

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.
14

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. He 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 with the exception of the resident member seated on the Board
13 of Trustees.

14 D. STUDENT MEMBER

15 Student members shall be enrolled in an AOA-accredited college of
16 osteopathic medicine. Student members shall enjoy all of the privileges
17 of an active member, including serving on committees, except he shall
18 not be eligible to be an elective officer within the Society with the
19 exception of the student member seated on the Board of Trustees.

20 E. RETIRED MEMBER

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

27 F. LIFE MEMBER

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

38 Section 3 Membership Application Process

39 Applicants shall send the annual dues and the Society's prescribed
40 membership application to the Society's executive director. Membership

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

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

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

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

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

- 1 Section 4c Right to, and Request for, Hearing – Any member or
2 applicant who has been notified of an investigation
3 concerning possible disciplinary action or denial of
4 membership will have ten (10) days from receipt of notice for
5 right of hearing to file a written request for a hearing before
6 the Ethics and Peer Review Committee. A hearing will be
7 held within thirty days (30) after receipt of individual’s
8 written request.
- 9 Section 4d Initial Hearings – The initial hearing shall be before the
10 Ethics and Peer Review Committee. This hearing shall be
11 informal and respondents shall be given the opportunity to
12 present any evidence or testimony relevant to his or her case.
13 The Committee shall inform the respondent as to its
14 recommendations.
- 15 Section 4e Appeal Process – Written statements outlining the reasons for
16 the disciplinary action recommended by the Ethics and Peer
17 Review Committee or for denial of membership shall be
18 mailed to the respondent at least ten (10) days prior to the
19 hearing date. Hearings before the Board of Trustees are
20 formal and shall take place at its next scheduled meeting. All
21 matters shall be considered *de novo*. The respondent may
22 request a court reporter be present at this hearing, but the
23 respondent shall be responsible for the cost of the court
24 reporter’s services.
- 25 Section 4f Evidence – The Board of Trustees shall consider all relevant
26 evidence including all applications, reports, and Ethics and
27 Peer Review Committee recommendations. Both parties
28 shall have an opportunity to present relevant exhibits and
29 testimony.
- 30 Section 4g Rights During Appeals Proceedings – Both the Ethics and
31 Peer Review Committee and respondent shall have the
32 following rights:
33 1. To call and examine witnesses, to introduce exhibits, to
34 cross-examine opposing witnesses on any relevant matter,
35 to impeach any witness regardless of which party first
36 called him to testify, and to rebut evidence offered by the
37 other party.
38 2. If the respondent does not testify on his own behalf, he
39 may be called to testify and cross-examined by the Ethics
40 and Peer Review Committee.
41 3. The Board of Trustees will not conduct the hearings
42 according to the technical rules of evidence, but will have

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 The general membership shall receive an annual report regarding
2 the Society's health and viability; the report will include a
3 membership and financial update.

4 Section 2 Special Member Meetings

5 Special member meetings shall be called by the President at least two (2)
6 weeks prior to the said meeting and shall require a notice to the Society's
7 entire membership within said timeframe.

8 Section 3 Quorum

9 25% + 1 of the registered active members at the general membership
10 meeting shall constitute a quorum. Student and intern/resident members
11 have the ability to vote but are not required to constitute a quorum. A
12 quorum for a special member meeting shall be the number of Board of
13 Trustees seats + 1. If no quorum is established at the general membership
14 meeting or special member meeting, voting can be conducted by
15 teleconference, electronic, or mail ballot.

16 Section 4 Voting Privileges

17 Only active members, second-year in practice, first-year in practice,
18 intern/resident, student, life, and retired members in good standing shall
19 have the privilege of voting during membership meetings.

20 **ARTICLE 11**
21 **COMMITTEES**

22 Section 1 Committees

23 Committees shall be established by recommendation of the President and
24 approval by the Board of Trustees. It is the responsibility of the President to
25 secure the acceptance of those recommended for committee service prior to
26 making recommendations to the Board of Trustees. Members of the
27 committees shall be members in good standing.

28 Section 2 The Society's standing committees shall include:

29 A. Executive Committee

30 Membership to include the President, Vice President, Immediate Past
31 President, Secretary, Treasurer, and the Executive Director.

32 B. GOVERNANCE Committee

33 Membership to include the Immediate Past President as Chair, two
34 members in good standing appointed by the President, and the Executive
35 Director. Committee reports to the Board of Trustees.

36 C. CME Program Committee

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

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

8 E. Communications Committee
9 Membership to include one member of the Board of Trustees and two
10 members in good standing, all appointed by the President, and the
11 Executive Director.

12 F. ETHICS AND PEER REVIEW Committee
13 Membership to include the Immediate Past President as the chair, and
14 two members in good standing appointed by the President. Committee
15 reports to the Board of Trustees.

16 Section 3 Special Committees

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

22 **ARTICLE 12**
23 **INDEMNIFICATION**

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

34 **ARTICLE 13**
35 **GENDER DISCLAIMER**

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

5 **ARTICLE 14**
6 **DISSOLUTION**

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

13 **ARTICLE 15**
14 **AMENDMENTS TO BYLAWS**

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

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Bylaws Amended and Approved 1992
Bylaws Amended 2008 and Approved