistent with a full and considered evaluation.

3.2.3 Recommendation for awards should be closely held. In particular, their existence should not be disclosed to the recommended individual prior to action by the awarding authority.

### 3.3 ACTIONS OF THE AWARDING AUTHORITY

3.3.1 When the Awards Committee receives a recommendation for an award which it is empowered to approve, it may take one of the following actions: (a) Approve the award; (b) Approve a higher award to the Board of Governors if required; (c) Where appropriate, carefully consider the recommendation in the light of the criteria of a lower award and approve such award; (d) Return the recommendation for further clarification or justification; or (e) Approve no award.

3.3.2 The Awards Committee will review and forward recommendations for all other awards to the Board of Governors for final approval.

3.3.3 The Awards Committee will advise the originator of the action taken either by copy of the basic correspondence or by separate letter, if necessary. Also, the Committee will keep a complete file of the correspondence, together with a copy of the citation if one was issued.

3.3.4 Recommendations for awards previously disapproved by the awarding authority may be reconsidered only upon presentation of new relevant material evidence which was not available at the time the original recommendation was considered.

3.3.5 The Board of Governors will issue the medal / certificate for any award approved.

### 3.4 PRESENTATION OF AWARDS

3.4.1 Presentation of personal awards should be made as soon as practicable after approval and with ceremony appropriate to



the nature of the award and consistent with any special circumstances that may exist. The Annual Clinical Assembly and the Award Ceremony provide the best opportunity for presentation of personal awards and most especially for the formal induction of Fellows into the respective Colleges. For that reason, all prospective Fellows are required to attend the Award Ceremony for this special recognition and honor. All awards except the Special Board of Governors Award are to be presented at the respective College Award Ceremonies. The Special Board of Governors Award will be the ONLY award presented at the Ceremonial Dinner.

**CHAPTER 3. - POINT SYSTEM**

**4.1 BACKGROUND**

The point system has been developed by the Awards Committee to enable greater fairness and ease of administration of the award process. The point system designates numerical values for the various activities and services performed by the members and candidates in training. In that way, the Awards Committee is able to keep track of the individual personal contributions and also can more objectively evaluate the merit of those contributions for any award.

Committee award points should be awarded only upon attestation of meeting and/or reports (if no meetings are held or no reports presented to the Board, no award points will be given to the respective committee chairman or members). Rev. 8/16/04

**4.1.1 Point Listing**

The listed activities have been given the following point value:

- 1 point Lecturer for the Annual Clinical Assembly
- 1 pt/yr AOBOO Question Writer
- 2 pts/yr AOBOO Designated Examiner
- 5 pts/yr Professional Program Chairman
- 2 pts/yr Editor of Journal
- 2 pts/yr Board Member AOBOO or AOCOO-HNS
- 10 pts President of AOBOO
- 10 pts President of AOCOO (pre 1995)
- 5 pts Chairman AOCOO-HNS Board of Governors
- 10 pts President of AOCO-HNS

- 10 pts President of AOCO
- 2 pts/yr COME Committee
- 3 pts/yr COPT Representative
- 10 pts Residency Founder
- 2 pts/yr Residency Program Director
- 1 pt/yr Residency Faculty Member
- 1 pt/per Residency Inspector
- 1 pt/yr Medical School Faculty/Specialty Instructor
- 5 pts Patrick Murray Award Recipient
- 1 pt/yr Interprofessional Comm. to the AAO-HNS
- 1 pt/yr AAO Councillor
- 1 pt/yr Scientific Poster Presentation
- 1 pt/yr Active Committee of the College(s)
- 1-10 pts Other achievements/services that merit exceptional recognition in the judgment of the Board of Governors

The following number of points are required for the listed awards:

- 25 pts Presidential Achievement Cert., or at the discretion of the current President and approved by the Executive Committee.
- 35 pts Governors Achievement Cert.
- 65 pts Distinguished Service Award (must be a member for 15 years)
- 90 pts Special Board of Governors Award (must be a member for 25 years)

**FOUNDATION MISSION STATEMENT**

The AOCOO-HNS Foundation, Inc., in fulfilling it's inherent responsibilities to participate in the area of supporting Osteopathic Ophthalmology and Osteopathic Otolaryngology-Head and Neck Surgery educational endeavors, will strive to serve the health care needs of the public by seeking to develop effective grand making in health care, education, and research.

