

1                                   **MASSACHUSETTS OSTEOPATHIC SOCIETY**  
2   **BYLAWS**

3   **ARTICLE 1**  
4   **NAME**

5     The name of the organization shall be “MASSACHUSETTS OSTEOPATHIC  
6     SOCIETY, INC” and shall operate additionally to its other stated purposes as divisional  
7     society of the American Osteopathic Association.

8   **ARTICLE 2**  
9   **PURPOSE**

10    The Massachusetts Osteopathic Society’s mission is to advance the philosophy and  
11    practice of osteopathic medicine through quality education, research, professional  
12    standards and ethics, advocacy, and the delivery of effective and efficient healthcare for  
13    the well-being of citizens within the Commonwealth of Massachusetts.  
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15   **ARTICLE 3**  
16   **AFFILIATION**

17    Section 1    The Society shall operate as a divisional affiliate of the American  
18    Osteopathic Association, within its stated purpose.

19    Section 2: Districts and Local Chapter Affiliates. The Society shall recognize and  
20    cooperate with such district osteopathic societies as may be organized in  
21    the Commonwealth of Massachusetts or with such other local societies as  
22    shall be authorized by the Society’s Board of Trustees; provided that the  
23    members of such district or local society be in good standing in this  
24    Society.  
25

26    Section 2a: When any group of osteopathic physicians from any district,  
27    county or city of the state, which has no charter association,  
28    wishes to form such a local association, they may do so by  
29    acceptance of the Society’s Board of Trustees. Application for  
30    such charter shall be made to the Board in writing, using a  
31    prescribed form, by way of the Society’s executive director, and  
32    shall evidence the aims and purpose of the local society is in  
33    concert with the Society.

34    Section 2b: All such local societies chartered shall obligate their officers to  
35    be local representatives of this Society and shall follow this  
36    Society’s bylaws. All officers shall be in good standing with this  
37    Society.

1 Section 2c: Upon receipt of any application from any local group of  
2 osteopathic physicians for a charter, the Society's Board of  
3 Trustees shall investigate such group and upon satisfactory proof  
4 of agreement with this Society, shall recommend to the General  
5 Membership that a charter be issued. The Society shall not issue  
6 a charter to more than one society in a given area.

7 **ARTICLE 4**  
8 **CODE OF ETHICS**

9 The Code of Ethics of the American Osteopathic Association shall serve as the Society's  
10 Code of Ethics.

11 **ARTICLE 5**  
12 **MEMBERSHIP**

13 Membership is a privilege granted by the Society, and not the right of an individual.  
14 Members shall practice ethically and abide by the Society's Bylaws, Code of Ethics, rules  
15 and any regulations set by the Society.

16 Section 1 Classifications of Membership  
17 The members of this Society shall be classified as follows:

- 18 A. ACTIVE MEMBER
- 19 B. ASSOCIATE MEMBER
- 20 C. INTERN/RESIDENT member
- 21 D. STUDENT member
- 22 E. RETIRED member
- 23 F. LIFE MEMBER

24 Section 2 Membership Categories, Requirements, and Privileges:

25 Members in good standing shall meet all obligations of membership as set  
26 forth in these bylaws and as determined by the Society's Board of Trustees.

27 A. Active Member  
28 Active members shall be graduates of an AOA-accredited college of  
29 osteopathic medicine who are fully licensed to practice osteopathic  
30 medicine in the Commonwealth of Massachusetts and practice in the  
31 state. Active members are eligible to access all benefits of the Society,  
32 including voting privileges, serving on committees, and the ability to  
33 hold an elective office.

34 B. Associate Member  
35 Associate members shall be Out of State Osteopathic Physicians,  
36 allopathic physicians and healthcare providers (I.E. Physician Assistants,  
37 Nurse Practitioners, Doctors of Dental Surgery, etc.) who do not meet

1 any of the previous membership criteria. Associate members shall enjoy  
2 all of the privileges of an active member except that he shall not be  
3 eligible to hold an elective office within the Society and he shall not  
4 have voting privileges. His is eligible to hold a committee position.

