

1
2 **NEW YORK STATE OSTEOPATHIC MEDICAL SOCIETY, INC.**

3
4 **CONSTITUTION & BY-LAWS**

5
6 In order to administer the affairs of the New York State Osteopathic Medical Society, Incorporated, to
7 cooperate with the American Osteopathic Association, to advance the art and science of osteopathic
8 medicine in the State of New York and to unite its practitioners more closely in their efforts for the
9 betterment of the public health, we the osteopathic physicians of New York State, do formulate the
10 following Constitution and By-Laws.

11
12 **CONSTITUTION**

13
14 **ARTICLE I - Name**

15
16 This organization shall be known as the New York State Osteopathic Medical Society,
17

18 **ARTICLE II - Purpose**

19
20 The purposes for which the corporation (hereinafter referred to as the Society) is organized shall be to:
21 1) promote the public health by advancing the art and science of the osteopathic medical philosophy
22 and practice through continuing medical education programs; 2) to advance the knowledge of its
23 members by the collection, publication and dissemination of information beneficial to the profession of
24 osteopathic medicine, osteopathic physicians and students, as well as to the public; and 3) to thereby
25 maintain and improve professional standards so that the public health may be conserved and human
26 pain and suffering may be assuaged. The Society shall function as a divisional affiliate society of the
27 American Osteopathic Association. The Society shall not operate for pecuniary profit. No part of the
28 money or other property of the Society shall inure to the benefit of any member of the Society or
29 private individual, or be used or distributed otherwise than for the business or objectives as herein
30 above provided. The disposition of corporate funds shall be as provided in the By-Laws of the
31 Society. In furtherance of said business and objective, the Society shall have the power to acquire,
32 receive and accept, by way of gift, purchase, lease or otherwise, money and property of every kind,
33 nature and description without limitation as to amount or value; to sell or dispose of such property; to
34 use any of its property for the above mentioned business or objective without limitation, except such
35 limitations as are imposed by this Constitution or the By-Laws of the Society or any laws applicable
36 thereto; and to make, enter into, perform or carry out contracts of every kind and description with any
37 person, firm, association or corporation including, but not limited to, federal, state and/or local
38 governmental agencies; to establish and maintain committees; to urge and use voluntary services of
39 other individuals and organization; and to do any and all other things necessary or proper in connection
40 with or incidental to such objectives or purposes within such limitations as are prescribed by law.
41
42

1
2
3 **ARTICLE III - Structure**
4

5 The principal address of the Society shall be that of the office of the Executive Director. The Society
6 shall be constituted as a single entity that represents the interests of osteopathic physicians in New
7 York State, and shall cooperate with the American Osteopathic Association, subject to the Constitution
8 and By-Laws of said Association. The Society shall exercise its privilege of representation in the
9 House of Delegates of the American Osteopathic Association.
10

11 **ARTICLE IV - Membership**
12

13 All voting members of this Society shall be graduates of an accredited College of Osteopathic
14 Medicine, duly licensed with a current registration issued by the New York State Education
15 Department to practice medicine and surgery in the State of New York or training in an AOA or
16 Accreditation Council of Graduate Medical Education approved postgraduate program in the State; and
17 shall have such other qualifications as may be prescribed by the By-Laws.
18

19 Student and Postgraduate (resident and fellow) members, Associate members, Life Members,
20 Retired/Inactive members, Federally Employed Physician members and Honorary members will have
21 special privileges as delineated in Article II of the By-Laws. Other non-voting members may also be
22 admitted as provided by the By-Laws.
23

24 **ARTICLE V – Board of Directors**
25

26 The governing body of the Society shall be the Board of Directors, consisting of the following
27 Officers, Directors-At- Large, Ex-Officio Members and Postgraduate and Student Members:
28

29 the President,
30 the Vice-President
31 the immediate Past President,
32 the Treasurer,
33 the Secretary,
34 four at-large Directors
35 the Postgraduate (as defined under Membership in the By-Laws) Representative
36 the Student Representative from each accredited College of Osteopathic Medicine campus in New
37 York State and
38 ex-officio members: the Dean from each campus of a COCA and NYS Regents accredited College of
39 Osteopathic Medicine located in New York State.
40

41 The representatives of this Society to the American Osteopathic Association shall be such Delegates
42 elected in accordance with the Constitution and Bylaws of the American Osteopathic Association and
43 of this Society.
44

45 All candidates for an Officer or Director-At- Large position shall be active members of the Society in
46 good standing. Postgraduate and Student Representatives must be members of the Society (as defined
47 under Membership in the By-Laws) in good standing. The Board of Directors may, at its discretion,

1 nominate and elect a properly qualified layperson or physician to serve as Executive Director. The
2 Executive Director shall be recruited, interviewed and hired as approved by the Board of Directors.

