

1 **BYLAWS**
2 **of the**
3 **American Osteopathic Colleges of Ophthalmology**
4 **Otolaryngology – Head and Neck Surgery**

5 **ARTICLE I**

6 **NAME AND PURPOSE**

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9 **Section 1. Name:** The name of the corporation shall be the American Osteopathic Colleges of
10 Ophthalmology and Otolaryngology-Head, and Neck Surgery (herein referred to as "AOCOO-
11 HNS").

12
13 **Section 2. Purposes:** The purposes for which the AOCOO-HNS is organized are to:

- 14 a. Develop, monitor, and maintain educational standards for the initial and continuing
15 training of osteopathic physicians in ophthalmology, otolaryngology, head, and neck
16 surgery.
- 17
- 18 b. Involve practitioners of these specialties in academic, social, economic, and political issues
19 relative to their specific area of practice.
- 20
- 21 c. Support the osteopathic profession, our specialties and the good of the public.
- 22

23 **ARTICLE II**

24 **BOARD OF GOVERNORS**

25
26 **Section 1. Responsibilities:** The activities of the AOCOO-HNS shall be managed by the Board of
27 Governors (herein referred to as the "Board"). The Board shall have the power to do and perform
28 all acts and functions consistent with these Bylaws and the Articles of Incorporation of the State
29 of Ohio.

1 Individual Board members are responsible to vote on issues presented to the board but, have no
2 authority to act on its behalf, unless given that authority by the president of the colleges.

3
4 Responsibilities of the Board shall include:

- 5 a. Maintaining a system whereby the fiscal assets of the AOCOO-HNS are under constant
6 surveillance and accountability, including a full financial statement prepared by a
7 certified public accountant annually, and interim reports as are necessary.
8
- 9 b. Establishing and maintaining an effective planning process whereby needs of the AOCOO-
10 HSN may be identified and resources allocated to meet those needs, expressly granted by
11 the Colleges.
12
- 13 c. Selection of the executive director of the AOCOO-HNS and the delineation of his or her
14 duties and responsibilities.
15
- 16 d. Reviewing reports of the Standing Committees and taking appropriate actions on the
17 recommendations of these committees.
18
- 19 e. Establishing the fees, dues, and assessments for each class of membership annually.
20

21 **Section 2. Number and Qualification.** The Board of Governors shall consist of twelve
22 (12) Members. The Board of Governors shall be comprised of members from both the American
23 Osteopathic College of Ophthalmology and the American Osteopathic College of Otolaryngology-
24 Head and Neck Surgery, who are fellows of their college.
25

26 **Section 3. Election and Tenure.** Members-at-Large and Secretary/Treasurer shall be elected by a
27 majority vote of the general membership from the names recommended by the Nominating
28 Committee to the Board of Governors. Mail ballots will be cast between March 1 and March 31,
29 with results reported to the Board at its Annual Business Meeting. With the exception of the
30 Immediate Past-President, no officer may serve in an office for more than one (1) year.
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1 The terms of office of the Board Officers shall be one (1) year or until their successors are elected.

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3 Members-at-Large may be re-elected for a maximum of two three-year staggered terms. The
4 Board shall have the power to fill the existing vacancies for the remainder of any expired term at
5 a regular meeting of the Board. (Rev. 6/10)

6

7 **Section 4. Resignation and Removal.** Any Board Member may resign by giving written notice to
8 the Secretary/Treasurer. The Board may remove any elected Board Member from his or her
9 position at any time by a two-thirds ($\frac{2}{3}$) vote of the Board.

10

11 **Section 5. Officers.** The Officers shall consist of a President, President-elect, Vice President,
12 Secretary/Treasurer and two (2) Past Presidents. The President, President-elect, and Vice
13 President will be elected by the members of the Board of Governors to a one (1) year term. The
14 Secretary/Treasurer will be elected by the general membership of the AOCOO-HNS.

15

16 P h y s i c i a n s running for the office of Secretary/Treasurer must be Members-at-Large of the
17 Board for at least two (2) years and selected by the Nominating Committee from the Members-
18 at-Large. Occasionally, the Board of Governors may find it necessary to fill the office of
19 Secretary/Treasurer with a specialist that is from the same specialty as the officer holding the
20 office year prior. The Board will make every attempt to maintain a pattern which alternates
21 between the specialty areas.