5 C. INTERN/RESIDENT MEMBER

6 Intern/Resident members shall be graduates of an AOA-accredited  
7 college of osteopathic medicine and be an intern or resident physician in  
8 good standing in an AOA-approved internship or residency program that  
9 is AOA or ACGME accredited. Intern/resident members shall enjoy all  
10 of the privileges of an active member, including serving on committees,  
11 though member shall not be eligible to be an elective officer within the  
12 Society.

13 D. STUDENT MEMBER

14 Student members shall be enrolled in an AOA-accredited college of  
15 osteopathic medicine. Student members shall enjoy all of the privileges  
16 of an active member, including serving on committees, except he shall  
17 not have voting privileges and shall not be eligible to be an elective  
18 officer within the Society.

19 E. RETIRED MEMBER

20 Retired members shall be members from any of the Society's  
21 membership categories who have permanently retired from practice and  
22 do not qualify for any other membership category. Retired members  
23 shall enjoy all of the privileges of an active member. He is eligible to  
24 hold an elective officer within the society only if he holds an active  
25 license.

26 F. LIFE MEMBER

27 Life membership may be granted by the Board of Trustees to any active  
28 member who has reached the age of 70, or who has completed 50 years  
29 of osteopathic practice, whichever comes first, and who has been a  
30 member in good standing with the Society for 25 consecutive years  
31 immediately preceding. The Membership Committee may waive this  
32 requirement on individual consideration. Such members shall have the  
33 privileges and duties of active members, but shall not be required to pay  
34 dues or assessments beginning the year Life Member is attained. He is  
35 eligible to hold an elective office within the society only if he holds an  
36 active license.

37 Section 3 Membership Application Process

38 Applicants shall send the annual dues and the Society's prescribed  
39 membership application to the Society's executive director. Membership  
40 applicants shall be reviewed by the Society's president, membership chair,

1 and the executive director within 30 days and make a recommendation to  
2 the Board of Trustees for the acceptance or denial of applications. The  
3 Board of Trustees shall make the membership determination at the most  
4 recent Board meeting. If there are no objections to the applicant, the action  
5 of the Board of Trustees shall be final. If objections are filed, the applicant  
6 may be requested to attend a Board meeting to discuss the issue. The Board  
7 of Trustees may require further documentation and reconsideration of the  
8 application. The Board of Trustees will make the final determination on  
9 membership and the Executive Trustees will forward the action of the Board  
10 of Trustees in writing to the applicant. All communications may be  
11 conducted in writing and maybe submitted through electronic methods.

12 No person shall be denied membership because of race, color, religion, age,  
13 sex, sexual orientation, marital status, national origin, veteran status,  
14 disability, or any other legally protected status.

15 Section 4 Grievance and Disciplinary Procedures  
16 The Board of Trustees shall exercise complete authority in regard to the  
17 membership of all members in the Society. Membership may be denied,  
18 suspended, expelled, or terminated for any violation of the bylaws, AOA's  
19 Code of Ethics, or any lawful rule or practice duly adopted by the Society or  
20 any other conduct prejudicial to the interests of the Society.

21 Section 4a Special Investigation Panel – The membership of any  
22 member who, in the opinion of a member or the Board of  
23 Trustees, is purposely and persistently violating the  
24 established policy of the Society, or seeks to undermine the  
25 unity of the osteopathic profession or any of its district  
26 societies or affiliated organizations, may be revoked,  
27 suspended or placed on probation by action of the Society's  
28 Board of Trustees. All matters of suspension or revocation of  
29 a membership will be referred to the Board of Trustees. The  
30 President will turn over the investigation to an appointed  
31 Ethics and Peer Review Committee for its attention. This  
32 Committee is responsible for reporting the findings to the  
33 Board of Trustees. If the Committee's investigation deems  
34 the offending member's conduct professionally inappropriate  
35 or harmful, the Board of Trustees may move to suspend the  
36 individual's membership at any time during the investigation.

37 Section 4b Notice – Notices will be sent whenever a member has a right  
38 to a hearing, when a hearing date is set and upon completion  
39 of a hearing report. All notices will be sent certified mail to  
40 the member's last-known address.



1 discretion as to what evidence may be admitted, and will  
2 admit any relevant evidence as long as there are  
3 reasonable grounds to believe that it is reliable.