3
4 A President, a Vice-President, a Treasurer, a Secretary, and four Directors-At-Large, shall be
5 nominated by the nominating committee of the Society and their names presented to the Annual
6 Meeting of the Society.

7
8 Additional nominations for Vice-President, Treasurer, Secretary and Directors-At-Large may be
9 presented by any member during the Annual Business Meeting. The Society shall elect these officers
10 by ballot at the Annual Business Meeting and a majority of all votes cast shall be necessary to elect.

11
12 The Postgraduate representative candidates shall be nominated by the Fellow/Intern/Resident
13 Committee of NYSOMS and their names presented to the Annual Meeting of the Society.

14
15 Student representative candidates shall be nominated by the President of the Student Government
16 Association of each campus of each College of Osteopathic Medicine in New York State in accordance
17 with such school bylaws, rules, and/or other student regulatory procedures set forth by the institution,
18 and approved by the dean of the college campus.

19
20 Nominations for the Postgraduate representative and Student Representatives will not be accepted from
21 the floor of the NYSOMS Annual Meeting.

22
23 Two Directors-At-Large shall be elected each year for a two-year term which begins at election at the
24 Annual Business Meeting of the society.

25
26 A majority of all votes cast shall be necessary to elect.

27
28 Delegates and Alternates to the American Osteopathic Association shall be nominated by the Board of
29 Directors by the Delegation Chair, and their names presented to the Annual Business Meeting of the
30 Society. Additional nominations may be made at the Annual Meeting by the general
31 membership. The membership at the Annual Business Meeting shall elect the delegates and alternates
32 to the American Osteopathic Association House of Delegates in number prescribed by the AOA.

33 34 **Article VI - Board of Directors and the Executive Committee**

35 **Section 1.**

36 Terms and term limits. The four Officers of the Board shall serve a one-year term of office and may
37 serve no more than two consecutive terms in that position except the Treasurer, who can serve up to
38 four consecutive terms.

39
40
41 If the Presidency becomes vacant, the Vice-President shall become the President serving the remaining
42 Presidential term until the next election. This interim period shall not count towards term limits.

43 If the Immediate Past-presidency becomes vacant, the previous Immediate Past President shall assume
44 the position at the discretion of the Board of Directors.

45
46 Vacancies occurring in any other of the offices, whether by resignation, death, or official dislodgment,
47 shall upon recommendation of the President be filled by appointment by the Board of Directors for
48 the unexpired term of the vacant office. Any vacancy filled shall not count towards term limits.

1 The duties of these officers, directors and delegates shall be those usual to such officers, directors and
2 delegates in their respective offices and as more specifically defined by the By-laws.
3

4 **ARTICLE VII - Meetings**

5
6 The annual corporate membership meeting of this Society, required by the Charter, shall be held in
7 conjunction with the annual Convention each year. Special meetings of this Society may be called by
8 the President and/or Board of Directors at any time, or by a petition signed by thirteen (13) members in
9 good standing of the Society, upon thirty days' notice to the members of the Society, mailed or
10 emailed to each at his/her last known address.
11

12 **ARTICLE VIII - Amendments**

13
14 The Constitution of this Society may be amended by a two-thirds vote of those present at any annual or
15 duly called special meeting of the Society, provided that such proposed amendments shall have been
16 prepared and mailed or emailed to the last known address of each member in good standing, not less
17 than one month nor more than four months previous to the meeting at which such amendments are
18 acted upon, and providing the proposed amendments have been considered and approved by the Board
19 of Directors of the Society.
20

1 **BY-LAWS**

2
3 **Article I - Name**

4
5 **Section 1.** The name of this organization shall be the “New York State Osteopathic Medical Society.”

6
7 **Section 2.** The seal of the corporation shall consist of a central device or signer with design identical
8 to that of the Great Seal of the State of New York, circumscribed by the legend: New York State
9 Osteopathic Medical Society.

