MASSACHUSETTS OSTEOPATHIC SOCIETY

BYLAWS

ARTICLE 1

NAME

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

ARTICLE 2

PURPOSE

The Massachusetts Osteopathic Society’s mission is to advance the philosophy and practice of osteopathic medicine through quality education, research, professional standards and ethics, advocacy, and the delivery of effective and efficient healthcare for the well-being of citizens within the Commonwealth of Massachusetts.

ARTICLE 3

AFFILIATION

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

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

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

Section 2b: All such local societies chartered shall obligate their officers to be local representatives of this Society and shall follow this Society’s bylaws. All officers shall be in good standing with this Society.
Section 2c: Upon receipt of any application from any local group of osteopathic physicians for a charter, the Society’s Board of Trustees shall investigate such group and upon satisfactory proof of agreement with this Society, shall recommend to the General Membership that a charter be issued. The Society shall not issue a charter to more than one society in a given area.

ARTICLE 4
CODE OF ETHICS

The Code of Ethics of the American Osteopathic Association shall serve as the Society’s Code of Ethics.

ARTICLE 5
MEMBERSHIP

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

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

A. ACTIVE MEMBER
B. ASSOCIATE MEMBER
C. INTERN/RESIDENT member
D. STUDENT member
E. RETIRED member
F. LIFE MEMBER

Section 2 Membership Categories, Requirements, and Privileges:
Members in good standing shall meet all obligations of membership as set forth in these bylaws and as determined by the Society’s Board of Trustees.

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

B. Associate Member
Associate members shall be Out of State Osteopathic Physicians, allopathic physicians and healthcare providers (I.E. Physician Assistants, Nurse Practitioners, Doctors of Dental Surgery, etc.) who do not meet
any of the previous membership criteria. Associate members shall enjoy all of the privileges of an active member except that he shall not be eligible to hold an elective office within the Society and he shall not have voting privileges. He is eligible to hold a committee position.

C. INTERN/RESIDENT MEMBER
Intern/Resident members shall be graduates of an AOA-accredited college of osteopathic medicine and be an intern or resident physician in good standing in an AOA-approved internship or residency program that is AOA or ACGME accredited. Intern/resident members shall enjoy all of the privileges of an active member, including serving on committees, though member shall not be eligible to be an elective officer within the Society with the exception of the resident member seated on the Board of Trustees.

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

E. RETIRED MEMBER
Retired members shall be members from any of the Society’s membership categories who have permanently retired from practice and do not qualify for any other membership category. Retired members shall enjoy all of the privileges of an active member. He is eligible to hold an elective officer within the society only if he holds a license.

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

Section 3 Membership Application Process

Applicants shall send the annual dues and the Society’s prescribed membership application to the Society’s executive director. Membership applicants shall be reviewed by the Society’s president, membership chair,
and the executive director within 30 days and make a recommendation to the Board of Trustees for the acceptance or denial of applications. The Board of Trustees shall make the membership determination at the most recent Board meeting. If there are no objections to the applicant, the action of the Board of Trustees shall be final. If objections are filed, the applicant may be requested to attend a Board meeting to discuss the issue. The Board of Trustees may require further documentation and reconsideration of the application. The Board of Trustees will make the final determination on membership and the Executive Trustees will forward the action of the Board of Trustees in writing to the applicant. All communications may be conducted in writing and maybe submitted through electronic methods.

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

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

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

Section 4b  Notice – Notices will be sent whenever a member has a right to a hearing, when a hearing date is set and upon completion of a hearing report. All notices will be sent certified mail to the member’s last-known address.
Section 4c  Right to, and Request for, Hearing – Any member or applicant who has been notified of an investigation concerning possible disciplinary action or denial of membership will have ten (10) days from receipt of notice for right of hearing to file a written request for a hearing before the Ethics and Peer Review Committee. A hearing will be held within thirty days (30) after receipt of individual’s written request.

Section 4d  Initial Hearings – The initial hearing shall be before the Ethics and Peer Review Committee. This hearing shall be informal and respondents shall be given the opportunity to present any evidence or testimony relevant to his or her case. The Committee shall inform the respondent as to its recommendations.

Section 4e  Appeal Process – Written statements outlining the reasons for the disciplinary action recommended by the Ethics and Peer Review Committee or for denial of membership shall be mailed to the respondent at least ten (10) days prior to the hearing date. Hearings before the Board of Trustees are formal and shall take place at its next scheduled meeting. All matters shall be considered de novo. The respondent may request a court reporter be present at this hearing, but the respondent shall be responsible for the cost of the court reporter’s services.

Section 4f  Evidence – The Board of Trustees shall consider all relevant evidence including all applications, reports, and Ethics and Peer Review Committee recommendations. Both parties shall have an opportunity to present relevant exhibits and testimony.

Section 4g  Rights During Appeals Proceedings – Both the Ethics and Peer Review Committee and respondent shall have the following rights:

1. To call and examine witnesses, to introduce exhibits, to cross-examine opposing witnesses on any relevant matter, to impeach any witness regardless of which party first called him to testify, and to rebut evidence offered by the other party.

2. If the respondent does not testify on his own behalf, he may be called to testify and cross-examined by the Ethics and Peer Review Committee.

3. The Board of Trustees will not conduct the hearings according to the technical rules of evidence, but will have
discretion as to what evidence may be admitted, and will admit any relevant evidence as long as there are reasonable grounds to believe that it is reliable.

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

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

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

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

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

34. Section 5 Reinstatement of Member Who Has Resigned

The process for reinstatement of a member who has resigned shall be determined by the Board of Trustees.

ARTICLE 6
MEMBERSHIP DUES AND ASSESSMENTS

39. Section 1 Annual Membership Dues Rates
Dues and special assessments shall be determined annually by the Board of Trustees prior to the start of the membership calendar.

