

# **COLORADO SOCIETY OF OSTEOPATHIC MEDICINE CONSTITUTION**

## **ARTICLE I. NAME**

**Section 1.** The name of this corporation shall be COLORADO SOCIETY OF OSTEOPATHIC MEDICINE.

**Section 2.** The CSOM shall function as a divisional society of the American Osteopathic Association and shall be subject to the same constitution and bylaws and the code of ethics of the American Osteopathic Association.

## **ARTICLE II. OBJECTIVES**

The objectives of the CSOM shall be to promote the public health and the art and science of osteopathic medicine by:

- promoting high standards of osteopathic education and by advancing the professional knowledge of surgery, obstetrics and the prevention, diagnosis and treatment of disease in general;
- stimulating original research and investigation which includes collecting and disseminating the results of such work for the continuing education and improvement of the profession and the ultimate benefit of humanity;
- encouraging the establishment and expansion of the training and education of osteopathic physicians within the State of Colorado; and,
- ensuring that the evolution of the osteopathic principles shall be an ever-growing tribute to Andrew Taylor Still, M.D., D.O. who made possible osteopathy as a science.

## **ARTICLE III. BOARD OF TRUSTEES ANDEXECUTIVE COMMITTEE**

**Section 1.** The Board of Trustees shall be the administrative and executive body of the association and perform such other duties as are provided in the Bylaws. The Board of Trustees of the CSOM shall consist of the president, president-elect, past presidents for the two preceding years, vice president, secretary-treasurer, and nine (9) elected trustees. Also serving as voting members of the Board will be one (1) representative of the Intern/Resident/ Fellow members which shall be a two-year term; and, one (1) representative of the Student members which shall be a one-year term. The Student Member will be the current RVU-COM Student Government Association President.

**Section 2.** There also shall be ex-officio, non-voting members with one (1) each representing the Denver Osteopathic Foundation (DOF), the Colorado Springs Osteopathic Foundation (CSOF), the Colorado ACOFP State Society; and any Trustee serving on the AOA Board from Colorado. Additional ex-officio, non-voting members of the Board may be appointed on an annual basis by majority consent of the voting members of the Board.

## **ARTICLE IV. COMPONENT SOCIETIES**

The CSOM shall be a federation of district societies organized within the state of Colorado, whose boundaries shall be determined by the Board of Trustees and such other auxiliary organizations as shall be from time to time authorized by the Board of Trustees.

## **ARTICLE V. MEMBERSHIP**

The members of the CSOM shall consist of doctors of osteopathy and such others as have met the requirements as prescribed by the Bylaws of the Colorado Society of Osteopathic Medicine.

## **ARTICLE VI. MEETINGS**

**Section 1.** An annual convention of the CSOM shall be held at such time and place as may be determined by the Board of Trustees. The annual business meeting shall be held during the annual convention.

**Section 2.** Special meetings of the CSOM may be called by the president at his discretion or upon written request of at least twenty-five percent (25%) of the members of the Board of Trustees.

## **ARTICLE VII. PRIORITY**

The provisions of this constitution shall have preference over any provisions of the bylaws that may be in conflict therewith. In the event that the constitution and bylaws do not cover procedures, the ruling must be determined through the use of the latest revised edition of Robert's Rules of Order.

## **ARTICLE VIII. INDEMNIFICATION**

The personal liability of a director, officer, employees and agents of CSOM is eliminated for monetary damages for breach of fiduciary duty as a representative; except that such provision shall not eliminate or limit the liability of a representative to the corporation or to its shareholders for monetary damages for: any breach of the representatives' duty of loyalty to the corporation or to its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or any transaction from which the representative derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director to the corporation or to its shareholders for monetary damages for any act or omission occurring prior to the date of adoption of this Article.

## **ARTICLE IX. DISSOLUTION**

If due to unforeseen circumstances, it is determined that the Colorado Society of Osteopathic Medicine will dissolve, a two-thirds ( $\frac{2}{3}$ ) vote of the entire membership of the CSOM is required. All debts owed will be paid in full prior to dissolution. All assets remaining after all liabilities have been paid shall be sent to the American Osteopathic Foundation (AOF) for disbursement to the osteopathic colleges.

## **ARTICLE X. AMENDMENTS**

This constitution may be amended by the CSOM at any regularly scheduled annual meeting by a majority vote of the accredited voting members in attendance at such session, provided that such amendments shall have been presented to the Board of Trustees. The CSOM staff have them posted on the CSOM website, with a copy mailed (electronically or by print) to each member of the society not less than thirty (30) days or more than sixty (60) days prior to the session at which they are to be acted upon.

