



**Association of**

**Osteopathic**

**State**

**Executive**

**Directors**

**POLICY MANUAL**

**Adopted (November 21, 2014)**

## **Table of Contents**

- I. Preamble**
- II. Statement of Purposes**
- III. Governance**
  - A. Board of Trustees
  - B. Employment Status
  - C. Committees
  - D. Annual Business Meeting
  - E. Other Meetings
- IV. Budget**
- V. General Policies**
  - A. Membership
  - B. Meetings of Membership
  - C. Elections
  - D. State Assistance Grants
  - E. Conflict of Interest
- VI. Policy Adoption & Amendments**
- VII. Parliamentary Authority**
- VIII. Board of Trustees' Code of Responsibility**

## **I. PREAMBLE**

Osteopathic executive directors and other professional employees of osteopathic associations are viewed as representatives of the osteopathic medical profession and are expected to conduct themselves accordingly. Individuals who are employed as staff members of osteopathic associations have a duty to maintain extraordinary standards of integrity and professionalism.

For the above reasons, it is appropriate for the Association of Osteopathic State Executive Directors to adopt policies requiring high standards of integrity and professionalism in governing the affairs of the Association. Such standards are particularly relevant to those individuals who are elected by the membership to serve on the Board of Trustees.

## **II. STATEMENT OF PURPOSES**

As set forth in the Bylaws, the purposes of the Association of Osteopathic State Executive Directors are:

1. To facilitate development of strong divisional societies of the American Osteopathic Association.
2. To promote closer affiliation among divisional societies.
3. To provide communication, professional development, training and continuing education for members.
4. To develop programs and materials that promote the osteopathic profession.
5. To provide input to the American Osteopathic Association.

## **III. GOVERNANCE**

### **A. Board of Trustees**

1. The Board of Trustees shall be composed of the following:
  - a. Officers: President, President-elect, and Immediate Past President for a one (1) year term.
  - b. Trustees: four (4) members from the active membership, elected to two (2) year staggered terms.
2. Officers and trustees must be active members in AOSSED to hold office. Any officer or trustee who is not an active member shall submit their resignation effective immediately.
3. Trustee vacancies shall be filled by appointment by the President but officers must be elected by the membership.
4. All appointments made by the President shall be subject to the approval of the Board of Trustees.
5. Board Attendance Policy

- a. It is expected that Board members will punctually attend all regular and special Board meetings. It is required that Board members participate in a minimum of 50% of the regularly scheduled board meetings in an Association year.
- b. Board members should notify the AOSED office of anticipated absences or late attendance.
- c. If a Board member is absent from 50% of the regularly scheduled board meetings or is routinely late to scheduled board meetings he or she may be removed from the Board by a majority vote of quorum present.
- d. The affected Board member will be notified in writing when he or she accumulates excessive absences. The Board member may appeal to the Board for consideration of any extenuating circumstances that caused the absences in question. The appeal must be made in person.

## B. Employment Status

1. Any member of AOSED who serves in an elected or appointed position shall immediately inform the President of any change in employment status.
2. The Board of Trustees shall be notified by the President of the change in a member's employment status and shall determine if the individual is eligible to remain in the elected or appointed office.

## C. Committees

1. The AOSED standing committees shall be established by the Board of Trustees. The Board as necessary may establish *ad hoc* committees which membership shall be appointed by the President.
2. AOSED standing committees are as follows:

### Budget & Finance Committee - Shall:

- Recommend the annual budget to the Board for review and recommendations to the membership,
- Review the Association's budget at least annually, and
- Make financial policy recommendations to the Board.

### Bylaws & Policy Committee - Shall:

- Review the Association's Bylaws annually to assure they are current and meet the needs of the Association,
- Develop necessary Association policies for administration of the organization,
- Review the Association's mission statement to assure it is current, reflecting the goals and objectives of the membership, and
- Submit recommended amendments to the Board for consideration.

