

BYLAWS OF THE OSTEOPATHIC INTERNATIONAL ALLIANCE

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Adopted: July 31 and October 24, 2005 by the Board of Directors; October 7, 2006 by Full Members; January 31, 2008 by Full Members; October 18, 2009 by Full Members; October 23, 2012 by Full members; January 11, 2014 by Full members.

The Articles of Incorporation of the Osteopathic International Alliance were filed in the Office of the Illinois Secretary of State on December 20, 2004, as provided by the General Not For Profit Corporation Act of 1986, Chapter 805 of the state statutes of Illinois.

Article I

Statement of Corporate Authority

The name of this organization shall be the “Osteopathic International Alliance” (hereinafter referred to in these bylaws as “OIA”). The OIA has been incorporated under the laws of Illinois as a not-for-profit corporation with its principal place of business in Chicago, Illinois.

Article II

Statement of Purpose

The OIA is organized as a tax-exempt not-for-profit organization and operated exclusively for charitable and educational purposes in accord with Section 501(c)(3) of the Internal Revenue Code of 1986. The corporation is organized to advance the philosophy and practice of osteopathic medicine and osteopathy worldwide, while promoting excellence in osteopathic medical education, research, and health care delivery.

Article III

Membership

Section 1. Definitions

For purposes of these bylaws, the following definitions will apply:

“Osteopath” – is a person who has achieved the nationally recognized academic and professional standards within his or her country to independently practice diagnosis and provide treatment based upon

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the principles of osteopathic philosophy. Individual countries establish the national academic and professional standards for Osteopaths practicing within their countries¹.

“Osteopathic Physician” – is a person with full, unlimited medical practice rights and who has achieved the nationally recognized academic and professional standards within his or her country to practice diagnosis and provide treatment based upon the principles of osteopathic philosophy. Individual countries establish the national academic and professional standards for Osteopathic Physicians practicing within their countries.²

“Delegate” – is an individual who votes on behalf of a Full Member Organization.

“National Delegation” – Full Member Organization(s) that collectively represent the Osteopathic Profession within said country in the OIA.

“Member Organization” – is an organization eligible for membership.

“Member” and “Member Organization” – “Member” shall be synonymous with the use of the term “Member Organization”.

Section 2. Representation.

Each National Delegation is entitled to a minimum of two (2) Delegates carrying the delegation’s votes. If one Full Member organization represents all the Osteopathic Physicians and Osteopaths in the country, it will have all of the country’s Delegates. If two or more Full Member organizations split this representation, the organizations will formally agree to collaborate and will work together to determine how to share the delegation and vote. A National Delegation can send to the OIA’s Annual General Meeting (AGM) any number of Delegates up to the maximum number of votes it carries.

Section 3. Voting

Each National Delegation of Full Members will be entitled to a minimum of two (2) votes. Additional votes may be added based on the size of the organization(s) as determined by the number of osteopathic professionals represented.

¹ American Association of Colleges of Osteopathic Medicine, Educational Council on Osteopathic Principles Glossary of Osteopathic Terminology, *April 2009*

² American Association of Colleges of Osteopathic Medicine, Educational Council on Osteopathic Principles Glossary of Osteopathic Terminology, *April 2009*

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Section 4. Member Classifications.

The OIA includes the following categories of members: Full, Associate, and Partner. Those seeking membership must be recommended by the Board and ratified by the Full Members.

A. Full Members

The following groups are considered to be Full Members:

Legally recognized organizations from any country where osteopathic physicians and/or osteopaths are regulated by law, who represent the majority of the professions of osteopathic physicians and/or osteopaths. Additionally OIA membership can be shared by a coalition of eligible organizations who formally agree to collaborate. The possibility of adding more members to the coalition will be reviewed at the previously scheduled time of review of the original member(s), unless the board specifies otherwise.

B. Associate Members

The following groups are considered to be Associate Members:

Established or emerging organizations from any country where osteopathic physicians and/or osteopaths are working towards governmental recognition and the legal establishment of the osteopathic profession and full membership in the OIA.

C. Partner Members

Partner Members are defined as organizations/institutions with goals and objectives that are consistent with those of the OIA, but who do not meet the criteria of Full or Associate Membership.

Section 5. Application for Membership

All applications for membership shall be transmitted to the office of the Secretariat, who will give them to the Committee on Membership. The Committee on Membership must review the applicants' eligibility, and make recommendations for membership to the Board. The process for reviewing membership applications and payment of dues will be defined by the Board in the OIA Policies and Procedures Manual.

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Section 6. Membership Dues.

Membership dues will be established by the Board. The Board shall have the authority to adjust dues for any type of membership upon request of a Member Organization.

