



BYLAWS AND POLICY & PROCEDURES MANUAL OF THE OSTEOPATHIC INTERNATIONAL ALLIANCE

BYLAWS OF THE OSTEOPATHIC INTERNATIONAL ALLIANCE

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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; and which represent the majority of the professions of osteopathic physicians and/or osteopaths.

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

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applications and payment of dues will be defined by the Board in the OIA Policies and Procedures Manual.

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

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their status. If after notice and consideration of the facts, the Board decides to expel the Delegate, the Board may do so immediately.

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.

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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 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.

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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 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.

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Section 2. Board Transition

The maximum number of Directors shall be nine (9), as established by resolution of the Board. The initial Board shall be comprised of the Steering Committee and two AOA staff members, and shall serve until July 2007. After July 2007, new Directors will be elected by the Full Members.

Section 3. Number, Term, and Qualifications.

The maximum number of Directors on the Board shall be nine (9), as established by resolution of the Board.

Two (2) seats on the Board shall be allocated 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 allocated for the nominee of the organisation with the greatest number of members from the other stream of the profession. 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.

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, Vice-Chair, and Secretary-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 for a term of two (2) years from their election. Officers can be elected to a second two-year term but cannot serve more than two consecutive terms. 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

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residents of the State of Illinois. The Chair must have a registered 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 all 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 Vice-Chair shall perform such duties as from time to time may be assigned to him or her by the Chair or by the Board. The Vice-Chair 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.

³ Amended October 2009.

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- D. The Secretary-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 Secretary-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 Secretary-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) 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.

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- B. Provide overall leadership for daily operations of the OIA.
- 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. 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. 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.

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.

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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.

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.



OIA Policies and Procedures Manual

The guiding principles of the OIA are that:

- a. Osteopathy and osteopathic medicine are person-centred and evidence-informed approaches to healthcare with a shared paradigm;
- b. Osteopathic healthcare is the practice of osteopaths and osteopathic physicians;
- c. Osteopaths and osteopathic physicians co-exist and collaborate at an international, national or sub-national level to ensure the highest standards of osteopathic education and practice.

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I. Purpose and Use (Article II)

This manual is intended to be used by the OIA Board of Directors and secretariat in their daily operations and thus will be periodically updated as new policies and procedures are developed or current ones need amendment.

II. Membership (Article III)

(a) Summary from Bylaws of key provisions

There are three categories of members (Full members, Associate members, and Partners). The criteria for each category can be found in Article III, Section 4 of the Bylaws.

(b) Additional criteria - Full voting members: (Approved August 2006) (Article III, Section 4a)

1) In these countries there is either a law [or laws], prescribing full practice rights for osteopathic physicians, a law prescribing the practice of osteopathy as a specialty of medical practitioners, or specific delegation by law or official health department regulation to a single recognised national osteopathic organisation responsible for defining, maintaining and accrediting osteopathic medical standards and quality assurance.

2) In these countries there is a law, or laws, making it an offence, or a crime, to practice as an osteopath without a required qualification or practice certificate.

(c) Membership standards (Approved October 2005) (Article III, Section 4)

The goal of the OIA is to promote the development of unified organisations that will represent the entire osteopathic and/or osteopathic medical profession in each country. These practitioners will as a minimum have met the standards outlined in the “Guidelines for training and basic safety in Osteopathy” drafted by the World Health Organisation.

In the case of osteopaths, these national organisations will normally be responsible for either regulation/licensure of osteopathic practitioners, and/or they will represent those practitioners that practice osteopathy within a defined legal framework. This framework will describe the educational and practice standards that are required to use an osteopathic practice designation, and will protect the public from non-registered practitioners.

(d) Cap on % of votes per any one country delegation – Additional votes and delegates will be added based on the size of the organization defined by the number of osteopathic professionals it represents (Article III, Section 3), with no country or national delegation having any more than 33% of the available votes.