10
11 **Section 3.** This Association is hereby declared to be a divisional society of the American Osteopathic
12 Association and shall be subject to the Constitution and Bylaws and the Code of Ethics of the
13 American Osteopathic Association, now in effect or as hereafter amended.

14
15 **Section 4.** The Association has been incorporated under the laws of New York as a non-profit
16 corporation.

17
18 **Article II –**

19
20 **- Membership**

21
22 The membership of the Association is composed of Active, Associate, Postgraduate, Retired/Inactive,
23 Life, Honorary, Federally Employed Physician, and Student. The term “member” as used in these
24 bylaws refers to the active member unless otherwise stated.

25
26 **Section 1.** Classifications of Membership.

27
28 *A. Active Membership.*

29 Active membership is available to Doctors of Osteopathic Medicine (DO) who hold an
30 unrestricted license and registration to practice medicine and surgery in the State of NY and
31 reside or maintain an active practice in New York State and:

- 32 1. Are graduates of COCA accredited osteopathic colleges;
33 2. Are holders in good standing of a license to practice medicine in the state of New
34 York; and
35 3. Have paid any required fees and dues to the Association.

36
37 Active members have all of the privileges of membership in the Association and are subject to
38 all of the obligations of membership as set forth in these bylaws.

39 Active Members have both voice and vote.

40
41 *B. Associate Membership.*

42 By action of the Board of Directors, Associate Membership may be granted to:

- 43 1. Teaching, research, administrative or executive employees of COCA accredited
44 osteopathic colleges or affiliated hospitals or healthcare facilities;
45 2. Administrative or clinical employees of members of this Association.
46 3. A DO with a license in good standing in this state.

1 Associate Members may attend annual and other meetings of the Association at the same fees
2 as Active Members. They are eligible to serve as committee members with voice, but no vote,
3 and may not hold an executive position in the Society. They shall be subject to all obligations
4 of active membership except the payment of assessments. They must pay any required entry
5 fees and dues to the Association.
6

7 *C. Postgraduate (fellow/ resident / intern) Membership.*

8 Postgraduate (fellow/ resident / intern) Membership may be granted to graduates of COCA
9 accredited osteopathic colleges who are in AOA and/or ACGME accredited postgraduate
10 training programs and are current or former residents of NY.
11

12 Those members who are in residency programs shall pay dues and other meeting registration
13 fees as designated by the Board of Directors.
14

15 Postgraduate (fellow/ resident/ intern) physician Board members shall be elected through a
16 mechanism approved by the Board of Directors.
17

18 The Postgraduate Board representative candidates may be nominated by their residency
19 training director or by the Fellow/Intern/Resident Committee of NYSOMS; the Committee
20 will elect the Postgraduate Board representative and present him or her to the Annual Meeting
21 of the Society.
22

23 This classification of membership entitles the individual to all of the privileges of membership
24 except voting at the Annual or Special meeting of the Society. A Postgraduate member may
25 hold a position on the Board of Directors as the Postgraduate Representative.
26

27 Also eligible for consideration for Postgraduate membership shall be those holding the degree
28 of Doctor of Osteopathic Medicine (DO) and serving under fellowship grants, preceptorships,
29 or other advanced study or teaching programs.
30

31 *F. Retired/Inactive membership.*

32 Any osteopathic physician who has been engaged in practice in New York State, and has
33 retired or taken a hiatus from practice may, at the discretion of the Board of Directors, be
34 accorded the status of inactive membership. He/she shall be entitled to all the rights, privileges
35 and benefits of the Society except those of voting, holding office or being represented in the
36 House of Delegates. He/she shall be subject to all the obligations of membership except the
37 payment of dues and assessments.
38

39 *G. Life Membership.*

40 Any active member who has reached the age of seventy-five years, and who was an active full
41 paid member of the Society for 20 years, may be given Life Membership at the discretion of the
42 Board of Directors. He/she shall be entitled to all the rights, privileges, and benefits of active
43 membership and shall be subject to all the obligations of membership except the payment of
44 dues or assessments.
45
46
47
48

1 H. *Honorary Membership.*

2 Distinguished individuals, either lay or professional, who have rendered meritorious service in
3 the cause of public health, may be accorded honorary membership in the Society, in the manner
4 hereinafter prescribed.