This Constitution was ratified at the Annual Meeting of the Colorado Society of Osteopathic Medicine on May 11, 1978, and amended on July 7, 1989; July 25, 1998; August 15, 2009, August 13, 2011, and August 2014

# **COLORADO SOCIETY OF OSTEOPATHIC MEDICINE BYLAWS**

## **ARTICLE I. NAME**

The name of this corporation shall be the COLORADO SOCIETY OF OSTEOPATHIC MEDICINE (CSOM) hereinafter referred to as “CSOM” and shall operate additionally to its other stated purposes as a divisional society of the American Osteopathic Association (AOA) encompassing the State of Colorado.

## **ARTICLE II. OBJECTIVES**

The objectives of the CSOM shall be to:

- promote the public health and the art and science of osteopathic medicine
- promote high standards of osteopathic education
- advance the professional knowledge of surgery, obstetrics and the prevention, diagnosis and treatment of disease in genera
- stimulate original research and investigation by collecting and disseminating the results of such work for the continuing education and improvement of the profession
- encourage the establishment and expansion of training and education of osteopathic physicians in the State of Colorado;
- operate as a non-profit organization with the evolution of the osteopathic principles as an ever-growing tribute to Andrew Taylor Still, M.D., D.O., who made possible osteopathy as a science; and
- encourage active participation in the legislative process to advocate for our patients and our profession.

## **ARTICLE III. DISTRICT SOCIETIES AND AFFILIATED ORGANIZATIONS**

### Section 1. District Societies

The CSOM shall be a federation of district societies organized within the State of Colorado, whose boundaries shall be determined by the Board of Trustees. Additional districts may be formed at the discretion of the Board of Trustees. The Board of Trustees will authorize other affiliated organizations from time to time.

### Section 2. District Society Membership

The members of district societies must be members in good standing of the CSOM and follow the Bylaws as approved by the Board of Trustees of the CSOM.

### Section 3. Affiliated Organizations

Upon application from any organization for a charter as an affiliated organization, the Board of Trustees shall investigate such organization and, upon satisfactory proof of a general agreement in policy and governing rules with those of the CSOM, shall proceed with the issuance of such a charter. The CSOM shall not issue a charter to any organization that duplicates the function or prerogatives of any presently affiliated organization. All organizations, who have as their membership osteopathic physicians in good standing with the CSOM, whether holding a current charter of affiliation or not, shall have as a medium of communication all publications of the CSOM

### Section 4. District Societies and Affiliated Organizations Charters

Charters may be revoked for just cause and requires a three-fourths (3/4) vote of the Board of Trustees favoring such action after careful investigation and in its opinion the best interest of the CSOM.

## **ARTICLE IV. CODE OF ETHICS**

The Code of Ethics of the American Osteopathic Association shall serve as the Code of Ethics of the CSOM.

## **ARTICLE V. PARLIAMENTARY GOVERNMENT**

Robert's Rules of Order, current and revised, shall be used as parliamentary authority to conduct all meetings, except where otherwise provided for in the Bylaws of the CSOM.

## **ARTICLE VI. MEMBERSHIP**

Section 1. There shall be nine (8) categories of membership:

- A. Regular Member
- B. Life Member
- C. Affiliate Member
- D. Student Member
- E. Intern/Resident/ Fellow Member
- F. Faculty Member
- G. Retired Member
- H. Military Member
- I. Association Member

Section 2. Membership Categories and Requirements:

A. Regular Member

Regular membership is available to graduates of a college accredited by the American Osteopathic Association or the Liaison Committee on Medical Education (LCME) and are:

1. Holders in good standing of licenses to practice medicine in all its branches, issued by the state Medical Board; and
2. Have paid any required entry fees, dues and assessments to the CSOM. All Regular Members in good standing shall have voting privileges and are subject to all of the obligations of membership as set forth in these Bylaws.

B. Life Member

Life membership may be granted to any Regular Member who has been a member in good standing of the CSOM for the preceding consecutive ten (10) years or has been a member for a total number of twenty (20) years, and meets two of the following four criteria:

1. Reached the aged of 65;
2. Practiced osteopathic or allopathic medicine for 35 years;
3. Is retired; and/ or
4. Meets the rule of 75 (age plus years in practice equals 75).

