

CONSTITUTION & BYLAWS

Colorado Society of Osteopathic Medicine (CSOM)

CONSTITUTION

Article I – Name

The name of this corporation shall be COLORADO SOCIETY OF OSTEOPATHIC MEDICINE

Article II - Objectives

The objectives of this Association shall be to promote public health, to encourage scientific research, and to maintain and improve high standards of Osteopathic medical education.

Article III - Organization

This association, a divisional society of the American Osteopathic Association, is governed by the bylaws of that association insofar as they relate to divisional societies

CSOM BOARD OF TRUSTEES AND EXECUTIVE 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, secretary-treasurer, and five (5) elected trustees.

At least one (1) representative of the student membership shall serve a one-year term. The Student Member will be the current Chair of the Osteopathic Medical Student Coalition (OMSC), or their designee (see Bylaws for more detail on OMSC). As the University of Northern Colorado College of Osteopathic Medicine (UNC COM) enrolls students, membership of OMSC will consist of students at both UNC COM and Rocky Vista University College of Osteopathic Medicine (RVUCOM). At that time, one student representing RVUCOM and one student representing UNC COM will be OMSC voting representatives to the Board of Trustees of CSOM.

Section 2.- Executive Committee

The Executive Committee of this association shall consist of the President, President-Elect, Immediate Past President, and Secretary/Treasurer. The Executive Director shall be a member without vote. The Executive Committee shall transact the business of the Board of Trustees between sessions, and such other duties as are outlined in the bylaws.

Section 3-Term Limit

For all trustees, with the exception of the President, President-elect and the Past Presidents for the preceding two years, the aggregate terms of Office of Trustees shall be limited to six (6) years divided into two terms of three (3) years. Time served as a student member, postdoctoral trainee member, or as new physician in practice member shall not be included in calculating the twelve years of service. During periods in which it may be difficult to recruit new leaders, currently serving board members may need to extend their terms with agreement from the other members of the Board of Trustees. In any case, annual elections will be held to fill any anticipated vacancies on the Board of Trustees.

Section 4.

There also shall be ex-officio, non-voting members with one (1) each representing the Denver Osteopathic Foundation (DOF) the Colorado Springs Osteopathic Foundation, 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. The CSOM executive director will be a non-voting member of the Board of Trustees.

Article IV- 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 V - Meetings

An annual convention of the CSOM may be held at such time and place as may be determined by the Board of Trustees. However, an annual business meeting shall be held either during the annual convention or the continuing medical education conference. Regularly scheduled Board of Trustees meetings will be held quarterly, and dates will be posted on the CSOM website. Coloradodo.org. Special meetings of the CSOM may be called by the president at their discretion or upon written request of at least twenty-five percent (25%) of the members of the Board of Trustees.

Article VI – Code of Ethics

The Code of Ethics of this association shall be the Code of Ethics of the American Osteopathic Association and any other additions as provided by the bylaws, providing such additions do not conflict with the Code of Ethics of the American Osteopathic Association.

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, August 2014 and September, 2024.

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 general
- encourage the establishment and expansion of training and education of osteopathic physicians in the State of Colorado;
- encourage active participation in the legislative process to advocate for our patients and our profession.

Article III - Amendments to Governing Documents

As described in the constitution, any amendments to the CSOM Constitution or Bylaws, will be first approved by the membership during a member comment period of at least 30 days.

Approval will be further sought at a general membership meeting of CSOM by those in attendance. Such approved documents shall then be submitted to the Board of Trustees of the

American Osteopathic Association, who shall review such amendments to determine whether, with the proposed amendments, the Constitution, Bylaws, would continue to conform generally

to those of this Association whether the organizational structure would continue to conform generally to those of this Association. Until such proposed amendments are given written approval of the Board of Trustees of the American Osteopathic Association, the divisional society or affiliated organization shall continue to operate under its previously approved Constitution and/or Bylaws.

Article IV – Membership and Dues

Section 1-Classification

The members of this Association shall be classified as follows:

- a. Regular Members
- b. Life Members
- c. Associate Members
- d. Student Members
- e. Allied Members
- f. Intern/Resident/Fellow

- g. Active Duty Military
- h. Retired Members

Section 2-Membership Requirements

a. Applicants for Regular Membership

An applicant for regular membership in this Association shall be a graduate of a college of osteopathic medicine accredited by the American Osteopathic Associations Commission on Osteopathic College Accreditation or a graduate of an allopathic medical school accredited by the Liaison Committee on Medical Education or a graduate of a school of medicine located outside of the United States who completed residency training in a program accredited by the Accreditation Council on Graduate Medical Education and shall be eligible for licensure as an osteopathic or allopathic physician and/or surgeon or shall be in a training program, which is a prerequisite for licensure. Allopathic applicants should have an interest in promoting, advocating for and representing the interests of osteopathic medicine and osteopathic physicians.

Application shall be made on the prescribed form and shall be accompanied by payment of the appropriate dues amount.