The Foundation provides financial support in many areas and implements programs that advance both Osteopathic Ophthalmic and Otolaryngic education, resulting in the best possible care for the public.

The Foundation raises funds to help to improve Eye, Ear, Nose & Throat care in developing countries through education and research, and helps to provide access to this care for medically underserved communities.

The Foundation is committed to further the prevention of Blindness and Deafness, both at home and abroad, and allocates funds, training and treatment to support these endeavors.

**FOUNDATION BYLAWS**

**ARTICLE I**

**NAME AND PURPOSES**

Section 1.1. NAME. The name of the Corporation shall be the "American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery Foundation, Inc."

Section 1.2. OFFICES. The Corporation shall maintain a registered office in the State of Illinois and a registered agent at such office and may have other offices within or without the state.

Section 1.3. PURPOSES.

- A) The purposes for which the Corporation is organized are exclusively charitable, scientific and educational, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- B) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor retain any



excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE II**

### **MEMBERS**

The Corporation shall have no members.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

Section 3.1. GENERAL POWERS. The affairs of the Corporation shall be managed by its board of directors.

Section 3.2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be the members of the Executive and Finance Committee of the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery. Directors shall be elected annually by the board of directors at the annual meeting of the board of directors. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each director shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign. Directors need not be residents of Illinois. The number of directors may be increased to any number or decreased to not fewer than three from time to time by amendment of this Section. (Rev. 10/28/01, Rev. 1/12/04, Rev. 5/07).

Section 3.3. ANNUAL MEETING. An annual meeting of the board of directors shall be held each year at 9:00 a.m. on the first Tuesday in September, or at such other date and time as may be specified by the

board of directors, at such place as may be fixed by the president, or if the president is for any reason unable to act, by any two (2) directors.

Section 3.4. OTHER REGULAR MEETINGS. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice other than such resolution.

Section 3.5. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president of any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 3.6. NOTICE. Notice of any special meeting of the board of directors shall be given at least ten days prior thereto, or, if the removal of one or more directors will be discussed, at least twenty days prior thereto, in either case by written notice to each director at the address shown for such director on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice shall be given by telecopy, such notice shall be deemed to be delivered when the telecopy transmission is completed. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The 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 any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 3.7. QUORUM. At all meetings of the board of directors a majority of the total number of directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the

directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 3.8. MANNER OF ACTING. The act of a majority of the directors present at a 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 statute, the articles of incorporation or these by-laws.

Section 3.9. ACTION WITHOUT MEETING. Any action required to be taken at a meeting of the directors of the Corporation, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof.

Section 3.10. ATTENDANCE BY TELEPHONE. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.11. VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 3.12. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be paid for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

Section 3.13. REMOVAL. A director may be removed for cause by a vote of two-thirds of all directors then in office. Such



action shall be taken at a regular meeting of the board of directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least twenty days prior thereto.

**ARTICLE IV**

**COMMITTEES**

Section 4.1. CREATION OF COMMITTEES. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors and such other persons as the board shall appoint. (Rev. 4/24/01)

Section 4.1.1 GRANTS COMMITTEE. The Grants Committee will be chaired by the Vice-President of the Board of Directors, with members being the Secretary and Treasurer of the Board of Directors and the Executive Vice President will be an ex-officio member. The Grants Committee will make their recommendations to the Board of Directors, who have the final fiscal responsibility for approving all grant requests. (Rev. 4/24/01)

Section 4.1.2 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the members of the Executive and Finance Committee of the American Osteopathic Colleges of Ophthalmology and Otolaryngology-Head and Neck Surgery and one lay member of the Foundation Board. (Rev. 2/7/04)