Life membership also may be granted upon recommendation of a district society, to any Regular Member who qualifies for such membership. Such members shall have the privileges and duties of Regular Members, except the payment of dues or assessments.

C. Affiliate Member

Affiliate membership may be granted to licensed osteopathic physicians who reside outside of the

State of Colorado; Affiliate Members are subject to all of the obligations of membership as set forth in these Bylaws and have all the privileges of membership in the Society, except they are ineligible to hold a Society office and have no voting privileges in Society matters. .

D. Student membership

Student membership may be granted to any student enrolled in an AOA accredited osteopathic college. Application for a student membership shall be verified by the chief academic officer of the college being attended. Student members shall receive such publications and other literature as may be directed by the Board of Trustees, but they shall not be eligible to hold office or to vote except as the student representative on the CSOM Board of Trustees or as a member of a CSOM committee.

E. Intern/Resident/Fellow Membership

Intern/Resident/Fellow membership may be granted to an intern, resident or fellow in an approved training program. Application for intern/resident/fellow membership shall be verified by the Director of Medical Education of the affiliated hospital/program. Intern/Resident/Fellow members shall receive publications and other benefits as may be directed by the Board of Trustees but shall not be eligible to hold office or to vote, except as the Intern/ Resident/Fellow representative on the CSOM Board of Trustees or as a member of a CSOM committee.

F. Faculty Member

Faculty membership may be granted to non-DO teaching faculty at in-state osteopathic or medical colleges.

G. Retired Member

A retired member shall have been a regular member in good standing in the CSOM for a minimum of 5 years prior to their request for retired status. The member shall be fully retired from practice, not gainfully employed in any phase of professional service, but have not yet achieved the requirements for life membership. A candidate may be proposed by any member, District society, or affiliated organization of the CSOM. The proposal shall take the form of a signed petition directed to the Board of Trustees. This petition shall outline the reason for the request and contain sufficient information about the candidate to permit judicious consideration by the Board. If the candidate is deemed acceptable, the Board will grant Retired Membership status to this individual. Such members shall have all privileges of regular membership.

H. Military Member

Uniformed Services/Public Health Commissioned regular members on active duty shall meet the membership requirements set forth in section 2(A) of this Article.

Associate Member

non-physician employees of osteopathic medical schools; employees of out of state teaching, research, and administrative institutions; accredited osteopathic colleges or osteopathic hospitals.

### Section 3. Application Process

Each application for membership shall be accompanied by an amount equal to the dues for one year as well as a signed Membership Application certifying that the applicant has a current unrestricted license to practice medicine in Colorado or the state where applicant resides, has never had a suspended license in Colorado or any other state, and has never been convicted of a felony offense in Colorado or any other state. Applicants who have had their license suspended or were convicted of a felony offense may request

consideration on an individual basis from the Membership Committee, which shall make a recommendation to the Board of Trustees for final action.

Once the application for membership is reviewed and action determined by the Membership Committee, a summary of the action will be forwarded to the Board of Trustees. Any communication regarding the applicant must be sent in writing to the Executive Director before the indicated time of the Board of Trustees meeting. If there are no objections to the applicant, the action of the Board of Trustees shall be final. If objections are filed, the applicant may be requested to attend a Board of Trustees meeting for discussion of the problem. The Board of Trustees may require further documentation and reconsideration of the application. The Board of Trustees will make the final determination on membership and the action of the Board of Trustees will be forwarded in writing to the applicant by CSOM Staff. All communication may be done in writing and maybe submitted through electronic methods.

No person will be denied membership because of race, color, religion, age, gender, sexual orientation, marital status, national origin, veteran status, disability or other legally protected status.

## **ARTICLE VII. EXPULSION, SUSPENSIONS, REVOCATIONS OF MEMBERSHIP**

Upon the final conviction of any member of an offense amounting to a felony under the law applicable thereto, or the final revocation of a license to practice in Colorado on the grounds of having committed a violation of a disciplinary provision of the licensing law by a duly constituted state licensing agency, such member may be expelled from membership in the CSOM at the discretion of the Board of Trustees. If, because of a breach of the Code of Ethics, a member shall have been suspended, or expelled from a district society or affiliated organization by proper action, the Board of Trustees shall review the record of such decision. If the Board of Trustees concurs with the action of the district society or affiliated organization, such member shall be suspended for the same period of time or expelled from the CSOM upon the same basis as in the decision of the district society or affiliated organization.