Country	Organisation	# of Members	Additional Possible Votes, due to member #'s (in increments of 2,000)	Potential Votes	Capped Votes (no org can have >33% of total votes)	Total Votes
Canada	Canadian Osteopathic Association	15	0	2	2	2
Germany	DGOM & DAAO	750	0	2	2	2
United Kingdom	General Osteopathic Council	3,627	1	2+1=3	3	3
United States	American Osteopathic Association	34,659	17	17+2=19	4	4

(e) Additional application process guidelines (Article III, Section 5)

“The process for reviewing applications...will be defined by the Board in the OIA Policies and Procedures manual.”

Organisations interested in applying for membership in the OIA should be encouraged to review the criteria for Full, Associate and Partner members to choose the category they feel best applies to their organisation. Applications for membership should include the following: (1) Membership Application Form, (2) a letter on the organisation’s letterhead requesting membership, (3) an organisational and staff profile (including membership numbers, distribution, type of training, degree offered, number of staff, etc...), (4) mission, goals and bylaws (in English if possible), (5) Legal authority (federal, state, or provincial laws) by which the organisation is registered/accredited, and (6) Annual report (if applicable).

The Secretariat will collate application materials and check for completeness. An application that is incomplete in some details may still be considered if there is sufficient information available to the OIA Membership Committee to make an informed decision and a rationale is clearly stated for acting without all of the required documentation. The OIA’s Membership Committee will review all applications and make a recommendation to the OIA Board.

Existing voting Board [members] will make the final decision after considering the implications to the overall credibility of the organisation.

The Membership Committee will endeavour to provide a written decision to the applicant within 90 days. If declined an applicant organisation may ask for reconsideration by directing a letter to the Membership Committee providing a detailed response, including any new information, to concerns that may have been raised by the Board’s decision.

Although the current policies encourage a timely decision on a membership application, if a country situation is unclear or particularly complex, an extended period should be taken if needed to gain additional clarifying information. It is important to the credibility of the OIA, that while striving for inclusiveness, decisions not be made in haste. (Added 2007)

Independent research will be undertaken if needed or legal advice obtained, if a situation in a country is not clear enough to make an educated decision. The process will be transparent – the applicant will be regularly informed of the process, steps that will be taken and status. The OIA will strive to be even-handed with the same standards of coexistence for members as for potential members. (Added 2008)

The OIA will consider: if the organisation is accountable to its national government for upholding national osteopathic standards (for full members), operate within acceptable ethical standards, and implications to the overall credibility of the OIA.

As has been the informal policy from the OIA's inception, it will be the stated policy of the OIA to leave internal decisions regarding the state of osteopathic medicine within countries, to the parties themselves. In considering membership applications, the OIA will endeavour to evaluate the state of osteopathic medicine within the country vis a vis OIA quality guidelines, but will not take a position to influence national discussions. (Added 2007)

The OIA will look at the following criteria: (Added 2008)

- Does the applicant represent a current majority of osteopathic practitioners?
- Is the applicant modelling a collaborative process → groups talking to each other and working towards a “national voice”?
- Is the applicant taking steps to protect the public from non-registered practitioners whose standards cannot be objectively verified.
- Is the applicant aware of core competencies and educational standards and acting in good faith (although country may not ‘be there’ yet)?
- It is acceptable to challenge the law, but not disregard it. The applicant must acknowledge/live with the existing law while it may be challenging it. Government decisions are final.

If membership is granted, the OIA may periodically review membership to see what progress is being made. Steps that may help to demonstrate progress towards governmental ‘recognition’ and being a ‘quality organisation’ include adoption of:

- Educational standards (WHO guidelines as a minimum; FORE example)
- Core competencies / standards of practice (U.S. and NZ examples)
- Code of ethics

(f) Length of charter member period (for all member categories) – the period of joining the OIA, in which to be considered a charter member, is from July 2005 through the 2007 Annual General Meeting (AGM).