Section 7. Term and Renewal.

The membership year is January 1 through December 31. In order to be a member in good standing, dues must be received by March 1 for the current membership year. A Member Organization whose dues remain unpaid by June 1 shall lose all rights and privileges until dues are paid in full with any penalty as set by the Board and as stipulated in the Policy and Procedures Manual.

Section 8. Termination of Membership

A Member Organization may be expelled from membership upon an affirmative vote of two-thirds (2/3) of the full Board of Directors for the non-payment of dues or where it was shown that the Member Organization engaged in unlawful activities or other activities which violate the policies of the OIA or undermine the osteopathic profession. The Board shall inform the Member Organization of such a basis in writing, and afford the Member Organization an opportunity to explain the alleged failure to pay dues, unlawful activities, or other activities that have jeopardized their membership status. If after notice and consideration of the facts, the Board decides to expel the Member Organization, the Board may do so and its decision shall become effective immediately. Specifics and timelines are delineated in the Policy and Procedures Manual.

Section 9. Termination of a Delegate

A Delegate may be expelled upon an affirmative vote of two-thirds (2/3) of the Board where it was shown that a Delegate engaged in unlawful activities or other activities which violate the policies of the OIA or undermine the osteopathic profession. The Board shall inform the Delegate of such a basis in writing, and afford them an opportunity to explain the unlawful activities, or other activities that have jeopardized their status. If after notice and consideration of the facts, the Board decides to expel the Delegate, the Board may do so immediately.

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Section 10. Ethical Standards.

Member Organizations of the OIA have an obligation to maintain high standards and to continuously advance the integrity of the osteopathic profession. A Member Organization should maintain membership in and actively support the OIA and abide by its bylaws and policies. OIA Member Organizations respect diversity of people, cultures, and general opinions and will strive to make membership reflect this commitment. Any specific policies impacting the ethical behavior of Member Organizations or their Delegates may be defined in the OIA Policies and Procedures Manual.

Article IV

Meetings of Membership and Quorum

Section 1. Meetings of Membership and Notice

A. Annual General Meeting.

An Annual General Meeting (AGM) of the OIA shall be held for the purpose of conducting the organization's business activities of the profession, electing officers, and transacting other business as may be necessary. Written notice stating the place, day and hour of the AGM shall be sent via mail, e-mail, or fax to each Member Organization. Failure to hold an AGM shall not cause a forfeiture or dissolution of the OIA nor affect the validity of corporate action. If an AGM has not been held any time after six (6) months after the end of the OIA's fiscal year or before eighteen (18) months from the last AGM, then any Full Member Organization may first request a notice of meeting in writing to the Chair. If the notice is not delivered within 60 days of such a request, a Full Member Organization may apply to the Circuit Court of Cook County, Illinois, USA, for an order directing that the meeting be held and fixing the time and place of the meeting. The court may issue such additional orders as may be necessary or appropriate for the holding of the meeting.

B. Special Meetings of Membership

The Chairman of the Board or two-thirds (2/3) of the Full Members may call special meetings of the members. Written notice stating the place, day, hour of the meeting, and, the purpose or purposes for

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which the meeting is called, shall be sent via mail, e-mail, or fax to each Member Organization not fewer than five (5) or not more than sixty (60) days before the day of the meeting. If a meeting is called to remove one or more board members, or to consider merger, consolidation, or dissolution, notice must be delivered no fewer than twenty (20) days before the meeting.

C. Waiver of Notice

Whenever any notice is required to be given under these bylaws, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice.

Section 2. Setting a Date of Record for Voting.

For the purpose of determining Members entitled to vote at any meeting outside of what is stipulated or in order to make a determination of Members for any other proper purpose, the Board may set a date of record for the AGM.

Section 3. Participating in Meetings and Voting by Electronic Or Other Means.

Full Members may cast their ballot through the use of a conference telephone or other interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication (via mail, email or fax), by means of which all Member Organizations participating in the meeting can communicate with each other assuming it is determined to be financially viable by the Board.

Section 4. Proxy Voting

Full Members may vote in person or by proxy executed in writing by the Member Organization or by that Member's duly authorized attorney-in-fact seven (7) days before the meeting. A proxy shall be valid for no more than eleven (11) months from the date of its execution.

Section 5. Quorum

The presence of fifty-one percent (51%) of the Full Members at a meeting constitutes a quorum. Electronic communications and proxy votes are acceptable and will be included within the quorum counts. If a quorum is present, the affirmative vote of a majority of the votes present and voted shall be the act of the Member Organizations. If no quorum exists, the Delegates can conduct business and have

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the recommended decisions be ratified electronically by a quorum of the Full Members, if they so choose, at a later date.