22

23 A majority vote of the general membership of the AOCOO-HNS shall be required for election of
24 Members-at-Large of the Board of Governors. Ballots will be cast, and then reported at the
25 Annual Business Meeting.

26

27 a. **President.** The President shall preside at all meetings of the Board of Governors and the
28 Executive Committee. The President may delegate this duty to the Vice-President. The
29 President is ex-officio member of all committees of the Colleges. He or she shall also serve

1 as President/Chairman of their respective specialty college.

2 b. President Elect. The President-Elect shall perform the duties delegated to that office by
3 the Board of Governors. The President-Elect shall also serve as the President/Chairman
4 of the respective College.

5
6 c. Vice-President. The Vice-President shall perform the duties and exercise the powers of
7 the President in his or her absence and shall perform other duties as shall be prescribed
8 by the Board. The Vice-President shall also serve as Vice Chairman of their respective
9 specialty college.

10
11 d. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for keeping a
12 permanent record of the proceedings of the AOCOO-HNS and for a current roster of the
13 members. The Secretary shall perform all other duties that usually pertain to the office of
14 Secretary. In addition, the Secretary/Treasurer shall receive an accounting of all Income,
15 Expenses, and Investments on a regular basis per accepted accounting procedures. The
16 Secretary/Treasurer shall keep a complete and permanent record of the financial
17 transactions of the AOCOO-HNS. The Treasurer shall make a full financial report at the
18 Board of Governors Meetings and shall perform all other duties as may be determined by
19 the Board. The Secretary/Treasurer shall serve as Vice Chairman of their respective
20 College.

21
22 e. Past President. The Past President shall perform duties delegated to that office by the
23 Board of Governors. The Past President shall serve on the Board of Governors' for two (2)
24 consecutive years.

25
26 **Section 6. Executive Director**. The administrative and day-to-day operation of the Colleges shall
27 be the responsibility of a salaried staff individual, responsible to the Board of Governors. The
28 salaried staff individual shall have the title of "Executive Director". The Executive Director shall
29 have the authority to execute contracts of behalf of the college and as approved by the Board of
30 Governors. The Executive director may carry out such other duties as may be specified by the
31 Board of Governors. The Executive Director shall employ, and may terminate the employment
32 of, members of the staff necessary to carry out the work of the College. Except as otherwise set

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1 forth in these Bylaws, the Executive Director shall be invited to attend and participate in all
2 meetings of the Board of Governors and its Executive Committee in an Ex-Officio, non-voting
3 capacity.
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5 **Section 7.** The Executive and Finance Committee of the Board shall consist of the Officers of the
6 Board of Governors. The Executive Director shall serve as secretary without vote. The Chairman
7 of the Committee of Medical Education shall serve on the Executive Committee as a non-voting
8 Consultant.
9

10 **Section 8. Nominating Committee.** The Nominating Committee shall consist of five (5) members,
11 and these shall be the two (2) Past Presidents, the President-Elect who shall act as Chairman, the
12 Vice President, and a Member-at-Large. The Nominating Committee shall recommend the names
13 of persons to be considered for election as Secretary/Treasurer and Members-at-Large of the
14 Board of Governors.
15

16 **Section 9. Meetings of the Board of Governors.** Regular meetings of the Board shall be held at
17 least twice annually at a time and place designated by the Board. The purposes of the annual
18 meeting shall be to present annual reports and conduct business that comes before the Board.
19 The Board may call for other meetings to be held, as it may deem necessary. Members of the
20 Board may participate in any meeting by a conference telephone or similar electronic
21 communications equipment by means of which all persons participating in the meeting can hear
22 each other, and such participation in a meeting shall constitute presence in person at the
23 meeting. The conduct of all activities/meetings of the Boards/ Committees of the Colleges shall
24 be governed by Roberts Rules of Order, Newly Revised, unless otherwise specified in these
25 Bylaws. (R-4/99)
26