(g) Membership Dues establishment – how, when, etc. (Article III, Section 6) – should include 12-18 months notice of increase (October 2005)

Membership dues will be established by the Board (bylaws language) with ratification by 2/3's of the full voting membership at the AGM. Dues increases will go into effect at the next date due for

payments after the AGM, but with a minimum of sixty (60) days notification. They shall be payable in U.S. dollars and due by March 1 for the current membership year (January 1 through December 31).

- (h) Policy for adjustment of dues in hardship cases (Article III, Section 6) The Board shall have the authority to adjust dues for any type of membership upon request of a member organisation (Bylaws language)

Dues payments can be adjusted in hardship cases by 2/3's vote of the Board of Directors, to be determined on an as needed, case-by-case, basis. The member organisation applying for a dues payment extension or suspension must submit its rationale for requesting this action in writing thirty (30) days prior to the Board meeting at which it is to be considered. The OIA secretariat will notify said member organisation of the specific due date for this information upon notification of its interest in applying for a dues adjustment.

- (i) Penalty for late payment of dues (Article III, Section 7)

To be set by the Board (bylaws language) **To be determined in 2010**

- (j) Dues payment for Board elections – Member organizations must have their dues paid in full ninety (90) days prior to the AGM, if their candidate is to be considered for nomination.
- (k) Membership review – All memberships will be reviewed every five years to ensure consistency with membership requirements and standards.
- (l) Process for termination (Article III, Section 8)

The Board of Directors may put a member organisation on probation for one of the following violations:

1. An overdue payment in annual dues past ninety (90) days.
2. Engagement in unlawful activities or other activities which violate the policies of the OIA or otherwise undermine the osteopathic profession. Activities that undermined the osteopathic profession are those that are either incompatible with the best interests of the public or of members of the osteopathic community; or threaten to harm the standing or reputation of the osteopathic community.
3. Other violations of published OIA membership guidelines and requirements of membership.

The Board shall inform the member organisation of such a basis in writing, and afford the member organisation an opportunity to explain the alleged failure. A written notice of the violation(s) and conditions to be met to eliminate the probation must be sent to the representative on record (president, executive director, etc...) with the OIA secretariat within thirty (30) days of the violation occurring or coming to the notice of the OIA Board.

The organisation will be given sixty (60) days to respond to such allegations. If after notice and consideration of the facts, and the violation(s) have not been corrected within the sixty (60) days

probation period, the Board may decide to expel the member organisation by a 2/3's majority and its decision shall become effective immediately. If, at any point in this process prior to membership suspension or termination, the organisation complies with the requirement(s), or satisfactorily explains alleged behaviour, then it shall be returned to a member in good standing and shall be so notified of such.

(m) Ethical Standards (Article III, Section 10)

A member organisation 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 options and will strive to make membership reflect this commitment. Any specific policies impacting the ethical behaviour of member organisation or their delegates may be defined in the OIA Policies and Procedures.

Any perceived conflicts between OIA policies and member organisation's policies will come before the OIA Board once said conflict has been identified by either the member organisation or the OIA leadership or staff. The OIA President will request the representative of record of the member organisation, in writing, to provide additional information about the member organisation's policy that appears to be in conflict with those of the OIA. The member organisation will have 90 days to respond to this request. After reviewing this respond, if the Board feels the conflict can be resolved by further discussion, the representative of the member organisation will be asked to participate in this discussion under Article XI, Section 1 of the Bylaws – Mediation. If the Board feels that the conflict is severe enough, they shall initiate the process for termination under Article III, Section 8.

III. Board of Directors

(a) Summary from Bylaws of key provisions (Article V, Section 3)

The OIA shall be managed by a Board of Directors who shall represent the general membership in carrying out the goals of the OIA. More specific powers and responsibilities can be found in the Bylaws in Article V, Section I. The maximum number of directors shall be nine and will be elected by the full members starting in July 2007 (see Rotation Section that follows).