4 4. The Board of Trustees will issue a decision made by a  
5 vote of the majority.

6 Section 4h Final Action – After all hearings, the Board of Trustees shall  
7 issue a report and a copy shall be mailed to the respondent.  
8 If there has been no timely request for a hearing before the  
9 Board of Trustees, the Board shall record and implement the  
10 decision of the Ethics and Peer Review Committee. The  
11 Board of Trustees shall have the power to censure, place on  
12 probation or suspend for no longer than three (3) years, or  
13 expel a member as the findings warrant. The Board of  
14 Trustees will notify the respondent of the final decision.

15 Section 4i If the Board of Trustees’ final action is to revoke  
16 membership, the Executive Director shall notify formally the  
17 AOA of this action. The fact that an individual’s  
18 membership has been revoked within the Society shall not  
19 bar him from future application for membership in this  
20 Society.

21 Section 4j Reinstatement of Membership – When the Society revokes or  
22 refuses to renew membership on grounds other than  
23 nonpayment of dues and/or assessments, reinstatement of  
24 membership shall require the individual to adhere to the  
25 current membership application procedures.

26 Section 4k Reimbursement of Expense – If a member of the Society or  
27 any individual whose membership has been revoked,  
28 suspended or placed on probation brings legal action against  
29 the Society, that person will be required to reimburse the  
30 Society for the cost of defending the legal action. Said  
31 reimbursement will be a requirement for membership in the  
32 Society unless the Society’s position is reversed by a court of  
33 law.

34 Section 5 Reinstatement of Member Who Has Resigned  
35 The process for reinstatement of a member who has resigned shall be  
36 determined by the Board of Trustees.

37 **ARTICLE 6**  
38 **MEMBERSHIP DUES AND ASSESSMENTS**

39 Section 1 Annual Membership Dues Rates

1 Dues and special assessments shall be determined annually by the Board  
2 of Trustees prior to the start of the membership calendar. All members  
3 shall be obligated to pay the entire amount of dues unless the member  
4 joined during the current fiscal year, which then allows the membership  
5 dues to be pro-rated.

6 1a. Renewing members may not receive pro-rated dues.

7 1b. Active members who are in the US Armed Forces and who are  
8 deployed shall pay no dues during the period of their tour of duty.

9 Section 2 Special Assessments

10 Special assessments may be levied on all members by a two-thirds ( $\frac{2}{3}$ )  
11 vote of the Board of Trustees. Failure to pay assessments shall incur the  
12 same penalty as the failure to pay annual membership dues. Student and  
13 Associate members are exempt from paying assessments.

14 Section 3 Payment of Annual Membership Dues

15 The annual membership dues shall be payable to the Society on or before  
16 January 1, the beginning of the fiscal year.

17 Section 4 Delinquent Dues

18 A member whose dues remains unpaid after six months into the new fiscal  
19 year shall be considered delinquent members, shall be dropped from the  
20 Society's membership rolls, and shall forfeit all membership privileges.  
21 Members who wish to continue Society membership but are experiencing  
22 financial hardship shall be referred to the Executive Committee for  
23 disposition.

24 The process for termination and reinstatement of membership for failure to  
25 pay dues or special assessments shall be determined by the Board of  
26 Trustees.

27 FINANCIAL HARDSHIP

28 Upon recommendation of the committee on membership, the board of  
29 trustees, or its executive committee, may remit a portion or all of the  
30 annual dues of a member in good standing who, because of disability,  
31 maintains a limited practice or no practice. For just cause, properly  
32 authenticated, similar action may be taken by the board, or its executive  
33 committee in regards to members not otherwise covered by this section.

34 Section 5 Reinstatement of Membership

35 The Executive Director may reinstate an individual's membership upon  
36 payment of dues and any assessments provided such payments are  
37 received prior to the end of the current fiscal year. However, after a  
38 period of two (2) years of delinquency, this reinstatement must be

1 accompanied by a membership application and must be approved by the  
2 Board of Trustees.

3 **ARTICLE 7**  
4 **PARLIAMENTARY AUTHORITY**

5 The order of business of any meeting of the Society shall be under the control of the  
6 Board of Trustees. *Robert's Rules of Order*, current and revised, shall be used as  
7 parliamentary authority in all cases, except where otherwise provided for in the Bylaws  
8 of this Society.