Article V

Board of Directors

Section 1. General Powers.

The affairs of OIA shall be managed by the Board of Directors (hereinafter referred to as a “Board”). The Board shall have the power to:

- A. Represent the general membership in carrying out the goals of the OIA.
- B. Maintain oversight of all financial decisions including but not limited to the approval of an annual budget, selecting an auditor and receiving an annual audit report, and making investment decisions.
- C. Establish, appoint, and maintain committees, task forces, and identify advisors as needed to achieve the goals of the OIA.
- D. When appropriate and OIA is financially able, hire a Chief Executive Officer (CEO) to manage the day-to-day activities of the OIA, and until such date as the OIA is financially independent the AOA shall act as the Interim Secretariat to achieve the goals of the OIA.
- E. Receive and hold by purchase, gift, device, bequest, or grant, real or personal property for purposes connected with the OIA or for the benefit of the OIA.
- F. Sell, mortgage, lease or otherwise use and dispose of the property of the OIA in such manner as the Board shall deem appropriate.

Section 2. Board Transition

The maximum number of Directors shall be ten (10), as established by resolution. Appointment of new Directors will take place at the Annual General Meeting of the OIA, where they will be elected by the Full Members.

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Section 3. Number, Term, and Qualifications.

The maximum number of Directors on the Board shall be ten (10), as established by resolution.

Two (2) seats on the Board shall be designated for the nominees of the osteopathic physician or osteopath organisation with the greatest number of members, and one (1) seat on the Board shall be designated for the nominee of the organisation with the greatest number of members from the other stream of the profession and one (1) seat shall be designated for the Immediate Past Chair.

Six (6) further seats on the Board will be filled by election at the AGM.

No less than six (6) members of the Board shall hold a qualification that makes them eligible to practice as an osteopath or osteopathic physician.

Terms of office for all Directors are three (3) years. All Directors are eligible for re-election or re-appointment to the Board but cannot serve more than two (2) terms in succession. The positions of Chair, Chair-Elect and Immediate Past Chair will not be subject to the terms of office and will not be subject to re-election until such time that they have completed their time in post.

Each Director shall continue to hold office until his or her successor has been elected or appointed.

Section 4. Elections and Nominations.

The Chair shall receive nominations for positions on the Board at least one hundred twenty (120) days before the Annual General Meeting. The Chair shall appoint a Nominating Committee consisting of no less than three (3) individuals, at least two (2) of whom shall be current members of the Board. The Nominating Committee shall submit one (1) or more nominees for each of the offices and positions to be filled by election at the AGM. The Nominating Committee shall mail, email, or fax its list of candidates to all Member Organizations no fewer than sixty (60) days prior to the AGM. Nominations can also be proposed by Member Organizations up to thirty (30) days prior to the AGM. If two (2) or more nominations are received and no nominee receives an absolute majority during the first round of voting, subsequent rounds of voting will be held until one nominee obtains an absolute majority.

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Section 5. Regular Meetings.

Meetings of the Board shall be held at least once per year. The regular annual Board meeting shall take place at a place determined by the Board as outlined in the OIA Policies and Procedures Manual. Other regular meetings of the Board also may be held at such time and place as the Board may provide by resolution and is communicated to all Board members. Regular meetings of the Board may take place electronically in accordance with Section 8 of this Article. The Board may reserve the right to meet in executive session.

Section 6. Special Meetings.

Special meetings of the Board may be called by the Chair or by two-thirds (2/3) vote of the Board.

Section 7. Notice.

Notice of any special meeting of the Board shall be given by notice delivered to each Director by courier, mail or by means of electronic communication. "Electronic communication," as used in these bylaws, shall include facsimile, electronic mail or any other method of telecommunication through which written notices and other information can be transmitted or otherwise delivered.

Section 8. Quorum.

A two-thirds (2/3) majority of the Board who are present at a meeting shall constitute a quorum for the transaction of business at any meeting of the Board. The decision of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If no quorum exists, the Board members present can conduct business and have the recommended decisions ratified electronically by a quorum of the full Board.

Section 9. Voting by Electronic or Other Means.

Proxy voting is not permitted for members of the Board. Members of the Board may cast their ballot through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other assuming it is determined to be financially

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appropriate by the Board. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 10. Removal.

The Board by vote of a three-fourths (3/4) majority may remove any Board member who engaged in unlawful activities or other activities that violate the policies of the OIA or undermine the osteopathic profession. If the Board reasonably believes that a Board member should be removed, the Board shall inform the member of such a basis in writing, and afford the Board member an opportunity to defend their position. If after hearing the response of the member and exercising due diligence in investigating the matter the Board finds that the Board member should still be removed, the Board may do so and its decision shall become effective immediately.