27 **Section 10. Disciplinary Action.** The membership of any Member of the AOCOO-HNS, who
28 violates established policies of the AOCOO-HNS may be revoked, suspended, or placed on
29 probation by the Board of Governors acting per the procedures in the Bylaws, and has the right
30 of appeal to the Board of Governors following the mechanism as established by the AOA in their
31 Bylaws, Article 2, Section 3.
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33 **ARTICLE III**

34 **COLLEGES**

1

2 **Section 1. Colleges.** The AOCOO-HNS shall be comprised of two (2) Colleges, the American
3 Osteopathic College of Ophthalmology and the American Osteopathic College of Otolaryngology,
4 Head, and Neck Surgery.

5

6 **Section 2. Responsibilities.** The activities of a College shall be managed by its officers and
7 appointed representatives. A College shall have the power to do and perform all acts and
8 functions consistent with these Bylaws.

9

10 **Section 3. College Composition.** Each College shall have a College Board composed of five
11 members, including a President/Chairman, Vice Chairman and three (3) Members-at-Large, which
12 forms the composition of the Board of Governors representing the individual College. The Chairs
13 of the Council of Regional Representatives shall also sit on the College Board, as non-voting
14 members. (Rev. 5/3/06, 6/10)

15

16 **Section 4. Officer Responsibility.**

17 a. **President/Chairman.** The President/Chairman shall preside at all meetings of the College
18 Board, appoint all committee members of the College, and be an ex-officio member of all
19 committees, except the Nominating Committee. The President/Chairman shall submit a
20 report to the Board of Governors at the AOCOO-HNS Midyear and annual meetings.

21

22 b. **Vice-President.** The Vice-President shall perform duties as assigned by the College Board.

23

24 **Section 5. Vacancies.** Vacancies in any position on the College Board shall be filled by
25 appointment by the College President/Chair for the unexpired term of such office.

26

27 **Section 6. Resignation.** A member of the College Board (Officer or Representative) may resign at
28 any time, in writing, to the Secretary of the College. The resignation will become effective upon
29 the date of receipt and acceptance.

30

31 **Section 7. Meetings of the College Boards.**

1 a. Annual Meeting. The annual meeting of the Colleges' Boards shall be held at the AOCOO-
2 HNS Annual Meeting. The purposes of the annual board meeting are to present annual
3 reports, review and make recommendations concerning committee reports, formulate
4 policy items, and consider such other business as may properly come before the Colleges'
5 Boards.

6
7 b. Regular meetings of the Colleges' Boards shall be held in conjunction with the annual
8 meeting and mid-year meeting of the Board of Governors. Members of the Colleges'
9 Boards may participate in any meeting by a conference telephone or similar electronic
10 communications equipment by means of which all persons participating in the meeting
11 can hear each other, and such participation in a meeting shall constitute presence in
12 person at the meeting.

13
14 c. Quorum. A quorum will be a majority of the total membership of the College Board.

15
16 **Section 8. Business Meetings of the Colleges' Membership.**

17 a. Annual Meetings: A meeting of both the American Osteopathic College of Ophthalmology
18 and the American Osteopathic College of Otolaryngology will be held annually at the
19 Annual Clinical Assembly of the AOCOO-HNS. The purpose of this meeting will be to
20 present the activities of the respective colleges, officer, committee, staff and act on
21 proposed resolutions and/or policy items.

22
23 b. Quorum. A quorum will be a majority of the total membership of the College(s) present
24 and voting.

25
26 c. Regular business meetings of the Colleges' Membership shall be held at least once (1) per
27 year.

28
29 **Section 9. Code of Ethics.** The Code of Ethics of the College(s) shall follow the Code of Ethics of
30 the AOA.