Section 4.2. MANNER OF ACTING. Each committee, to the extent provided in the resolution creating such committee and except as limited by law, the articles of incorporation or these by-laws, shall have and exercise the authority of the board of directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, or any responsibility imposed upon it or him or her by law. Unless otherwise provided in the resolution creating a committee, such committee may select its chairman, fix the time and place of its

meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure which shall not be inconsistent with these by-laws or with rules adopted by the board of directors. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4.3. TERM OF OFFICE. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4.4. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.5. QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4.6. ACTION WITHOUT MEETING. Any action which may be taken at a meeting of the committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

Section 4.7. ATTENDANCE BY TELEPHONE. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

**ARTICLE V  
OFFICERS**

Section 5.1. ENUMERATION. The officers

of the Corporation shall be a president, a secretary and a treasurer. The board of directors may also elect one or more assistant secretaries or assistant treasurers and such other officers as it shall deem appropriate. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 5.2. TERM OF OFFICE. The officers of the Corporation shall be elected at the annual meeting of the board of directors and shall hold office until their successors are elected and qualified or until their death, resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Election of any officer shall not of itself create contract rights. Any officer elected by the board of directors may be removed by the board whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.3. PRESIDENT. The president shall be the principal executive officer of the Corporation. Subject to the direction and control of the board of directors, the president shall have general supervision, direction and control of the business and affairs of the corporation and shall perform all duties incident to the office of president and such other duties as may be assigned to him or her by the board of directors. Except where the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the board of directors, the president may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. The president



may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the board of directors.

Section 5.4. SECRETARY. The secretary shall keep a record of all proceedings of the board of directors in a book to be kept for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 5.5. TREASURER. The treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; have charge and custody of all funds and securities of the Corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a treasurer and such other duties as may be assigned to him or her by the president or the board of directors. With the approval of the board of directors, the treasurer may delegate specified duties to an assistant treasurer or other person for the effective conduct of the affairs of the Corporation.

Section 5.6. EXECUTIVE VICE PRESIDENT. The directors shall hire an Executive Vice President, without voting rights. The Executive Vice President shall act as the chief administrator of the Corporation and shall prepare and submit to the directors recommendations as to policies to be pursued regarding fiduciary responsibilities. The Executive Vice President shall prepare an annual report regarding all activities for submission to the directors at the annual meeting of the Corporation. (Rev. 9/03)

## ARTICLE VI

### GENERAL PROVISIONS

Section 6.1. CONTRACTS. The board of directors may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the

name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 6.2. CHECKS, DRAFTS, ETC. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select. All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors, such instruments shall be signed by the secretary and countersigned by the president of the Corporation.

Section 6.3. FISCAL YEAR. The fiscal year of the Corporation shall be from July 1 to June 30.

Section 6.4. SEAL. On the corporate seal shall be inscribed the name of the corporation and the words "Corporate Seal" and "Illinois."

Section 6.5. WAIVER OF NOTICE. Whenever any notice is required to be given under law, the articles of incorporation or the by-laws of the Corporation, a 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.

Section 6.6. AMENDMENTS. The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

## ARTICLE VII

### INDEMNIFICATION AND INSURANCE

The Corporation may indemnify any person who was or is a party, or is threatened to be

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

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or



misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VII, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Any indemnification under Sections (1) and (2) of this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article VII. Such determination shall be made (i) by

the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtained, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in a specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article VII.

The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs,

executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

Adopted this 26<sup>th</sup> day of June, 1996.  
 Name change adopted the 1<sup>st</sup> day of October, 2000.  
 Committee changes adopted the 24<sup>th</sup> day of April, 2001.  
 Board composition recommended February 7, 2004.  
 Creation of an executive committee recommended February 7, 2004.  
 Executive Secretary changed to Executive Vice President recommended February 7, 2004.  
 Board composition changed May, 2007.

Alvin D. Dubin, D.O.  
 (Signed by the secretary of the Corporation)