### Nominating Committee - Shall:

- Pursuant to Article V, Section C, prepare a ballot for action by the membership.

### Technology Committee - Shall:

- Research and develop contemporary ideas for technology-based delivery of Association services,

- Research and develop contemporary ideas for technology-based communications among AOSED, AOA and other relevant entities, and
- Suggest presentations at AOSED programs to accommodate technology-based knowledge and expertise among AOSED members.

Program Committee- Shall:

- Assist the program chairperson in planning AOSED meetings and developing AOSED's educational sessions.
3. AOSED Committee members and chairpersons must be members in good standing.
  4. AOSED Committee members and chairpersons will be appointed to standing committees by the President subject to approval by the Board.
  5. The President shall be an *ex-officio* member of all Committees, except the Nominating Committee.
  6. The AOSED Administrative Coordinator may be appointed by the President to serve as an *ex-officio*, non-voting member of any AOSED Committees.
  7. The President-elect shall present appointments for his or her term for consideration at the Annual Board meeting.
  8. In the absence of recommendations or appointments from the President, the Board may appoint members to standing committees or the *ad hoc* committees.
  9. *Committee Member Responsibilities.* Each member who accepts appointment by the Board of Trustees to an AOSED standing or ad hoc committee or to an external committee assumes the general service responsibility of representing the best interests of the AOSED Board of Trustees and osteopathic state executive directors. To assure that the Association's interests are represented a Committee Member will be well-informed on relevant issues and on positions of the AOSED through communication with the Board and general membership.

Committee members shall agree to the following: "As an appointed Committee Member of the Association of Osteopathic State Executive Directors, I am fully committed to its mission and dedicated to assisting its Board of Trustees in carrying out that mission through my committee assignment. I understand that my duties and responsibilities include:

- Learning as much as I can about the Committee's charge,
- Actively participating in the Committee's planning process to carry out its assigned mission, vision, goals, programs, and priorities,
- Being available to attend Committee meetings, participate in phone consultations, and serve as assigned,
- Recusing myself from discussions or votes in which I may have a conflict of interest and may not be impartial,
- Serving as an enthusiastic role model and advocate for the Association and extending that enthusiasm to external entities,
- Putting aside my biases and personal agendas and adopting a broad perspective with a willingness to seek out constructive solutions,

- Reporting committee developments and progress back to the Board and general membership in a timely and effective manner, and
- Accepting responsibility to resign from the Committee should I not be able to meet my obligations as a Committee member.”

#### D. Annual Business Meeting

1. The Annual Business Meeting shall be held in conjunction with the AOA House of Delegates.
2. The election and installation of officers and trustees shall be conducted at the Annual Business Meeting.
3. The Association budget shall be adopted at the Annual Business Meeting.

#### E. Other Meetings

1. A Semi-Annual Meeting shall be held in conjunction with an AOA-sponsored event as approved by the Board.
2. Other meetings may be scheduled at times and places as determined by a majority vote of the members at any regular meeting or as called by the Board.

### IV. BUDGET

- A. The fiscal year of the Association shall be January 1 – December 31.
- B. The Board shall adopt a budget prior to the start of each fiscal year for consideration and approval by the membership. The Board of Trustees may approve reasonable variations in the adopted budget but shall seek membership approval for substantial non-budgeted amounts.

### V. GENERAL POLICIES

#### A. Membership

1. Active Members must be chief staff executives of state osteopathic associations or other divisional societies of the American Osteopathic Association. “Chief staff executive” means a person who is principally employed as the executive director (or similar title) of one or more state osteopathic associations or other AOA divisional societies and devotes the majority of their professional time to the duties of state or divisional society osteopathic executive. An osteopathic physician who serves as state executive director shall be eligible for active membership. Active membership is required for appointment or election to any position in the AOSED. Active membership must be continued in a timely manner in order to maintain eligibility to continue serving in an appointed or elected position. Each active member is entitled to hold office and shall have one vote.
2. Associate Members must be professional staff of divisional societies of the AOA and the chief executive of their association must be an Active Member of AOSED. Associate

members enjoy all the privileges of active membership except they may not vote or hold office.