Section 11. Vacancies.

A vacancy in any Board position because of death, resignation, removal, disqualification or otherwise, may be filled by vote of a quorum of the Board of Directors until the AGM. At that time, the vacancy will be filled by a vote of the full membership.

Article VI

Officers

Section 1. Officers

The officers of the OIA shall be the Chair, Chair-Elect, Immediate Past Chair and Treasurer and serve in all assigned capacities with voting rights. The officers shall be elected from the OIA Board of Directors by a majority vote of the Board and shall hold office until such time that they have completed their term in post. Each officer shall continue to hold office until his or her successor has been elected.

Notwithstanding the limit on service of two (2) consecutive terms, an officer shall continue to hold office until his or her successor has been elected. An officer's term of office will automatically end on expiry or termination of his or her membership of the board. Notwithstanding this provision, an officer whose membership of the board has expired shall continue to hold office until his or her successor is elected.

Officers need not be citizens or residents of the State of Illinois. The Chair must have a registered

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osteopathic qualification in his or her country. It is desirable that the Chairmanship will alternate terms between an osteopath and osteopathic physician.³

Section 2. Duties of Officers.

Duties of the officers include but are not limited to the information provided below:

- A. The Chair shall preside over and convene meetings of the Board. The Chair can sit on any committee without the right to vote, and can appoint persons to carry out specific tasks. He or she may sign any contracts, or other instruments, which the Board has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board or by statute to some other officer or agent of the OIA. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.
- B. The Chair-Elect shall perform such duties as from time to time may be assigned to him or her by the Chair or by the Board. The Chair-Elect assumes the duties of the Chair in his or her absence.
- C. The Board shall designate an Interim Secretariat to provide overall leadership for the daily operations of the OIA, until such time as a full or part-time Chief Executive Officer (CEO) can be hired and become the permanent Secretariat. The Interim Secretariat or CEO will keep attendance records, conduct any business correspondence as required; prepare, issue and maintain a list of Board members' names, addresses, e-mails, telephone numbers; maintain files of written correspondence, corporate records, and a manual of Board policies and procedures. They shall ensure all notices of meetings are given as required by these bylaws, and will perform such other duties as the Board may require. The powers and obligations of the Interim Secretariat/CEO shall be decided by the Board and outlined in the Policies & Procedures Manual. The Interim Secretariat/CEO shall be an ex-officio member of the Board, but will retain voting power.
- D. The Treasurer shall give a bond for the faithful discharge of duties with such surety as the Board shall determine. He or she shall in general perform all duties incident to the office of the

³ Amended October 2009.

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Treasurer as defined in the OIA Policies and Procedures Manual and such other duties as from time to time may be assigned to them by the Chair or the Board. The Treasurer shall also keep minutes of each Board meeting and distribute them to Board members, and is responsible for reporting the financial condition of the OIA to the Board.

Section 3. Removal.

The Board by a three-fourths (3/4) majority may remove any officer who the Board believes engaged in unlawful activities or other activities that violate the policies of the OIA or undermine the osteopathic profession. If the Board reasonably believes that an officer should be removed, the Board shall inform the officer of such a basis in writing, and afford the officer an opportunity to defend his or her position. If after hearing the response of the officer and exercising due diligence in investigating the matter the Board finds that the officer still should be removed, the Board may do so and its decision shall become effective immediately.

Section 4. Voting by Electronic or Other Means.

Officers may participate in and act at any meeting of the Board through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other assuming it is determined to be financially viable by the Board. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Article VII

Chief Executive Officer

The Board shall have the power to hire a Chief Executive Officer (CEO)/Secretariat to provide overall leadership for the daily operations of the OIA. The CEO duties include but are not limited to the information provided below, as well as any additional duties outlined in the Policy and Procedures Manual:

- A. Serve as Secretary to the Board.
- B. Provide overall leadership for daily operations of the OIA.

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- C. Keep attendance records, conduct any business correspondence as required; prepare, issue, and maintain a list of Board members' names, addresses, emails, telephone numbers; maintain files of written correspondence, corporate records, and a manual of Board policies and procedures.
- D. Send out all notices of meetings as required by the bylaws.
- E. Act as an ex-officio member of the Board with voting power.

Article VIII

Committees

Section 1. Standing Committees.

The Board has the right to create committees if necessary, as well as to appoint any and all committee members. The names of and duties of each committee shall be defined by the Board in the OIA Policy and Procedures Manual.

Section 2. Voting by Electronic or Other Means.