## **ARTICLE VIII. GRIEVANCE PROCEDURES**

### Section 1. Special Investigation Committee

Membership in the CSOM is a privilege granted by the CSOM, and not the right of an individual. The membership of any CSOM member who, in the opinion of a Society member or the Board of Trustees, is purposely and persistently violating the established policy of the CSOM, or seeks to undermine the unity of the osteopathic profession or any of its district societies or affiliated organizations, may be revoked, suspended or placed on probation by action of the Board of Trustees. All matters of suspension or revocation of a membership will be referred to the Board of Trustees. The President will turn over the investigation to a committee formed for this purpose. This Committee is responsible for reporting the findings to the Board of Trustees. If the Committee's investigation deems the offending member's conduct professionally inappropriate or harmful, the Board of Trustees may move to suspend that individual's membership at any time during the investigation.

### Section 2. Notice

Notices will be sent whenever a member has a right to a hearing, when a hearing date is set and upon completion of a hearing report. All notices will be sent certified mail to the member's last-known business address.

### Section 3. Right to, and Request for, Hearing

Any member or applicant who has been notified of an investigation concerning possible revocation, suspension, or denial of membership will have ten (10) days from receipt of notice for right of hearing to

file a written request for a hearing before the Ethics and Quality Management Committee. A hearing will be held within thirty days (30) after receipt of individual's written request.

#### Section 4. Initial Hearings

The initial hearing will be before Committee. This hearing will be informal and respondents will be given the opportunity to present any evidence or testimony relevant to the case. The committee will inform the respondent as to its recommendations.

#### Section 5. Appeal Process

Written statements outlining the reasons for the action recommended by the Committee for revocation, suspension, or denial of membership will be mailed to the respondent at least ten (10) days prior to the hearing date. Hearings before the Board of Trustees are formal and will take place at its next regular meeting. All matters will be considered de novo. The respondent may request a court reporter be present at this hearing, but the respondent is responsible for the cost of the court reporter's services

Rights during Appeals Proceedings-- Both the Committee and respondent will have the following rights:

1. To call and examine witnesses, to introduce exhibits, to cross-examine opposing witnesses on any relevant matter, to impeach any witness regardless of which party first called him to testify, and to rebut evidence offered by the other party.
2. If the respondent does not testify on his own behalf, he may be called to testify and cross-examined by the Committee.
3. The Board of Trustees will not conduct the hearings according to the technical rules of evidence, but will have discretion as to what evidence may be admitted, and will admit any relevant evidence as long as there are reasonable grounds to believe that it is reliable.
4. The Board of Trustees will issue a decision made by a vote of the majority.

#### Section 6. Evidence

The Board of Trustees will consider all relevant evidence including all applications, reports and Committee recommendations. Both parties will have an opportunity to present relevant exhibits and testimony.

#### Section 7. Final Action

After all hearings, the Board of Trustees will issue a report and a copy will be mailed to the respondent. If there has been no timely request for a hearing before the Board of Trustees, the Board of Trustees will record and implement the decision of the Committee. The Board of Trustees shall have the power to censure, place on probation or suspend for no longer than three (3) years, or expel a member as the findings warrant. The Board of Trustees will notify the respondent of the final decision.

1. If the Board of Trustees' final action is to revoke membership, the CSOM staff shall formally notify the AOA of this action. The fact that an individual's membership has been revoked shall not bar him/her from future application for membership in the CSOM.

#### Section 8.Reinstatement of Membership

When the CSOM revokes or refuses to renew membership on grounds other than nonpayment of dues and/or assessments, reinstatement of membership will require the individual to adhere to the current membership application procedures.

#### Section 9.Reimbursement of Expense

If a member of the CSOM or any individual whose membership has been revoked, suspended or placed on probation brings legal action against the CSOM, that person will be required to reimburse the CSOM for the cost of defending the legal action. Said reimbursement will be a requirement for membership in the

CSOM unless the CSOM's position is reversed by a court of law.



## **ARTICLE IX. MEMBERSHIP DUES AND ASSESSMENTS**

### Section 1. Payment of Dues

The fiscal year shall be from January 1 through December 31. Annual dues shall apply to the fiscal year and become due and payable on the preceding October 1. The Board of Trustees shall determine the membership fees. Any member whose annual dues remain unpaid on January 1 shall be dropped from the CSOM's membership rolls unless the Board of Trustees grant other provisions and such person shall not be permitted to attend any of the business sessions of the CSOM. These dues will be adjusted for physicians in their first and second year of practice. The first year of practice shall begin on January 1, following graduation, or termination of an approved training program or upon entering practice.