9 **ARTICLE 8**  
10 **BOARD OF TRUSTEES**

11 The Board of Trustees shall consist of 14 Members, which includes elected officers, the  
12 immediate past president, 6 active members who shall be in good standing from the  
13 general membership, an intern/resident representative, and a student member. All shall  
14 be elected from the general membership. The Executive Director shall serve on the Board  
15 of Trustees as an ex-officio member.

16 Section 1 Duties  
17 The Board of Trustees shall direct the management of the affairs of the  
18 Society between member meetings, in accordance with the Articles of  
19 Incorporation, Bylaws, and Manual of Procedures. It shall meet coincident  
20 with the General Membership Meeting and at other times on call of the  
21 President, shall make all arrangements for the General Membership  
22 Meeting, shall appoint all standing and specialty committees not otherwise  
23 provided by the Bylaws, and shall fill by appointment any vacancy  
24 occurring in its own membership or any other elective office until the time  
25 of the next meeting of the General Membership.

26 Section 2 Meetings  
27 The Board of Trustees shall meet at each Society-sponsored meeting.  
28 Special meetings of the Board of Trustees may be held at any time or  
29 place at the call of the President and shall be called at the request of the  
30 majority of the Board of Trustees. Meetings may be held at any time  
31 without notice if all of the Trustees are present.

32 Section 3 Quorum  
33 The presence of a majority of the members of the Board of Trustees shall  
34 constitute a quorum which shall be required for the transaction of  
35 business. The act of a majority of the Directors present at a meeting shall  
36 be the act of the Board of Trustees, regardless of individual attendance.

37 Section 4 Voting

1 In the event urgent Society business demands policy declaration, Board  
2 voting and decisions by teleconference, electronic, and mail ballot will be  
3 considered to be the act of the Board of Trustees.

4 Section 5 Attendance  
5 A Board member is required to attend at least 75% of all scheduled Board  
6 meetings. Failure to do so, may result in removal from the Board.  
7 Any member in good standing of this Society shall attend any Board of  
8 Trustees meetings, and shall have a voice, but shall not have any voting  
9 privileges during the meetings.

10 Section 6 Terms of Office  
11 The terms of office for the Board of Trustees shall be two years and shall  
12 begin at the conclusion of the general membership meeting at which their  
13 election occurs and shall expire at the conclusion of the following general  
14 membership meeting or when their successors are elected. There shall be  
15 a three (3) term limit within each elected office. If there are no interested  
16 parties in the vacant position and the Board member who is preparing to  
17 vacate his position is interested in remaining in said role, the Board has the  
18 authority to reinstate this individual if that person is nominated and elected  
19 again.

20 **ARTICLE 9**  
21 **OFFICERS**

22 The officers of the Society shall be the President, Vice President, Immediate Past  
23 President, Secretary, Treasurer and the Executive Director. Said officers shall perform  
24 the duties described below and additional or different duties as needed shall be imposed  
25 or required by the Board of Trustees and in concert with the Society's Bylaws and  
26 Manual of Procedures.

27 Section 1 Duties  
28 1a. President  
29 The President shall be the chairperson of the Board of Trustees and  
30 of the Executive Committee and shall perform the duties as usually  
31 pertaining to this office. The President shall nominate, subject to  
32 approval by the Board of Trustees, all appointive officers, unless  
33 otherwise specified in the Bylaws and in accordance with the  
34 directives contained in the Manual of Procedures or as established  
35 by the Board of Trustees or the General Membership.

36 1b. Vice President  
37 The Vice President shall, in addition to duties as a member of the  
38 Executive Committee, be acquainted with the duties of the office  
39 of President, and with all of the functions and workings of the

1 Society, in order to better serve the Society as President. The Vice  
2 President shall perform the duties of the office of the President in  
3 the absence of or at the request of the President.

4 1c. Secretary  
5 The Secretary is the custodian of the records of the Society and  
6 shall keep accurate minutes of the Board of Trustees, Executive  
7 Committee and General Membership meetings.