Unless specifically noted, an applicant whose completed application and payment of appropriate dues has been received and processed shall be enrolled as a regular member. An applicant whose membership in this Association has previously been withdrawn for reasons other than non-payment of dues, or who has previously been convicted of a felony offense or whose license to practice has at any time been revoked, shall be further required to provide the application to and receive approval from the Bureau of Membership; such approval shall be made by the Bureau of Membership in its discretion. An applicant whose license to practice is revoked or suspended, or who is currently serving a sentence for conviction of a felony offense, shall not be considered eligible for membership in this Association.

b. Life Member

Life membership may be granted to any regular member who has reached the age of 70 years, or who has completed 50 years of osteopathic practice, whichever comes first, and who has been in good standing for 25 consecutive years immediately preceding. The Board of Trustees may waive this requirement on individual consideration. Such members shall have the privileges and duties of regular members but shall not be required to pay dues or assessments beginning the year in which the age of 70 is attained.

Life membership may also be granted by the Board of Trustees to any

regular member who has become permanently totally disabled. Such members shall have the privileges and duties of regular members but shall not be required to pay dues or assessments.

c. Associate Member

By specific action of the Board of Trustees, or its Executive Committee, associate memberships may be granted to the following:

Graduates of accredited schools of, dentistry or podiatry holding teaching, research or administrative positions in AOA accredited healthcare facilities and colleges or who practice jointly with regular members of CSOM.

Doctor of Philosophy or education and other nondoctoral personnel holding teaching, research or administrative positions in AOA accredited healthcare facilities or colleges; administrative employees of this Association, affiliated organizations and divisional societies; and any other professionals as determined by the Board of Trustees, excepting osteopathic physicians and students in colleges of osteopathic medicine.

Such associate members shall be required to pay dues and assessments as determined by these Bylaws. They shall receive a complimentary online subscription to the Association's publications and shall be eligible for such benefits as are periodically established by the Board of Trustees.

Associate members shall not be eligible for membership in the House of Delegates or the Board of Trustees, or to hold any elective offices of this Association.

d. Student Member

Student membership status shall be granted to each osteopathic medical student currently enrolled in a college of osteopathic medicine accredited or pre-accredited by the Commission on Osteopathic College Accreditation.

Osteopathic Medical Student Coalition (OMSC):

Formed by a group of several Rocky Vista University College of Osteopathic Medicine in 2021, the aim of this organization was to align student priorities with that of CSOM. The concept of OMSC was approved by the CSOM Board of Directors as well as an annual funding amount to be supplied to OMSC by CSOM. OMSC also intends to be a vehicle to unify efforts of students at any osteopathic medical school in Colorado. Thus, student membership will ultimately be comprised of osteopathic students attending any school in Colorado.

OMSC is a student arm of CSOM. It is funded both by CSOM and various fundraising activities held by OMSC. It is not funded by any medical school, even though all its current leadership and members are Rocky Vista University students. It is anticipated that, once the new osteopathic medical school at the University of Northern Colorado matriculates' students that those students will also be equal members of OMSC.

OMSC works to promote the interest of both osteopathic medical students and physicians.

As such, activities include political advocacy in addition to a variety of stress release and wellness sessions held by OMSC for other students. OMSC leadership structure is provided by a student Board of Directors presided over by a Board Chair. For more details, please see a copy of the OMSC Bylaws. At least one OMSC leader will be invited by CSOM to attend and participate as a delegate representing CSOM at the AOA House of Delegates annual meeting. It is expected that either the OMSC Board Chair, or their designee, will attend and serve as a member of the CSOM Board of Directors.

It is anticipated that student members will be also be OMSC members. There will be no charge for dues to any osteopathic medical student who wishes to be a member of CSOM.

e. Interns/Resident/Fellows:

The dues of any osteopathic physician in an approved accredited postgraduate training program shall be waived as long as the physician remains in the program. At the conclusion of training, such members shall be required to apply for regular membership status if they wish to remain members of CSOM

f. Allied Member:

By specific action of the CSOM Board of Trustees, allied membership may be granted to those licensed allied healthcare providers who are currently employed, with an active member of CSOM, contribute to the practice of that member, are not eligible for any other category of membership and who support the goals and objectives of this Association. Such allied members shall be required to pay dues and assessments as determined by these Bylaws. They shall be eligible for such benefits as may periodically be determined by the Board of Trustees.

Allied members shall not be eligible for membership in the AOA House of Delegates or the Board of Trustees, or to hold any elective offices of CSOM Individuals who have received their training and/or degree in osteopathic medicine from a school that is not accredited by the Commission on Osteopathic College Accreditation (COCA) are not eligible for membership in CSOM.

g. Military Personnel:

By action of the Board of Trustees, the association may accept into membership osteopathic physicians who are on active duty in the uniformed services of the federal government and stationed within the state of Ohio. Such members shall be considered first-year members for the duration of their active duty.

h. 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.