### Section 2. Special Rate

Upon the recommendation of any Officer or appropriate committee, the Board of Trustees may grant a membership to an eligible physician for less than the regular dues provided the request is made in writing and approved by the President and Secretary/Treasurer of the district in which said member resides or an adjacent district if such member does not live or practice in an organized district.

### Section 3. Special Assessments

Special assessments may be levied on all Society members by a two-thirds (2/3) vote of the Board of Trustees. Failure to pay assessments shall incur the same penalty as the failure to pay dues. Life Members, Student Members, and Intern/Resident/Fellow are exempt from paying assessments.

### Section 4. Reinstatement of Membership

CSOM Staff may reinstate an individual's membership upon payment of dues and assessments provided such payments are received prior to the end of the current fiscal year.

Section 5. No part of the annual dues paid by a member shall be refunded in the event that membership in this Association is terminated except by action of the Executive Committee.

## **ARTICLE X. ELECTIONS**

### Section 1. Qualifications

Membership in the CSOM and the AOA shall be a requisite for qualification for election of any officer, trustee or representative of the CSOM serving on committees or as an AOA Delegate. No member shall be eligible for nomination of any elected office in the CSOM unless he or she is in good standing with the Society. Any elected officer shall maintain his or her good standing in order to continue holding that office.

### Section 2. Nominations

Nomination of all Society officers (must currently be serving as a trustee of the CSOM), trustees and representatives shall be made by the Nominating Committee or from the floor of the annual meeting before ballots are cast. The Nominating Committee will consist of seven (7) persons. The chair of the Nominating Committee will be the Immediate Past President of the CSOM. Six (6) persons will be elected by the general membership at the annual meeting: two (2) shall be from the Board of Trustees, one (1) shall be a student member, one (1) shall be an Intern/Resident/Fellow member, and two (2) shall be members-at-large. The Nominating Committee duties are:

- A. Ensure all nominated individuals are members of their district, state and national associations.
- B. Submit all nominations to the Board of Trustees at least sixty (60) days before the annual meeting.

- C. Present the Nominating Committee Report to the full membership electronically at least thirty (30) days before the annual meeting.

Present all nominees to be elected at the annual meeting.

### Section 3. Method of Election

Officers and trustees are elected by voting members of the CSOM during the annual meeting. A majority of all votes cast shall be necessary to elect. In case of no election on the first ballot, the candidate receiving the fewest number of votes shall be dropped from the list before taking the next election, which process shall be repeated until a majority vote is cast for one (1) candidate. There will be no proxy voting.

### Section 4. Installation

All business of the annual meeting shall be completed so far as is practicable by the officers who have served throughout that meeting. The officers-elect shall be installed during the annual meeting, and shall assume the authority of their respective offices at its conclusion.

## **ARTICLE XI. BOARD OF TRUSTEES**

### Section 1. Membership

The Board of Trustees is composed of the Officers of the CSOM and nine (9) elected trustees. The nine (9) elected trustees will serve staggered three-year terms and not more than two terms (six years aggregate; this does not include years of service as an officer). Also serving on the Board of Trustees as voting trustees shall be one (1) representative of the Intern/Resident/ Fellow members which shall be a two-year term; one (1) representative of the Student members which shall be a one-year term; and, one (1) Osteopathic Residency Program Director. The Student Member will be the current RVU-COM Student Government Association President. The Residency Program Director position shall follow a determined rotation so that each osteopathic residency program receives equal representation over time.

There also shall be ex-officio, non-voting members with one (1) each representing the Denver Osteopathic Foundation (DOF), the Colorado Springs Osteopathic Foundation (CSOF), the Colorado ACOFP State Society; and any Trustee from Colorado serving on the AOA Board. The CSOM will incur no expense for these representatives. Additional ex-officio, non-voting members of the Board may be appointed on an annual basis by majority consent of the voting members of the Board.