5 Nomination for honorary membership may be made by the submission, to the Board of
6 Directors, of a petition signed by not less than five members of the Society, and approved by
7 the Board of Directors. Not more than two such memberships shall be awarded in any one
8 administrative year.

9
10 The honorary member shall not be subject to dues or assessments, or have the privilege of
11 voting or holding office in the House of Delegates,

12
13 I. *Student membership.*

14 Student Membership may be granted to students at COCA accredited osteopathic colleges.
15 Student Members are not liable for dues and may attend annual and other general meetings. .
16 They are ineligible to hold an Association office and have no voting privileges except through
17 their Representative to the Board of Directors.

18
19 K. *Federally Employed Physician Membership*

20 Those in this membership category shall be voting members, as granted by the Membership
21 Committee and approved by the Board of Directors. The Board of Directors shall determine the
22 membership dues.

23
24 **Section 2.** Application for Membership.

25
26 All applications for membership shall be transmitted to the Executive Director. Candidate members are
27 to be approved by a committee of the Board.

28
29 Each application for Membership shall be accompanied by an amount equal to the dues for one year as
30 well as a signed Membership Application certifying that the applicant has a current unrestricted license
31 to practice medicine in the State of New York, has never had a suspended, surrendered or revoked
32 license in this or any other state, and has never been convicted of a felony offense. Applicants who
33 have had their license suspended or been convicted of a felony offense may request consideration on
34 an individual basis from the committee on membership, which shall make a recommendation to the
35 Board of Directors for final action.

36
37 Once the application for membership is reviewed and action determined by the Committee on
38 Membership, a summary of the action, will be forwarded to the Board. Any communication regarding
39 the applicant must be sent in writing to the Executive Director before the indicated time of the Board
40 meeting. If there are no objections to the applicant, the action of the Board of Directors shall be final.
41 If objections are filed, the applicant may be requested to attend a Board meeting for discussion of the
42 problem. The Board of Directors may require further documentation and reconsideration of the
43 application. The Board will make the final determination on membership and the action of the Board
44 will be forwarded in writing to the applicant by the Executive Director. All communication may be
45 done in writing and/or electronic method. Applications on behalf of candidates for affiliate
46 membership shall be submitted the Executive Director.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47

ARTICLE III- Fees and Dues

Section 1. The fiscal year of this Society shall be from May first to April thirtieth inclusive.

Section 2. The schedule of dues of all membership designations shall be determined by a two-thirds vote of the Board of Directors of the Association.

Section 3. Assessments may be made upon the members of the Society by the Board of Directors as occasion requires; but only after the approval of two-thirds (2/3) of those present at a regular or special meeting of the Board of Directors. Should emergency arise and a special meeting of the membership be impractical because of expense or other reason, a poll may be taken by mail, in which case affirmative vote of two-thirds (2/3) of all members shall be necessary to approve such assessment. The total of such assessments in any one year shall not exceed the amount of annual dues.

Section 4. Annual dues for the ensuing year are payable on May 1. Any member whose dues and assessments shall remain unpaid for three months shall, unless he/she has made satisfactory arrangements with the Board of Directors, be dropped from the membership roll. He/she may be admitted to membership by application as a new member upon payment of all delinquencies owing, when his/her name is dropped from the membership roll.

Section 5. No dues shall be refunded if a membership is terminated for cause or because of resignation.

Section 6. Special circumstances for dues forgiveness and/or reductions may be approved by a majority vote of the membership committee and by a majority vote of the Board of Directors.

ARTICLE IV - Duties of Officers

Section 1. It shall be the duty of the President of the Society to preside over all the meetings of the Society. He/she shall appoint the chairperson and members of all standing and special committees. As a member of the Board of Directors, he/she shall be entitled to vote only in case of a tie. The President shall receive copies of all written communication of the organization.

Section 2. It shall be the duty of the Vice-President to preside over all meetings of the Society, the Annual Meeting and the Board of Directors in the absence of the President or at the request of the President. The Vice-President shall receive copies of all written communication of the organization.

He/she shall be a member of the Board of Directors, with voice and vote. Should the office of President become vacant, the Vice-President shall assume the duties thereof. It shall be the responsibility of the Vice-President to coordinate all the standing and special committees set by the President.