1 **Section 10. Disciplinary Action.** Members of the College(s) who violate established policies of the
2 AOA as adopted by the College(s) and recommended for disciplinary action by the College(s)
3 Board, have the right of appeal to the Board of Governors. (This follows the mechanism as
4 established by the AOA in its Bylaws, Article 2, Section 3.)
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7 **ARTICLE IV**
8 **MEMBERSHIP**
9

10 **Section 1. Categories of Membership:** The categories of membership in the AOCOO-HNS are:
11

- 12 • Resident/Fellow Member
 - 13 • Active Member
 - 14 • Life Member
 - 15 • Senior Member
 - 16 • Honorary Member
 - 17 • Associate Member
 - 18 • Student Member
- 19

20 **Section 2. Resident/Fellow Member.** Resident/FELLOW Members must be graduates of a medical
21 school accredited by the Council on Osteopathic College Accreditation (COCA) or the Liaison
22 Committee on Medical Education (LCME) and be engaged in an AOA-accredited or an ACGME-
23 accredited residency training program leading toward certification in one of the basic specialties
24 (Ophthalmology, Otolaryngology-Head, and Neck Surgery). Fellow members must be in a
25 recognized fellowship program. Resident/Fellow members have the right to attend educational
26 programs and social functions of the AOCOO-HNS if they have pre-registered and submitted a
27 letter from their Program Director. Resident/Fellow members are liable for such dues and fees
28 as voted by the Board of Governors.

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1 **Section 3. Active Member.** Active Members must be graduates of a medical school accredited
2 by the Council on Osteopathic College Accreditation (COCA), have successfully completed a
3 residency training program accredited by the AOA and/or ACGME, be licensed to practice
4 Osteopathic Medicine and Surgery IN THE STATE(S) IN WHICH THEY PRACTICE, and be Board
5 Eligible or Board Certified by the American Osteopathic Board of Ophthalmology, Otolaryngology
6 – Head and Neck Surgery (AOBOO) or the ABO (American Board of Ophthalmology or the
7 American Board of Otolaryngology).

8
9 **Section 4. Life Member.** Life membership may be granted, upon application to the membership

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10 **Section 5. Senior Member.** Senior membership may be granted, upon
11 application to the Board of Governors, to any individual who would otherwise be eligible to be
12 an active member, but has been a member in good standing for twenty-five years, and is
13 sixty (60) years of age or over, and is either permanently retired or still practicing
14 ophthalmology, otolaryngology and/or head and neck surgery but has not
15 met the criteria for life membership.

16 **Section 6. Honorary Membership.** Honorary Membership in the College(s) may be granted to any
17 person upon two-thirds ($\frac{2}{3}$) vote of the College(s) Board in recognition of meritorious service to
18 the College(s) and/or the osteopathic profession. An honorary member will be assessed no dues
19 and will not have the right to vote.

20
21 **Section 7. Associate Membership.** Associate Membership may be granted to physicians who are:
22 graduates of a medical school accredited by the Council of Osteopathic College Accreditation
23 (COCA) or the Liaison Committee on Medical Education (LCME), have successfully completed one-
24 year post-graduate training program accredited by the AOA and/or ACGME, and licensed to
25 practice medicine or surgery in the state(s) in which they practice. Associate Membership is a
26 non-voting status of membership in the AOCOO-HNS

27 **Section 8. Affiliate Membership.** Affiliate membership may be granted to the following medical
28 personnel: a physician assistant, nurse practitioner, or advanced certified technician in active
29 clinical practice of ophthalmology, otolaryngology, and orofacial surgery. Affiliate Membership

1 is a non-voting status of membership in the AOCOO-HNS and is not available to chiropractors,
2 dentists, optometrists, or audiologists.

3
4 **Section 9. Student Membership.** Student Membership may be granted to any individual who is
5 presently enrolled in a college of osteopathic medicine accredited by the Council of Osteopathic
6 College Accreditation (COCA) and exhibits a sincere interest in the specialty of ophthalmology or
7 otolaryngology-head and neck surgery.

8
9 **Section 10. Dues, Fees, and Assessments.** There will be annual active member dues, new member
10 dues and candidate dues. There may also be other fees and assessment under the duties of the
11 Board of Governors: "It shall be responsible for establishing annually the dues, fees and
12 assessments for each class of membership." Only members who have satisfied their financial
13 obligations to the AOCOO-HNS shall be considered as members in good standing.