3. Affiliate Members must be professional staff of the AOA or one of its affiliated organizations. An individual who serves as a part-time chief executive of a divisional society and is principally employed in some other capacity is eligible for affiliate membership. Affiliate members enjoy all the privileges of active membership except they may not vote or hold office.
4. The Board shall review candidates for honorary membership and make recommendations to the general AOSED membership for approval. Honorary membership may be granted if the nominee for honorary membership:
  - a. Has been an active member of AOSED for a minimum of five years,
  - b. Is entirely retired from association management and employment,
  - c. Personifies the mission, goals and objectives of AOSED, and
  - d. Is an advocate for and protector of AOSED and the osteopathic profession in general.

B. Meetings - Any category of membership may meet independent of or with any other category of membership.

#### C. Elections

1. The Nominating Committee shall be composed of three association past presidents. The current president shall not serve as ex-officio member of the Nominating Committee.
2. Nominations shall be open to Active Members only. The Nominating Committee shall solicit nominations from Active Members no later than 60 days prior to the annual meeting.
3. Nominations must be received in the AOSED office by the established deadline. When no candidate has been nominated by the deadline, the Nominating Committee or Board may recruit candidates who agree to be nominated for positions.
4. A ballot will be prepared by the Nominating Committee for voting at the Annual Business Meeting. Unopposed candidates will be declared elected without balloting.
5. Positions for which no candidate was appropriately elected may be filled by Presidential appointment subject to Board approval. An appointed Trustee's term will be until the next regular election or a special election authorized by the Board. Appointed Trustees are eligible for election to the appointed position.

#### D. State Assistance Grants

1. Purpose: To provide supplemental financial assistance to member state executive directors to attend AOSED educational meetings only. AOSED does not fund other meeting attendance, make loans or operational grants.
2. Expense Provisions: Financial assistance for the following may be requested:

- a. Coach air fare purchased 30 days in advance, up to \$500, or ground transportation costs at current IRS mileage rates up to \$500.
  - b. Room and tax at convention/meeting rate or less. Reimbursement for hotel expenses must coincide with AOSED meetings.
  - c. Tuition to AOSED meeting.
3. Requirements of Applicant/Grantee:
- a. All requests should be made in writing to the AOSED Board through the President and should include a statement of need no less than 90 days prior to meeting dates.
  - b. The Board may request financial statements of some kind for review.
  - c. Assistance may be applied for no more than three times in a five-year period.
  - d. Grants will be determined by the AOSED Board by vote based on available funds and number of requests. Decreased amounts may be offered.
  - e. Attendance at the entire AOSED meetings is required.
  - f. Receipts for all reimbursable items must be provided to AOSED within 30 days. A 1099 may be issued at year end.
  - g. A completed meeting survey is required after attending the meeting.

#### E. Conflicts of Interest

1. *Definitions.* A trustee or member shall be considered to have a conflict of interest when he or she: (a) has an existing or potential financial or other interest that impairs or might impair the individual's independence of judgment in the discharge of his or her responsibilities to AOSED, or (b) may receive financial or other benefit from knowledge of information that AOSED has not made public.

2. *Scope.* This policy applies to all active members of AOSED regardless of position.

3. *Fiduciary Responsibility.* Members of AOSED serve the Association's interest and thus have a clear obligation to conduct all association affairs in a manner consistent with this concept. All decisions of the AOSED Board and members of AOSED are to be made solely on the basis of a desire to promote the best interests of AOSED and the profession of Association Management.