Section 3. It shall be the duty of the Executive Director to have charge of and be responsible for the Seal, Charter, a copy of the Articles of Incorporation, copies of the Constitution and By-Laws of the Society, and all the records and contracts of the Society, including those of the Board of Directors.

1 He/she shall attend all Society Meetings, including those of the Board of Directors, with voice but
2 without vote.

3
4 He/she shall notify all applicants for membership of their election or rejection. He/she shall keep a roll
5 of members and record their attendance at each meeting. He/she shall notify all members of such
6 matters as he/she shall be directed by the Society or the Board of Directors and shall give due notice of
7 the time and place of meetings of the Board of Directors and the Society. He/she shall give notice to
8 the several officers and committees of all proceedings pertaining to the duties of said officers and
9 committees.

10
11 He/she shall, after consultation and recommendation of the President or the Board of Directors,
12 conduct the following business:

- 13 a. Federal-State communications.
- 14 b. Expedite the completion of student loan forms for submission to the Board of Directors.
- 15 c. Inform the membership by periodic bulletins of developments in the State and National
16 Osteopathic Societies, as well as in the area of public education and health.
- 17 d. Conduct the general correspondence of the Society and shall present a written report to the
18 Society at its Annual Meeting.
- 19 e. He/she shall transmit to the American Osteopathic Association, not later than the date
20 established by that body, the names of the delegates and their alternates, duly chosen to
21 represent the Society in the House of Delegates of the American Osteopathic Association.
- 22 f. All dues, assessments and other fees from members shall be collected and deposited by the
23 Executive Director and notification of the deposit made known to the Treasurer. The Executive
24 Director shall maintain the Manual of Procedure and shall perform such other duties as may be
25 prescribed by the Board of Directors, not inconsistent with the Constitution and By-Laws of the
26 Society; and ensure that appropriate Directors' and Officers' liability insurance be maintained
27 in force.

28
29 **Section 4.** It shall be the duty of the Treasurer to have custody of all the funds of the Society and to
30 disburse same over his/her signature and any other signatures ordered by the Board of Directors, but
31 only upon receipt of a voucher satisfactory to the Board of Directors. He/she shall prepare and furnish
32 a quarterly financial statement of the Society to the President, Vice-President, Executive Director,
33 Board of Directors, and Chairman of the Finance Committee. He/she shall report to the Board of
34 Directors and General Annual Meeting, and at any special meeting when so required, all receipts and
35 disbursements; and generally perform such other duties as pertain to this office.

36
37 Investment of the funds of the Society shall be under the direction of the Board of Directors.

38
39 He/she shall have an audit of the finances of the Society at the end of each fiscal year, and at other
40 times on order of the Board of Directors.

41
42 By virtue of his/her election as Treasurer, he/she shall become a member of the Board of Directors,
43 with voice and vote.

44
45 **Section 5.** It shall be the duty of the Secretary to work closely with the Executive Director and the
46 members of the Board on the business of the NYSOMS.

1 By virtue of his/her election as Secretary, he/she shall become a member of the Board of Directors,
2 with voice and vote.
3

4 **Section 6.** The Board of Directors shall exercise general supervision over the affairs and business of
5 the Society; shall supervise and direct the Treasurer in the investment and disbursement of the funds of
6 the Society, shall report upon the investments and condition of the funds and property of the Society to
7 Membership at the Annual Business Meeting; and at such other times as may be required by the
8 Society.
9

10 **Section 7.** The Board of Directors shall meet at the call of the President at such times and places as the
11 business of the Society may require; shall make such rules and regulations for the governance of its
12 meetings as may be deemed proper and not inconsistent with the Constitution and By-Laws; shall keep
13 a journal of the proceedings of its meetings, together with a record of the names of those present at
14 each meeting, the same always to be open to inspection by the members of the Society. A report of the
15 proceedings of the Board of Directors shall be prepared and distributed by the Executive Director
16 through print or electronic means.
17

18 **Section 8.** The members of the Board of Directors, and any other persons summoned to attend to
19 called meetings of the Board may be entitled to receive reimbursement from the treasury of the Society
20 as determined by the Board, during the time actually spent in the transaction of the business of the
21 Society, except when such meetings are held at the time of annual or special meetings of the
22 Society. Members of the Society authorized by the Board of Directors for special necessary
23 assignments requiring travel and living expenses shall receive reasonable reimbursement therefor as
24 approved by the Board of Directors.
25