Section 2-Dues and Assessments

a. Members

The annual dues of all members of CSOM (except for allied members discussed in Article III, Section 1(c) student members discussed in Article III, and intern/resident/fellows Section 1(d) shall be determined by the Board of Trustees. The Board of Trustees shall be responsible for administration of dues, including determination of the membership year, the schedule for payment of dues, and the suspension of membership for nonpayment of dues. A suspended member may be reinstated upon payment of dues and assessments, provided such payment is received prior to the end of the membership year.

b. Hardship Cases

Upon request of an affected member, the Board of Trustees, may approve a policy that identifies circumstances under which CSOM will remit a part or all of the annual dues of a member in good standing who, due to a physical or mental disability maintains a limited practice or is unable to practice.

c. Allied Members

The annual dues rates for allied members shall be determined and administered by the Board of Trustees.

d. Students:

Student members shall not be liable for dues or any assessment.

e. Intern/Resident/Fellow:

No assessment as long as the individual remains in a valid trainee program.

f. Military Members:

Dues rate will be at the first year of practice level for the duration of CSOM membership while the physician is on active military duty.

g. Associate Members:

Dues to be determined and administered by the Board of Trustees.

h. Retired:

Dues to be determined and administered by the Board of Trustees.

Section 3. 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. **CSOM will make every effort to collect dues after this date. However, if dues have not been received by March 31 of the succeeding year, the member will be considered to have elected to leave the CSOM membership and benefits will be terminated.** 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 4: Refunding Dues

No dues will be refunded if a membership is terminated for cause as provided of these Bylaws or because of resignation.

Section 5. 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 6.

No part of the annual dues paid by a member shall be refunded if membership in CSOM is terminated except by action of the Board of Trustees.

Section 7. 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 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 to the Board of Trustees for final action. 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 V – 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 an 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 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 VI – GRIEVANCE PROCEDURE

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 may be revoked or suspended by action of the Board of Trustees. Any member who in the opinion of another Society member is undermining the policies and purpose CSOM, or in any way acts to the detriment of CSOM or the osteopathic profession or any of its affiliated organizations may be considered for revocation or suspension of membership. When the Board of Trustees are notified of a possible violation, the President will turn over the investigation to a committee formed for this purpose. This committee will be known as the Investigating Committee and will be responsible for reporting the findings to the Board of Trustees. If the Investigating Committee's deems the offending member's conduct inappropriate or harmful, the Board of Trustees may move to revoke or suspend that individual's membership. If the detrimental actions are egregious and may cause imminent, irreversible harm, the Board of Trustees can take immediate action to revoke or suspend the membership.

Section 2. Notice

Notice will be sent to the member under investigation. The notice will contain information on the allegations, and that an investigation is underway. 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 who has been notified of an investigation concerning possible revocation or suspension of membership, and applicants who have been notified of denial of membership, will have a right to a hearing. The member or applicant has ten (10) days from receipt of notice of investigation or denial to request a

hearing. The request must be in writing and sent certified mail to CSOM. 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 the Investigating 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 at the conclusion of the hearing.

Section 5. Appeal Process

A written statement outlining the reasons for the action recommended by the Investigating Committee for revocation or suspension, or denial of membership will be mailed to the respondent within ten (10) days after the initial hearing. The respondent has ten (10) days from receipt of notice of the Investigating Committee's decision to request a hearing before the Board of Trustees. The request must be in writing and sent certified mail to CSOM. The hearing in front of the Board of Trustees is 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/her own behalf, he/she 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 if 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 the Board of Trustees hearing, they 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 revoke the membership or

suspend for no longer than three (3) years, as the findings warrant. The Board of Trustees will notify the respondent of the final decision.

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 VII- GENDER DISCLAIMER

CSOM is open to all persons and does not discriminate against any persons because of their gender identity; therefore, the wording herein importing the masculine or feminine gender is understood.

ARTICLE VIII. ELECTONS

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). Nominations for the position of Trustee shall be made either by the current Board of Trustees or from the floor of the annual meeting before ballots are cast.

- A. Ensure all nominated individuals are members of their 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 nominations 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 IX. BOARD OF TRUSTEES

Section 1. Makeup of the CSOM Board of Trustees.

The composition of the Board of Trustees is as described elsewhere in the Constitution and Bylaws.

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 quarterly as outlined on the CSOM website. Coloradodo.org. If necessary, additional meetings will be at the determination 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. 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.
- J. 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 X. OFFICERS

Section 1. Officers:

The officers consist of the positions previously described.

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. Immediate Past-President—in the absence of the president, shall perform these duties.
- D. 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.

Section 4. Executive Committee

A. Membership -- The Executive Committee is composed of the President, President-Elect, Secretary-Treasurer, and the Immediate 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 XI. CSOM STAFF

Section 1.

CSOM Staff shall consist of an Executive Director. This position will 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 direct and manage the activities of the CSOM and shall be the actual custodian of records.

Section 3.

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

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by the CSOM at any annual meeting by a two-thirds (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.

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 XIV – 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 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 XV – 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 XVI – DISOLUTION 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; August 2014 and September, 2024.

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