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

Section 2  
Special Assessments

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

Section 3  
Payment of Annual Membership Dues

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

Section 4  
Delinquent Dues

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

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

FINANCIAL HARDSHIP

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

Section 5  
Reinstatement of Membership

The Executive Director may reinstate an individual’s membership upon payment of dues and any assessments provided such payments are received prior to the end of the current fiscal year. However, after a period of two (2) years of delinquency, this reinstatement must be accompanied by a membership application and must be approved by the Board of Trustees.

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

ARTICLE 8
BOARD OF TRUSTEES

The Board of Trustees shall consist of 11 Members, which includes elected officers, the immediate past president, 4 active members who shall be in good standing from the general membership, an intern/resident representative, and a student member. All shall be elected from the general membership. The Executive Director shall serve on the Board of Trustees as an ex-officio member.

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

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

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

Section 4 Voting
In the event urgent Society business demands policy declaration, Board voting and decisions by teleconference, electronic, and mail ballot will be considered to be the act of the Board of Trustees.

Section 5 Attendance
A Board member is required to attend at least 75% of all scheduled Board meetings. Failure to do so may result in removal from the Board.

Any member in good standing of this Society shall attend any Board of Trustees meetings, and shall have a voice, but shall not have any voting privileges during the meetings.

Section 6 Terms of Office

The terms of office for the Board of Trustees shall be two years and shall begin at the conclusion of the general membership meeting at which their election occurs and shall expire at the conclusion of the following general membership meeting or when their successors are elected. There shall be a three (3) term limit within each elected office. If there are no interested parties in the vacant position and the Board member who is preparing to vacate his position is interested in remaining in said role, the Board has the authority to reinstate this individual if that person is nominated and elected again. A Board member in the middle of his term may also choose to run for the office of Treasurer, Secretary, Vice-President or President. They may keep their current seat if not elected.

Section 7 Qualifications

A candidate for elective office shall meet the following qualifications:

1. An active member in good standing
2. In addition to the above, a candidate for the office of Secretary, Treasurer, Vice-President, and President shall have served on the MOS Board of Trustees for at least one year, unless there are no other interested parties in the vacant position.

ARTICLE 9 OFFICERS

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

Section 1 Duties

1a. President

The President shall be the chairperson of the Board of Trustees and of the Executive Committee and shall perform the duties as usually pertaining to this office. The President shall nominate, subject to approval by the Board of Trustees, all appointive officers, unless otherwise specified in the Bylaws and in accordance with the
directives contained in the Manual of Procedures or as established
by the Board of Trustees or the General Membership.

1b. Vice President/President-Elect
The Vice President shall, in addition to duties as a member of the
Executive Committee, be acquainted with the duties of the office
of President, and with all of the functions and workings of the
Society, in order to better serve the Society as President. The Vice
President shall perform the duties of the office of the President in
the absence of or at the request of the President. The Vice
President shall also serve as President-Elect and will move up as
President upon completion of the term or if there is a vacancy in
the office of the President.

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

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

e. Executive Director
The Executive Director shall be responsible to the Board of
Trustees. The Executive Director shall be the chief administrative
officer of the Society and of the central office. The responsibilities
of the Executive Director shall be outlined in the position’s job
description, which was accepted when the individual accepted the
Executive Director position. The Executive Director has no voting
privileges.

ARTICLE 10
MEMBER MEETINGS

Section 1 General Membership Meeting
There shall be a general membership meeting at a time and place to be
determined by the Board of Trustees.
1a. Board of Trustees Elections and Installation
The general election of Officers, which shall be presented by the Nominating Committee, shall take place during the general membership meeting. The officers-elect shall be installed as the final order of business and shall assume the authority of their respective offices upon adjournment of the meeting.

1b. Year-End Review
The general membership shall receive an annual report regarding the Society’s health and viability; the report will include a membership and financial update.

Section 2 Special Member Meetings
Special member meetings shall be called by the President at least two (2) weeks prior to the said meeting and shall require a notice to the Society’s entire membership within said timeframe.

Section 3 Quorum
25% + 1 of the registered active members at the general membership meeting shall constitute a quorum. Student and intern/resident members have the ability to vote but are not required to constitute a quorum. A quorum for a special member meeting shall be the number of Board of Trustees seats + 1. If no quorum is established at the general membership meeting or special member meeting, voting can be conducted by teleconference, electronic, or mail ballot.

Section 4 Voting Privileges
Only active members, second-year in practice, first-year in practice, intern/resident, student, life, and retired members in good standing shall have the privilege of voting during membership meetings.

ARTICLE 11
COMMITTEES

Section 1 Committees
Committees shall be established by recommendation of the President and approval by the Board of Trustees. It is the responsibility of the President to secure the acceptance of those recommended for committee service prior to making recommendations to the Board of Trustees. Members of the committees shall be members in good standing.

Section 2 The Society’s standing committees shall include:
A. Executive Committee
Membership to include the President, Vice President, Immediate Past President, Secretary, Treasurer, and the Executive Director.

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

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

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

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

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

Section 3 Special Committees
The President has the right to create ad hoc committees, if necessary, as well as to appoint any and all committee members. The voting privileges of each committee are determined by the Board of Trustees. All committee members must be members in good standing during the duration of his committee term.

ARTICLE 12
INDEMNIFICATION

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

ARTICLE 13
GENDER DISCLAIMER

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

ARTICLE 14
DISSOLUTION

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

ARTICLE 15
AMENDMENTS TO BYLAWS

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

Bylaws Amended 1992 and Approved
Bylaws Amended 2008 and Approved
Bylaws Amended 2016 and Approved
Bylaws Amended 2017 and Approved
Bylaws Amended 2022 and Approved