26 **Article V Board of Directors and the Executive Committee** 27

28 **Section 1.** The Board of Directors is composed of the President, the Vice-President, the Immediate
29 Past President, the Secretary, the Treasurer, and four Directors At Large. The Student Representatives,
30 the Postgraduate Representative, and ex officio, the Dean of each COCA and NY State Regents
31 accredited College of Osteopathic Medicine campus in New York State.
32

- 33 A. Duties of the Board of Directors include the following, but are not limited to the
34 information below:
- 35 1. The Board of Directors shall manage the affairs of the New York State Osteopathic
36 Medical Society.
 - 37 2. The Board of Directors shall meet the requirements of the “General Not for Profit
38 Corporation Act,” and shall have the powers set forth by the Act.
 - 39 3. The Board of Directors shall transact the business of the Association between meetings
40 and shall meet at such times and places as its business may require. In any case, this
41 Board shall meet at least quarterly.
 - 42 4. The Board of Directors shall employ or appoint an Executive Director and shall direct
43 the duties of that office. It shall authorize the Executive Director to employ such other
44 persons as may from time to time be required to carry out normal or special
45 undertakings of the Association. It shall require an annual auditing of the financial
46 records of the Association. It shall require the Executive Director to present a report of
47 the affairs of the Association at each meeting of the Association.

- 1 5. The Board of Directors shall be responsible for arrangements of Association meetings,
2 including the annual convention.
- 3 6. The Board of Directors shall provide for the preparation and dissemination of
4 information concerning the principles of osteopathic medicine and surgery concerning
5 the work of the Association and its members, as may seem wise and necessary.
- 6 7. The Board of Directors shall cause to be prepared and kept current a manual of
7 procedure for each office, department, committee and the employees of the
8 Association.
- 9 8. The Board of Directors may enact rules to govern its proceedings. The newly revised
10 edition of Robert's Rules of Order and Robert's Parliamentary Law shall govern this
11 Association in all cases to which they are applicable and in which they are consistent
12 with these Bylaws.
- 13 9. The Board of Directors shall review the Bylaws on an annual basis.
- 14 10. All Board of Director members must confirm their commitment to act in compliance
15 with the AOA Code of Ethics.

- 16
- 17 B. Terms and term limits: The four Officers of the Board shall serve a one-year term of office
18 and may serve no more than two consecutive terms in that position, except the Treasurer,
19 who can serve up to four consecutive terms.
- 20 C. Terms and term limits: The four Directors-At-Large shall each be elected to a two-year
21 term of office and may serve no more than three consecutive terms in that position.
- 22 D. Vacancies: With the approval of the Board of Directors, the President has the authority to
23 recommend and fill an unexpired term of a Director-At- Large, or Officer or the position
24 shall remain vacant until the next official election of the Directors. Any filled position shall
25 not count towards term limits.
- 26 E. Quorum: A majority of the members of the Board of Directors present at any meeting shall
27 constitute a quorum.
- 28 F. All Directors of this Association shall be members in good standing of the New York State
29 Osteopathic Medical Society.
- 30 G. Ex-officio members who serve as Dean on a parent campus are given both voice and vote,
31 as recognized by American Association of Colleges of Osteopathic Medicine (AACOM)
32 and the Commission on Osteopathic College Accreditation (COCA). Other ex-officio
33 member deans have voice, but no vote. In the event that the Dean is unable to attend a
34 meeting, another representative may attend in his/her stead, who shall have voice but no
35 vote.
- 36 H. Student members have voice but no vote.
- 37
- 38 I. Unless excused by written or oral notice to the Executive Director or President prior to the
39 meeting, each Board member must attend in person or by phone 75% of the yearly regularly
40 scheduled Board meetings, not to exceed three excused absences over a 2 year period, or
41 his/her seat shall be declared vacant and the ensuing vacancy shall be filled by a majority
42 vote of the Board of Directors, until the next annual meeting. In addition, committee
43 members must adhere to the same attendance policy as the board, except that if a position is
44 declared vacant, the position shall be filled by presidential appointment.

45
46 **Section 2.** Executive Committee.