4. *Disclosure.* Each member has a duty to disclose any relationship or business affiliation that reasonably could give rise to a conflict of interest in the event the Board, officers, or members consider any policy or transaction for AOSED. It shall be the duty of each AOSED member to inform the Board or the general membership any time the member has a conflict of interest. Such disclosure shall be made prior to any discussion or vote on the issue giving rise to a conflict of interest. Failure to disclose a conflict of interest may result in suspension of voting privileges for a period of time determined by the Board.

5. *Affiliation.* For purposes of this policy, affiliation is understood to exist if the trustee, officer, or member is an officer, director, trustee, partner, employee, or agent of an organization or entity or has any other relationship with such an organization or entity from which he or she may benefit and therefore would affect or appear to affect the individual's independence of judgment.

6. *Restraint on Participation.* Trustees or officers or members who have declared or have been found to have a conflict of interest shall refrain from participating in consideration of the proposed transaction unless for special reasons the Board or AOSED requests information or interpretation from the person or persons involved. The person or persons involved shall not vote on such matters and should not be present at the time of vote. Any member who is uncertain



about a possible conflict of interest in any matter may request the Board or membership to determine whether a possible conflict exists. The Board or membership shall resolve the question by majority vote.

## **VI. POLICY ADOPTION AND AMENDMENTS**

- A. Proposed policies and amendments may be submitted for consideration to the membership at any time. Proposals may be adopted immediately by majority membership vote or referred to the Board for final decision if controversial or complicated.
- B. The Board may suspend the rules to adopt a policy by a 3/4 affirmative vote of the Board membership. A vote to adopt a policy without notice requires a 2/3 vote of the Board membership.

## **VII. BOARD MEMBER'S CODE OF RESPONSIBILITY**

- A. Each Member of the AOSSED Board of Trustees assumes several important responsibilities. Trustees should be well informed regarding the issues as well as the positions of the Association. Trustees should communicate with the membership to assure that members' interests are represented and to advise members how to participate effectively in AOSSED.
- B. A Trustee may be a reflection of the popular beliefs of the members or may be an independent decision-maker casting a vote based on the best information available. A Trustee may be sensitive to members' concerns while exercising independent judgment after reviewing all the facts.
- C. Trustees have no authority to represent the Association unless specifically authorized by the Board. The collective responsibility of all Board members is to preserve and protect the Association so that it may represent the best interests of AOSSED and to promote the interests of osteopathic state executive directors and advance each member educationally, professionally, and socially.
- D. Each Trustee shall agree to the following: "As a Board Member of the Association of Osteopathic State Executive Directors I am fully committed to its mission and am dedicated to carrying out that mission. I understand that my duties and responsibilities include:
  - 1. Learning as much as I can about the organization and its vision for the future,
  - 2. Defining the mission and participating in strategic planning to establish purposes, goals, programs, priorities, and funding,
  - 3. Knowing the objectives and taking an active part in reviewing, approving, and monitoring those objectives,
  - 4. Making myself available to attend Board meetings, participate in phone consultations, and serve on committees as assigned,
  - 5. Adhering to the by-laws of the Association and understanding that I am morally and ethically responsible for the health and vitality of the Association,

6. Recusing myself from discussions or votes in which I may have a conflict of interest and may not be impartial,
7. Serving as model for other AOSED members to follow,
8. Serving as an enthusiastic advocate for the Association and extending that enthusiasm to the Association's affiliates and auxiliary groups,
9. Fulfilling my financial responsibilities by reviewing the annual budget, ensuring cost versus benefit analysis, monitoring adherence to the budget, and overseeing the investment policies and procedures of the Association,
10. Serving as an advocate for the goals, positions and policies of AOSED including writing letters, making phone calls, and testifying to appropriate audiences when requested,
11. Striving to be the best Trustee possible by putting aside my biases and personal agendas and adopting a broad perspective with a willingness to seek out constructive solutions,
12. Publicly supporting and defending the Association's position within the osteopathic community and to the public at large, and
13. Accepting responsibility to resign from the Board of Trustees should I not be able to meet my obligations as a Board Member.”