### Section 2. Duties

The Board of Trustees shall:

- A. Be the administrative and executive body of the CSOM.
- B. Direct the management of the affairs of the CSOM between annual meetings.
- C. Meet coincident with the annual meeting and Midwinter conference and in addition a minimum of two (2) regularly scheduled meetings, and at other times on call of the President.
- D. Make all arrangements for the annual meeting.
- E. Appoint all standing and special committees not otherwise provided for in these Bylaws.
- F. Have the responsibility of management of finances of the CSOM and shall authorize and supervise all expenditures thereof including periodic audits.
- G. Provide for the official publications of the CSOM and such other publications as are deemed necessary by the Board of Trustees.
- H. Have the power, after careful investigation and by a three-fourths ( $\frac{3}{4}$ ) vote, to remove any person from any elective or appointive position.
- I. Have the power, after careful investigation and by a three-fourths ( $\frac{3}{4}$ ) vote, to remove any district society of the CSOM when, in its opinion, the best interest of the CSOM would be served thereby.

- J. Decide finally all questions of an ethical or judicial character not resolved by other and shall have the final say of any investigations performed by appointed committees as outlined in Article VIII.
- K. Maintain and revise as necessary the CSOM's Administrative Guide. The general purpose of this manual shall be to provide a handy reference book of concise statements of the duties of all officials, committees, departments, and employees of the CSOM to the end that there shall be no conflict of jurisdiction or duplication of effort. Copy of such guide shall be made available to each district society and affiliated organization as well as officers of the CSOM and other groups or individuals as directed by the Board of Trustees.
- L. It shall oversee the duties all other officials and committees not overseen by these Bylaws.

#### Section 3. Vacancies

Vacancies on the Board of Trustees occurring by resignation, death, or disablement may be filled by appointment by the President, with the consent of the Board of Trustees, or the position shall remain vacant until the next official election takes place at the next annual meeting. The successor shall serve until the next annual meeting of the Society. The membership shall fill the remainder of the unexpired term by a majority vote.

#### Section 4. Resignations

A Trustee will be deemed to have resigned automatically if absent from two (2) consecutive Board of Trustees meetings without a valid excuse presented in advance to the President of the CSOM. The Executive Committee will determine if the excuse presented is valid.

#### Section 5. Appeal

A minority of one-third ( $\frac{1}{3}$ ) or more members of the Board of Trustees present at any session may appeal to the convention assembled from the decision of the majority on any question at the current meeting.

#### Section 6. Quorum

A quorum of the Board of Trustees shall be a majority of the members thereof. Members may attend by electronic means.

#### Section 7. Vote

Between meetings of the Board of Trustees and the Executive Committee, a vote by mail or electronic communication on any urgent matter may be taken of the members of the Board of Trustees or Executive Committee, if a consent in writing setting forth the action so taken shall be signed by the majority of the Trustees or members of the Executive Committee entitled to vote with respect to the subject matter thereof. Any such vote shall be entered into the records at the next meeting of the Board of Trustees.

#### Section 8. Standing Rule of the General Convention and the Board of Trustees

The Secretary/Treasurer will be responsible for keeping a current record of standing rules of the Board of Trustees and for incorporating such rules in the Administrative Guide passed subsequent to these Bylaws.

## **ARTICLE XII. OFFICERS**

#### Section 1. Officers

The officers of the CSOM shall be the President, President-Elect, Vice President, Immediate Past President, Past President, and Secretary/Treasurer.

#### Section 2. Requirements

The officers will be members in good standing of the CSOM and the AOA. All officer terms shall be for one (1) year and all candidates must currently be serving as a trustee of the CSOM.

### Section 3. Duties

Duties of the Officers include the following, but are not limited to the information provided below.

- A. President -- The President shall be the Chair of the Board of Trustees and of the Executive Committee and shall perform the duties pertaining to this office. The President shall nominate, subject to approval by the Board of Trustees, all appointed officers and chairs of committees, unless otherwise specified in these Bylaws. The President may be a delegate for the AOA House of Delegates.
- B. President-Elect-- The President-Elect, in the absence or at the request of the President, shall perform the duties of that office. He/she shall automatically succeed to the Presidency during the annual meeting of the CSOM during the year when he/she is to take office as President. The President-Elect may be a delegate for the AOA House of Delegates.
- C. Vice-President-- The Vice President, in the absence of the President and President-elect or at the request of the President, shall perform the duties of that office.
- D. Immediate Past-President-- The Immediate Past-President shall serve as Chair of the Nominating Committee and of other committees as appointed by the President.
- E. Secretary/Treasurer-- Shall supervise all CSOM expenditures. He/she shall keep an accurate and detailed account of all financial records of the CSOM and review and report on the financial state of the CSOM at the annual meeting or when requested by the Board of Trustees. He/she shall work with CSOM Staff to provide a detailed reporting of all Board of Trustees and Executive Committee meetings. .
- F. Past President-- The Past President shall perform duties at the direction of the President.