The one (1) to three (3) lay members that may be elected to the Board shall have term limits that mirror those of osteopathic directors, namely three (3) year terms with a limit of two (2) consecutive terms, that will be held until a successor has been elected.

The term lay member shall apply to a person who is not qualified or eligible to practise as an osteopath or osteopathic physician within their home country. A lay member need not be affiliated to an OIA member organisation.

(b) Election campaigning (Article V, Sections 3, 4)

While campaigning for a seat on the Board of Directors, each candidate shall be given the right to produce a one-page, one-sided flyer to pass out to attendees and five minutes to speak at the AGM. No other form of campaigning is permitted.

(c) Qualification guidelines (Article V, Sections 3, 4)

While every potential Board candidate should display loyalty to the OIA and the international osteopathic community, high integrity, and professional conduct, specific criteria to be assessed include:

1. Enthusiasm and willingness to work and provide leadership for the OIA.
2. Expertise in the osteopathic profession.
3. Knowledge and support of OIA programs
4. Ability to help build consensus and be a team player.
5. Experience working productively with the OIA staff.
6. Understanding of commitment required –
 - (a) Understanding of time commitments and support of employer, family, etc...of the necessary time commitments.
 - (b) Any perceived or potential conflict of interest identified and plans made to resolve if necessary.
7. Expertise in the following areas would be helpful to add value to the OIA Board:
 - (a) International, multinational or global experience
 - (b) Membership or knowledge of similar organizations
 - (c) Experience with strategic planning
 - (d) Experience in the osteopathic academic community

(d) Responsibilities of members of the Board (Article V, Section 1)

1. To ensure that the OIA is run in accordance with its Bylaws and Policy and Procedures and any relevant laws.
2. To be responsible for the vision, mission and management of the OIA.
3. To act reasonably and prudently in all matters relating to the work of the Board.
4. To safeguard and protect the assets of the OIA
5. To act collectively and take responsibility for the decisions of the Board.
6. To act in the best interests of the OIA and not let personal or professional interests or views override this.
7. To avoid any conflict between their own interests and those of the OIA.
8. To preserve the confidentiality of Board documents and any matters discussed within the Board.

(e) Conduct – codes of conduct, conflict of interest (Article XIV, Section 1) and policy for addressing conflicts

Members must understand and comply with all applicable laws, rules and regulations of any national government, regulatory organization, licensing agency, or professional association governing their professional activities. Board members must not knowingly participate or assist in and must dissociate from any violation of such laws, rules or regulations

OIA directors should display loyalty to the OIA and speak with one voice when representing the OIA. If a director is aware of a potential conflict of interest, he/she should bring it to the attention of the Board president when he/she is being considered as a potential Board member, and/or as soon as the potential conflict arises during his/her Board tenure.

Annually all members will sign a full disclosure and conflict of interest statement.

Following disclosure of any conflict, a director shall be entitled to take part in the discussions of the Board concerning such transaction or arrangement and shall be considered in determining whether a quorum is present, but shall not be entitled to vote on the applicable matter or transaction, with which such Director has within the 12 month period proceeding the vote had any substantial ownership, employment, fiduciary contractual or creditor relationship. If the Board reasonably believes that a Board member has failed to disclose actual or possible conflicts of interest, the Board shall inform the Board member of such a basis in writing, and afford the member an opportunity to explain the alleged failure to disclose. If after hearing the response of the member, and exercising due diligence in investigating the matter, the Board finds that there was a failure to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary action.