- 47
- 48 A. Membership: The Executive Committee is composed of the President, the

- 1 Vice-President, the Immediate Past President, the Treasurer, and the Secretary.
2 B. Duties: The duties of the Executive Committee include, but are not limited to the
3 information listed below:
4 1. The Executive Committee shall meet at the call of the President, as business requires,
5 and shall present a report of its action to the Board of Directors. At least 48 hours
6 notice must be given for such meeting.
7 2. The Executive Committee may act for the Board of Directors between meetings.
8 C. Quorum: A majority of the Executive Committee must be present to establish a quorum.
9

10 **Section 3.** Meetings of the Board of Directors and the Executive Committee

11
12 Between meetings of the Board of Directors and of the Executive Committee, The Board of Directors
13 or the Executive Committee shall have authority to vote on any matter requiring immediate attention
14 by means of alternate communication designated by the President, including electronic mail, facsimile,
15 or telephonic communication; provided, however, that a majority of the Board of Directors or
16 Executive Committee shall have given their consent to such action in a written statement signed by all
17 members of the Board of Directors or Executive Committee entitled to vote with respect to the subject
18 matter thereof, and that such vote and consent be entered into the Board's minutes and records at the
19 next meeting of the Board.
20

21 **ARTICLE VI - Meetings**
22

23 **Section 1.** An Annual convention of the society shall be held at the time and place voted upon by the
24 Board of Directors of the Society. In the event that any emergency prevents the holding of the annual
25 convention, the Board of Directors shall be empowered to represent and act for the Society in the
26 transaction of its business.
27

28 **Section 2.** Special meetings of this Sociemay be called by the President and/or the board of Directors
29 at any time, or by at least twenty five members in good standing of this Soicety,, and upon reasonable
30 advance written notice to each member of the Society mailed or emailed to his/her last address.
31

32 **Section 3.** Admission to all business meetings of the Society shall be by ticket or badge, which shall
33 be furnished free, by the Executive Director, to all members in good standing. Tickets may be issued
34 to non-members only upon approval of the Board of Directors.
35

36 **Section 4.** At a stated meeting of the Society, properly called, those in attendance shall constitute a
37 quorum. There must be at least 50 voting members present to constitute the quorum.
38

39 **ARTICLE VII - Departments, Committees and Bureaus**
40

41 The Committees of the Society shall be:

- 42 Conference
43 1. Ethics and Vigilance
44 2. Constitution and By-Laws
45 3. Membership
46 4. Post-graduate
47 5. Young Physician
48 6. Nominations

- 1 7. Professional Affairs, which advises the Society regarding:
2 • Recredentialing
3 • Student and Professional Contact
4 • Continuing Medical Education
5 • Mid-Year Conference
6
7 8. Committee of Public Affairs, which advises the Society regarding
8 • Workers' Compensation Committee
9 • Medical Care Plans
10 • Insurance Arbitration
11 • Subcommittee on Osteopathic Manipulative Management
12
13 9. Committee of Public Health
14
15 10. Committee of State Affairs advises the Society regarding
16 • Finance and Budget
17 • Medical Practice
18 • Convention Committee-Bureau of Conventions
19 • Public Relations
20 • Speakers' Bureau
21 • Communications
22

23 The President of the Society may, with the approval of the Board of Directors, appoint such other
24 committees as may be necessary for the proper conduct of the Society's affairs.
25

26 The chairs or members of any committee may be removed, for just cause, by the President, with the
27 approval of the Board of Directors.
28

29 **ARTICLE VIII- Ethics**

30
31 **Section 1.** The Code of Ethics of the American Osteopathic Association shall constitute the Code of
32 Ethics of this Society.
33

34 **ARTICLE IX - Grievance and Disciplinary Procedures**

35
36 **Section 1.** There shall be a Committee on Ethics, appointed pursuant to the provisions of these
37 Bylaws, relating to appointed positions.
38

39 **Section 2.** The Committee on Ethics and Vigilance shall, pursuant to procedures to be established by
40 that Committee, and in accordance with the provisions of the Articles and Bylaws of this Association,
41 initiate investigations, conduct hearings and submit reports to the Board of Directors regarding
42 complaints of the professional misconduct of any member of this society. The Association shall
43 comply with all laws of the state of New York.
44

45 **Section 3.** The term "complaint" shall include (without limitation) any complaint or charge of
46 professional misconduct brought to the attention of a member of the Committee on Ethics and
47 Vigilance, a member of the Board of Directors, the Executive Director or the NYS Office of

1 Professional Medical Conduct. Any of the aforesaid persons shall, upon receipt of a complaint,
2 promptly forward it to the Chair of the Committee.