### Section 4. Executive Committee

- A. Membership -- The Executive Committee is composed of the President, President-Elect, Vice President, Secretary-Treasurer, Immediate Past President, and the Past President.
- B. Duties -- The duties of the Executive Committee include, but are not limited to the information listed below:
  - a. The Executive Committee shall meet at the call of the President, as business requires, and shall present a report of its action to the Board of Trustees.
  - b. The Executive Committee, per the Board of Trustees authorization, shall transact business on behalf of the CSOM in accordance with applicable law, provided the Executive Committee promptly reports its actions to the Board of Trustees.
- C. Quorum-- The attendance of at least three (3) members will constitute a quorum. Members may attend and vote by electronic means.

## **ARTICLE XIII. CSOM STAFF**

Section 1. CSOM Staff shall be responsible to the Executive Committee and the Board of Trustees. CSOM Staff shall keep a record of all business of the CSOM, and of the Board of Trustees, and shall preserve carefully all records and papers of the CSOM. Notices of all meetings and all mail votes shall be sent by CSOM Staff; shall keep on file an accurate record of all transactions of the CSOM that at all times shall be subject to examination by the President or the Board of Trustees; and shall cooperate with the chairs of committees of the CSOM.

Section 2. CSOM Staff shall, if requested by the Board of Trustees, execute a bond, such bond to be approved by the Board of Trustees, for the faithful performance of duties. The cost of said bond shall be defrayed by the CSOM.

Section 3. CSOM Staff shall direct and manage the activities of the CSOM and shall be the actual custodian of records.

Section 4. CSOM Staff, at a date not later than forty (40) days before the annual session of the AOA's House of Delegates, shall furnish the AOA a list of the duly elected delegates and alternates to that body.

#### **ARTICLE XIV: CSOM REPRESENTATION TO THE AOA HOUSE OF DELEGATES**

Section 1. Delegates and alternate delegates to the AOA House of Delegates shall be nominated annually by the CSOM's Board of Trustees as prescribed by the AOA Bylaws. Prior to selection, nominees shall be current members in good standing of the CSOM and the AOA.

Section 2. The alternate delegates, in order of election, will be expected to succeed an appointed delegate whenever the delegate is deemed by the Board of Trustees unable to complete the term to which selected. In such an event, the alternate will serve as the delegate for the period of the unexpired term of the elected delegate.

#### **ARTICLE XV: COMMITTEES**

The Standing Committees duties shall be normally associated with such committees and any other duties assigned by the Board of Trustees. These committees shall provide a report to the Board of Trustees at each Board meeting. The following are the standing committees of the CSOM:

- Nominating
- Legislative
- Budget and Finance
- Membership
- Bylaws
- CME

The President has the right to appoint any and all committee members and create, if necessary, ad hoc committees.

#### **ARTICLE XVI. AMENDMENTS**

These Bylaws may be amended by the CSOM at any annual meeting by a two-thirds ( $\frac{2}{3}$ ) vote of the accredited voting members in attendance at such session, provided that any proposed amendment must be approved for publication either by a district society or by the CSOM's Board of Trustees and that such amendments shall have been presented to the Board of Trustees and filed with the Executive Director and that the Executive Director shall have them published and mailed to each member of the CSOM not less than one month or more than two months prior to the meeting at which they are to be acted upon. Amendments are effective immediately upon approval by the membership.

#### **ARTICLE XVII. INDEMNIFICATION**

Section 1. Indemnification of Trustees and Officers

Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he, or a person of who he is the legal representative, is or was a trustee or officer of the CSOM or is or was serving at the request of the CSOM as a trustee or

office of another corporation, or of a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the CSOM to the fullest extent authorized by the laws of Colorado as the same now or may hereafter exist (but in the case of any change, only to the extent that such change) against all costs, charges, expenses, liabilities and losses (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a trustee or officer and shall inure to the benefit of his heirs, executors and administrators. The right to indemnification conferred in this Article XIX, shall be a contract right and shall include the right to be paid by the CSOM the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt by the CSOM of an undertaking, by or on behalf of such trustee or officer, to repay all amounts so advanced if it shall ultimately be determined that the trustee or officer is not entitled to be indemnified under this Section or otherwise. The CSOM may, by action of the Board of Trustees, provide indemnification to employees and agents of the CSOM with the same scope and effect as the foregoing indemnification of trustees and officers.