Definitions. For purposes of this policy, the following Definitions apply:

1. Conflict of Interest. A Conflict of Interest is a situation in which the personal and/or financial interests of an individual Board member, officer or employee are in conflict with the interests of the OIA. Conflicts of interest create the possibility that an individual's decision to enter into a transaction or business arrangement may be unduly influenced by personal interests rather than based on the best interests of the OIA.
2. Interested Party. An Interested Party is any OIA director, officer, a committee member, and/or employee who has a direct or indirect financial or personal interest and an ability to influence a transaction or business arrangement at issue in the Conflict of Interest.
3. Financial Interest. A person has a Financial Interest if he or she has any of the following relationships (directly or indirectly) arising out of a business or investment: (a) ownership or material investment (10 percent or greater ownership interest) interest in any entity with which the OIA has an actual or proposed business transaction or arrangement; (b) a compensation¹ arrangement with any entity or individual with which the OIA has a business transaction or arrangement; or (c). a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the OIA is negotiating a business transaction or arrangement.
4. Personal Interest. A person has a Personal Interest if that individual's relative or friend has a Financial Interest in an entity with which the OIA has a business transaction or arrangement. The extent to which a familial or friendship relationship influences an Interested Party will vary depending on particular circumstances. Rather than defining the degree of familial relationship or friendship necessary to create a Personal Interest, the OIA encourages full disclosure of such relationships in the interests of transparency so that the extent to which a Conflict of Interest exists because of a Personal Interest can be properly evaluated.
5. Organisational Interest. A person has an Organisational Interest if that individual belongs to an Organisation or has a Financial Interest in an entity with which the OIA has a business transaction or arrangement. The extent to which an Organisational relationship influences an Interested Party will vary depending on particular circumstances. Rather than defining

¹ Compensation arrangements include situations involving direct or indirect remuneration or gifts or other favours the value of which is in excess of \$250.

the degree of Organisational relationship necessary to create a Personal Interest, the OIA encourages full disclosure of such relationships in the interests of transparency so that the extent to which a Conflict of Interest exists because of an Organisational Interest can be properly evaluated.

Procedures. The OIA shall use the following procedures in managing Conflicts of Interest that may arise.

1. Disclosure: When evaluating potential business transactions or arrangements where and there is an actual or potential Conflict of Interest because of the Interested Party's Financial Interest, Personal Interest and/or Organisational Interest; the Interested Party must disclose the existence and nature of the Financial Interest, Personal Interest and/or Organisational Interest to the directors, officers and/or committee members or that are considering the proposed transaction or arrangement.
2. Evaluation of the Conflict of Interest. After an Interested Party discloses the existence of an actual or potential Conflict of Interest, the directors, officers and/or committee members that are considering the proposed transaction or arrangement shall meet without the potentially conflicted individual present and determine by majority vote if a Conflict of Interest exists.
3. Procedures for Addressing the Conflict of Interest. If it is determined that a Conflict of Interest exists, the following steps shall be taken in evaluating the proposed transaction or business arrangement:
 - a. A disinterested person or committee shall investigate the proposed transaction and alternative arrangements to determine: (i) whether the proposed transaction represents fair market value and the terms of the arrangement are fair and reasonable; and (ii) whether the OIA can obtain with reasonable effort a more favourable transaction or arrangement that does not involve a conflict of interest.
 - b. The Interested Party cannot participate in the decision to proceed with a transaction or business arrangement, but may make a presentation to the person(s) or committee(s) with authority to make the decision, provided that the Interested Party leaves the meeting after the presentation and the proposed transaction or business arrangement is discussed and decided upon without the Interested Party present.
 - c. If the proposed transaction represents fair value and if a more favourable transaction or arrangement under circumstances not producing a conflict of interest is not reasonably possible, then the non-conflicted directors, officers, committee members or staff may determine that the transaction or arrangement is in the OIA's best interest and authorize the OIA to proceed with the transaction or arrangement.
 - d. If the OIA elects to proceed with a transaction or business arrangement after consideration of a conflict of interest, then appropriate records shall be kept to document: (i) the name of the Interested Party or other persons who disclosed or otherwise were found to have a Conflict of Interest, (ii) the nature of the Interested Party's Financial Interest or Personal Interest, (iii) the action taken to determine

whether a Conflict of Interest was present and the decision as to whether a Conflict of Interest in fact existed, (v) the transaction's fair value and/or alternatives to the proposed transaction or arrangement, and (vi) the names of the persons who were involved in the decision to proceed with the transaction, the persons present for discussion and the vote taken.