8 1d. Treasurer  
9 The Treasurer shall supervise all of the Society's financial  
10 activities, keep an accurate and detailed account of all of the  
11 financials records, and review and report on the financial state of  
12 the Society at each Board of Trustees, at the General Membership  
13 meetings, or when requested by the officers or the members of the  
14 Society. The Treasurer also shall assist in the collection of dues  
15 and assessments of the Society as necessary.

16 1e. Executive Director  
17 The Executive Director shall be responsible to the Board of  
18 Trustees. The Executive Director shall be the chief administrative  
19 officer of the Society and of the central office. The responsibilities  
20 of the Executive Director shall be outlined in the position's job  
21 description, which was accepted when the individual accepted the  
22 Executive Director position. The Executive Director has no voting  
23 privileges.

24 **ARTICLE 10**  
25 **MEMBER MEETINGS**

26 Section 1 General Membership Meeting  
27 There shall be a general membership meeting at a time and place to be  
28 determined by the Board of Trustees.

29 1a. Board of Trustees Elections and Installation  
30 The general election of Officers, which shall be presented by the  
31 Nominating Committee, shall take place during the general  
32 membership meeting. The officers-elect shall be installed as the  
33 final order of business and shall assume the authority of their  
34 respective offices upon adjournment of the meeting.

35 1b. Year-End Review



1 D. Membership Committee

2 Membership to include the Membership Chair, two members in good  
3 standing appointed by the President, and the Executive Director.  
4 Committee reports to the Board of Trustees.

5 E. Communications Committee

6 Membership to include one member of the Board of Trustees and two  
7 members in good standing, all appointed by the President, and the  
8 Executive Director.

9 F. ETHICS AND PEER REVIEW Committee

10 Membership to include the Immediate Past President as the chair, and  
11 two members in good standing appointed by the President. Committee  
12 reports to the Board of Trustees.

13 Section 3 Special Committees

14 The President has the right to create ad hoc committees, if necessary, as well  
15 as to appoint any and all committee members. The voting privileges of each  
16 committee are determined by the Board of Trustees. All committee  
17 members must be members in good standing during the duration of his  
18 committee term.

19 **ARTICLE 12**  
20 **INDEMNIFICATION**

21 The Society shall provide for indemnification by the Society of any and all individuals  
22 who were, now are, or shall be a trustee, officer, employee, or member of any Society  
23 committee against expenses actually and necessarily incurred by them in connection with  
24 the defense of any action, suit, or proceeding in which they or any of them are made  
25 parties, or a party, by reason of having been trustees, officers, employees, or members of  
26 Society committees, except in relation to matters as to which such trustees, officers,  
27 employees, or members of a Society committee shall be adjudged in such action, suit, or  
28 proceeding to be liable for negligence or willful misconduct in the performance of duty  
29 and to such matters as shall be settled by agreement predicated on the existence of such  
30 liability for negligence or willful misconduct.

31 **ARTICLE 13**  
32 **GENDER DISCLAIMER**

33 The Society's membership is open to persons of both sexes and does not discriminate  
34 against any person because of sex; therefore, the working document herein importing the  
35 masculine or feminine gender includes the other gender and imports no such  
36 discrimination.

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**ARTICLE 14  
DISSOLUTION**

3 The Society shall use its funds only to fulfill its purpose specified in these bylaws, and no  
4 part of said funds shall inure or be distributed to members of the Society. If it is proposed  
5 that the Society should dissolve, the Society will hold a membership meeting to vote on  
6 said proposal; a majority vote of members present shall be required to dissolve the  
7 Society. All debts owed will be paid in full prior to dissolution. Any remaining monies  
8 will be donated to a designated osteopathic college.

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**ARTICLE 15  
AMENDMENTS TO BYLAWS**

11 Amendments to these bylaws may be made during the General Membership Meeting by a  
12 majority vote of the members present. No proposition to amend shall be acted upon  
13 unless the amendments were submitted in writing to the Secretary of the Society at least  
14 thirty (30) days in advance of the meeting and written notice shall be sent to members no  
15 more than ninety (90) days and not less than fifteen (15) days in advance of the meeting  
16 at which the action is to be taken. Amendments will become effective upon approval by  
17 the American Osteopathic Association.

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Bylaws Amended and Approved 1992  
Bylaws Amended 2008 and Approved