#### Section 2. Right of Claimant to Bring Suit

If a claim under Article XIX, Section 1 is not paid in full by the CSOM within thirty days (30) after a written claim has been received by the CSOM, the claimant may at any time thereafter bring suit against the CSOM to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant also shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the CSOM) that the claimant has failed to meet a standard of conduct which makes it permissible under Colorado law for the CSOM to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the CSOM. Neither the failure of the CSOM (including the Board of Trustees or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is permissible in the circumstances because he has met such standard of conduct, nor an actual determination by the CSOM (including its Board of Trustees or independent legal counsel) that the claimant has not met such standard of conduct, nor the termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall be a defense to the action or create a presumption that the claimant has failed to meet the required standard of conduct.

#### Section 3. Non-Exclusivity of Right

The indemnification provided by Article XIX, Section 1, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested trustees or otherwise, both as to action in his 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 trustee or officer, shall inure to the benefit of the heirs, executors and administrators of such a person, except in the instance of gross negligence or intentional misconduct.

#### Section 4. Insurance

The CSOM will purchase and maintain insurance on behalf of any person who is or was a trustee, officer or employee or agent of the CSOM, or who is or was serving at the request of the CSOM as a trustee, officer, employee or agent of another corporation, partnership, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the CSOM would have the power to indemnify him against such liability under the provisions of Article XIX,

#### Section 5. Definitions

References to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at

the request of the CSOM” shall include service as a trustee or officer of the CSOM which imposes duties on, or involves services by such trustee or officer with respect to an employee benefit plan, its participants or beneficiaries. A person who acted in good faith and in a manner he reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the CSOM.

#### Section 6. Expenses as a Witness

To the extent that any trustee or officer of the CSOM is by reason of such position, or a position with another entity at the request of the CSOM, a witness in any proceeding, he shall be indemnified against all costs and expenses actually and reasonably incurred by him or on his behalf in connection therewith.

Section 7. Effect of Amendment-- Any amendment, repeal or modification of any provision of Article XVIII, by the Board of Trustees shall not adversely affect any rights or obligations then existing, with respect to any state of facts or obligations then existing, or any action, suit or proceeding therefore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

### **ARTICLE XVIII. CONFLICT OF INTEREST STATEMENT**

#### Section 1. Purpose

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, the Colorado Society of Osteopathic Medicine (the “Society”), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Trustee of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### Section 2. Definitions

- A. *Interested Person* Any Trustee, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. *Financial Interest* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
  - b. A compensation arrangement with any entity or individual with which the Society has a transaction or arrangement, or
  - c. A proposed ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

#### Section 3. Procedures

- A. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- B. The remaining board or committee members shall decide if a conflict of interest exists.
- C. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
- D. If it is determined that an actual conflict of interest exists, the Board member(s) who has an actual

or potential conflict of interest should not participate in discussions or vote on matters regarding transactions between the organization and the other group. The person having a conflict of interest shall not be present in the meeting room when the vote is taken.

#### Section 4. Annual Statement

Each Trustee, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Society is non-profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **ARTICLE XIX. DISCRIMINATION**

The Colorado Society of Osteopathic Medicine shall not discriminate on the basis of race, gender, religion, disability, age and/or any other classification that is now or hereafter protected from discrimination under applicable federal or state law.

### **ARTICLE XX. DISSOLUTION OF THE CSOM**

If due to unforeseen circumstances, it is determined that the Colorado Society of Osteopathic Medicine will dissolve, a two-thirds ( $\frac{2}{3}$ ) vote of the entire membership of the CSOM is required. All debts owed will be paid in full prior to dissolution. All assets remaining after all liabilities have been paid shall be sent to the American Osteopathic Foundation (AOF) for disbursement to the osteopathic colleges.

These Bylaws were adopted at the Annual Meeting of the Colorado Society of Osteopathic Medicine on May 11, 1978 and amended at the Annual Meetings of May 14, 1980; July 7, 1989; June 25, 1990; June 26, 1993; July 26, 1997; July 25, 1998; July 30, 1999; July 28, 2001; August 2, 2003; August 7, 2004; August 11, 2007; August 15, 2009; August 13, 2011; and August 2014.