14
15 **Section 11.** Any member who fails to fulfill their financial obligations beyond sixty (60) days after
16 official notification, shall be notified of suspension. After an additional thirty (30) days of
17 delinquency, the member shall be automatically dropped from membership. The member has
18 the right of appeal to the Board of Governors following the mechanism as established by the AOA
19 in their Bylaws, Article 2, Section 3. (Rev. 2/7/04)

20
21 **Section 12. Fellowship.** Members of the AOCOO-HNS may be granted the title of Fellow of the
22 American Osteopathic College of Ophthalmology, or the American Osteopathic College of
23 Otolaryngology- Head and Neck Surgery, who by outstanding contributions to the healing art,
24 to the practice of Ophthalmology, or Otolaryngology-Head and Neck Surgery, to research or
25 for such other meritorious services that reflect credit upon the AOCOOHNS and the
26 osteopathic profession, who meets the requirements of the Awards Committee, shall with the
27 approval of the Board, receive the honor of Fellow.

28

1 **Section 13. Continuing Medical Education.** Members who are subject to the continuing medical
2 education requirements of the AOA, shall maintain the required CME hours during a designated
3 three (3) year period, of which at least one course shall be an AOCOO-HNS sponsored program.
4 (Rev. 2/7/04)
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7 **ARTICLE V**
8 **WAIVER OF NOTICE**
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10 Whenever any notice is required to be given under applicable law, the articles of incorporation
11 or these bylaws, waiver thereof in writing signed by the person or persons entitled to such
12 notice, whether before or after the time stated therein, shall be deemed equivalent to the
13 giving of such notice.
14

15 **ARTICLE VI**
16 **INDEMNIFICATION OF DIRECTORS AND OFFICERS**
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18 The College shall indemnify and hold harmless all officers, directors and committee members of
19 the College to the full extent permitted by the state of Ohio, as amended from time to time,
20 and shall be entitled to purchase insurance for such indemnification of officers and directors to
21 the full extent as determined from time to time by the Board of Governors.
22

23 **ARTICLE VII**
24 **AMENDMENTS**
25

26 Amendments to the Bylaws may be proposed to the Board of Governors by the membership,
27 committee, or board members, at least ninety (90) days prior to the next scheduled meeting of
28 the Board.
29

1 All amendments will be developed into resolutions, in accordance with the Robert's Rules of
2 Order, Newly Revised and reviewed by the Rules and Bylaws Committee of the College.

3
4 The Board of Governors will review proposed amendments and report back to the membership
5 with their recommendation at the next regularly scheduled membership meeting. All proposed
6 amendments will be submitted, in writing, to the full membership of the college a minimum of
7 forty-five (45) days prior to the regularly scheduled annual membership meeting. Amendments
8 to the Bylaws will require two-thirds (2/3) vote of those present to pass. Final action on
9 amendments to the Bylaws will require action by the AOA Board of Trustees prior to
10 enforcement.

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12 **ARTICLE VIII**
13 **DISSOLUTION**

14 In the event of the dissolution of the Colleges, the Board of Governors shall, after paying or
15 making provisions for the payment of all liabilities of the Colleges, dispose of all the remaining
16 assets of the Colleges (except any assets held by the Colleges upon condition requiring return,
17 transfer or other conveyance in the event of dissolution, which assets shall be returned,
18 transferred or conveyed in accordance with such requirements) exclusively for the purposes of
19 the Colleges in such manner, or to such organization or organizations as shall at the time qualify
20 as a tax-exempt organization or organizations recognized under sections 501c(3) or 501c(6) of
21 the internal revenue code of 1986, as amended (the "code") or the corresponding provisions of
22 any future United States Internal Revenue Statute, as the Board of Governors shall determine.
23 Any such assets not so disposed of shall be disposed of by the Court of General Jurisdiction in
24 such a manner, or to such organization or organizations, which are organized and operated
25 exclusively for such purposes, as said court shall determine.

26 The above language pertains only to the American Osteopathic Colleges of Ophthalmology,
27 Otolaryngology-Head and Neck Surgery and does not affect the non-profit arm of this
28 organization.

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ARTICLE IX
USE OF ELECTRONIC COMMUNICATION

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

Adopted by Membership	Amended
May 2003	February 2004
May 2006	February 2007
May 2018	<u>September 2019</u>