Committee members may participate in and act at any Committee meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other assuming it is determined to be financially appropriate by the Board. Participation in such meeting by electronic or other technology shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Article IX

Fiscal Year

The fiscal year shall be from January 1 to December 31.

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Article X

Indemnification and Insurance

Section 1. Indemnification.

Every Director, officer, staff member, and Member Organization of the OIA, past or present, shall be indemnified and held harmless by the OIA against all liabilities incurred as a result of the performance of their duties. Specifically excepted are cases where the person(s) are adjudged guilty of a criminal act, or in the instance of gross negligence or intentional misconduct in the performance of the duties of the office. This includes attorney fees reasonably incurred or imposed upon such persons in connection with any proceeding, whether civil, criminal, administrative or investigative to the fullest extent authorized by the laws of the state of Illinois. This includes instances where such person(s) may be made a party, or in which such person(s) may become involved, by reason of such persons being or having been a Director, officer, staff person, Member, or agent to the OIA. Also included are instances where such person(s) are included in a settlement, whether or not such person(s) are a Director, officer, Member Organization, or staff member at the time such expenses are incurred.

Section 2. Non-Exclusivity of Right.

The indemnification provided by Article IX Section 1, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw or agreement. This refers both to the action(s) of any such person in their official capacity, and as to actions in another capacity while holding office. This language will continue to apply to persons who have ceased to serve as a Director, officer, staff member, or Member of the OIA. Specifically excepted are cases in the instance of gross negligence or intentional misconduct in the performance of their duties.

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Section 3. Insurance.

The OIA shall purchase and maintain insurance on behalf of its agents against any liability asserted against, or incurred by such agent acting in an official OIA capacity.

Article XI

Mediation & Arbitration

Section 1. Mediation Recommended.

In any dispute relating to the activities of the OIA, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand final and binding arbitration.

Section 2. Final and Binding Arbitration.

Any controversy or claim arising out of or relating to this contract, or the breach thereof, shall be settled by arbitration administered by the **American Arbitration Association** in Chicago, Illinois, U.S.A. under its Commercial Arbitration Rules, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. Any demand for arbitration seeking enforcement of or otherwise founded upon these bylaws or regarding any disputes must be commenced within one (1) year from such action's accrual or will forever be barred. This Article shall survive if these bylaws should be adjudged void or should be altered, amended or repealed.

Article XII

Parliamentary Authority

The current revision of *Robert's Rules of Order and Robert's Parliamentary Law* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order the OIA may adopt.

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Article XIII

Amendments to the Articles of Incorporation and Bylaws

The Articles of Incorporation or Bylaws of the OIA may be amended at any AGM or special meeting. Notice setting forth the proposed amendment or a summary of the changes to be effected shall be given to each Member Organization entitled to vote at such meeting at least sixty (60) days prior to the meeting. The proposed amendment shall be adopted by receiving the affirmative vote of at least two-thirds (2/3) of those present and voting either in person, by proxy, or by electronic voting.

Article XIV

Conflicts of Interest Involving the Board of Directors

Section 1. Duty to Disclose.

No member of the Board shall vote on any matter or transaction concerning or with any individual, entity or matter with which such Director has within the twelve-month (12) period preceding the vote had any substantial ownership, employment, fiduciary contractual or creditor relationship (any such matter or transaction is hereinafter referred to as a “conflict”). Each Director shall disclose in writing all potential conflicts to the Board prior to the discussion of the underlying matter or transaction by the Board and shall draw to the attention of the Board such conflict at any subsequent meetings at which such matter or transaction is discussed.

Section 2. Procedures for Addressing a Conflict of Interest.

Procedures for addressing a conflict of interest shall be reviewed annually and updated in the OIA Policies and Procedures Manual.

Article XV

Non-Discrimination Disclaimer

No Member Organization may be denied membership on the basis of race, religion, disability, creed, color, gender, sexual preference, or national origin. The working document herein importing the masculine or feminine gender includes the other gender and imports no such discrimination.

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Article XVI

Dissolution

If it is determined that the OIA will dissolve, a two-thirds (2/3) vote of the Full Members of the OIA either in person, by proxy, or by electronic voting is required. Upon dissolution of the OIA, the Board shall, after paying or making provision for the payment of all of the liabilities of the OIA, donate all assets, both real and personal, to the **American Osteopathic Foundation**, being qualified as an exempt organization or organizations under Section 501(c)(3) of the Code, or if such organization or organizations have dissolved or are unwilling or unable to accept said assets under the conditions of Section 501(c)(3) of the Code, to another organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code, and shall use said assets exclusively for the purposes of the corporation in such manner, or as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of Cook County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.