3
4 **Section 4.** The term "professional misconduct" shall be limited to:

- 5 1. Any willful violation of the Code of Ethics of this Society.
- 6 2. Fraudulent, dishonorable or immoral conduct in connection within the profession of osteopathic
7 medicine.
- 8 3. Conviction of any felony involving moral turpitude provided the judgment of conviction has
9 become final, or a plea of guilty or nolo contendere thereto.
- 10 4. Action by the Office of Professional Medical Conduct (OPMC).

11 **Section 5.** All complaints shall be referred to the Committee on Ethics and Vigilance, and the
12 Committee shall require said complaints to be presented in written form before any formal action is
13 taken thereon.

14
15 **Section 6.** If the Committee, upon receipt of a complaint, determines that any form of further
16 investigation is appropriate, a copy of the complaint shall promptly be sent to the respondent by
17 registered U.S. mail and/or email with receipt confirmation. If the Committee determines that the
18 complaint does not warrant its further consideration, it shall notify the complainant in writing of its
19 decision and the reasons thereof.

20 **Section 7.** The Committee may, in its discretion, conduct such investigations and hearings as it deems
21 appropriate under the circumstances of each case. The name of the accused and the proceedings before
22 the Committee shall be kept confidential, so far as is consistent with the discovery of the facts and
23 requirement of law.

24
25 **Section 8.** Upon conclusion of its inquiry, the Committee on Ethics and Vigilance shall take action on
26 the complaint as follows:

- 27 1. If the Committee shall be of the opinion that no disciplinary action is warranted, it shall dismiss
28 the complaint and notify in writing both the complainant and the accused member of its action
29 and the reason thereof.
- 30 2. If the Committee shall be of the opinion that the facts warrant a reprimand, probation, or
31 expulsion, such opinion shall be presented in writing as to the reasons thereof, and a copy shall
32 be personally delivered or sent by registered U.S. mail to the accused member. The Committee
33 shall also file with the Board of Directors copies of the complaint and the Committee's decision
34 for referral to the OPMC

35
36
37 **Section 13.** Expulsion shall be mandatory upon action against the physician by the OPMC when the
38 license to practice is suspended or revoked.

39 40 **ARTICLE X- Parliamentary Authority**

41
42 **Section 1.** Robert's Rules of Order Revised shall be the guide to parliamentary procedure in all
43 proceedings of this Society not provided for in these By-Laws.

44 45 **ARTICLE XI- Amendments**

1 **Section 1.** The By-Laws of this Society may be amended by a majority vote of those present at any
2 annual or duly called special meeting of the Society, provided that such proposed amendments shall
3 have been prepared and mailed to the last known address or e-mail address of each member not less
4 than one month nor more than four months previous to the meeting, at which such amendments are to
5 be acted upon, and providing the proposed amendments have been considered and approved by a
6 majority of those present at a regular or special meeting of the Board of Directors of this Society.
7

8 **Article XII – Policy on Non-Discrimination**
9

10 NYSOMS treats all members, employees, students and applicants without unlawful consideration or
11 discrimination as to race, ethnicity, creed, color, religion, national origin, sex, gender, age, disability,
12 marital status, genetic predisposition, sexual orientation, citizenship status, or any other legally
13 protected class in all academic and, where applicable, employment decisions, including but not limited
14 to admissions, recruitment, the administration of its educational programs and activities, hiring,
15 compensation, training and apprenticeship, promotion, upgrading, demotion, downgrading, transfer,
16 lay-off, suspension, expulsion and termination, and all other terms and conditions of admission,
17 matriculation and employment.
18
19 .
20

21 **Article XIII– Dissolution of the Association**
22

23 If due to unforeseen circumstances and when a $\frac{3}{4}$ vote of the membership agrees to dissolve the
24 Society, all debts owed will be paid in full prior to dissolution. In addition, any monies remaining will
25 be divided proportionately to the Colleges of Osteopathic Medicine in New York State based upon
26 student enrollment numbers as approved by the COCA for entry classes for Colleges of Osteopathic
27 Medicine Campuses located in New York State.
28

29 **Adopted October 10, 2004**
30 **Amended January 22, 2007**
31 **Amended April 1, 2016**
32