4. Violations of the Conflicts of Interest Policy.
 - a. If the OIA has reasonable cause to believe an Interested Party has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to comply with the Conflict of Interest Procedure.
 - b. If, after hearing the Interested Party's response and completing any further investigation deemed appropriate, the OIA shall take appropriate disciplinary and corrective action.

Compensation Issues. Compensation Issues present a unique conflict of interest concern. Members of the Board of Directors who receive compensation other than and/or in addition to the per diem paid to all Board members are precluded from voting on matters pertaining to their compensation.

Annual Statements. On an annual basis, each director, officer, committee member and staff person shall receive a copy of this Conflicts of Interest Policy Statement and complete a disclosure statement of significant Financial Interests and Personal Interests.

Raising potential conflicts of interest vis a vis membership applications: The OIA's Conflict of Interest Policy reads, in part: "A Conflict of Interest is a situation in which the *personal, organizational* and/or financial interests of an individual Board member, officer or employee are in conflict with the interests of the OIA." Additionally, "An Interested Party is an OIA director, officer, a committee member, and/or employee who has a direct or indirect financial, organizational or *personal* interest and an ability to influence a transaction or business arrangement at issue in the Conflict of Interest." To that end, and to maintain the credibility of the OIA, any Board Director or Membership committee member who has a potential Conflict of Interest in a pending membership application, should share any "actual or potential conflict of interests" that they are aware of to [colleague] directors, officers and/or committee member that are considering the membership application. Following the Conflict of Interest Policy, it is then up to the directors, officers and/or committee members, meeting without the potentially conflicted individual present, to determine how to proceed (see Conflict of Interest Policy for details on further steps). [Italics added to emphasize that the issue does not have to be a financial issue]. To maintain the credibility of a still young organization, directors should endeavour to 'err on the side of caution' in raising potential areas of conflict.

Recognizing the dual nature of OIA directors: It should be acknowledged that many OIA directors represent both their national organization, as well as the OIA. When the director feels that this dual representation may cause a conflict of interest, they should raise this to fellow directors as per the Conflict of Interest policies noted above. It is then up the full Board to decide how to proceed with the given issue. As noted above, to maintain the credibility of a still young

organization, directors should endeavour to ‘err on the side of caution’ in raising potential areas of conflict.

(f) Orientation (Article V)

Prospective Board members should receive information about the workings of the board, expectations for individual board members, and background information on the OIA, in order to make an informed decision on their Board membership.

All new Board members shall receive an orientation to the Board in a timely manner. New Board members should receive at a minimum: a copy of the By-laws, Policies and Procedures Manual, strategic plan, description of programs and services, Board members listing and bios, background on the OIA’s member organizations, staff listing, list of committees, copies of minutes for the previous year, calendar for the coming year, and the current budget.

Time should be allocated either at the first meeting the new member attends and/or individually by the OIA’s Board chair and executive director to welcome the new Board member and answer any questions he/she may have. The OIA Board will nominate a mentor for each new Director for the first six months of their tenure, and committee chairs mentor their committee members, as requested. If requested by new member organisations the Board will also endeavour to identify another organisation to provide institutional mentorship (approved November 2008).

(g) Meetings (Article V, Sections 5, 8)

There shall be a minimum of two (2) in person Board meetings a year unless otherwise determined to not be possible by 2/3’s vote of the Board. (Note: Bylaws say only one in person meeting is required – this is to encourage a second if possible.) One of these meetings will coincide with the Annual General Meeting.

The meeting sites of Board meetings (besides those held in connection with the AGM) will be chosen to minimize expenses, and if possible will be in coordination with other meetings Board members will be attending.

Members are expected to attend meetings unless an important scheduling conflict prevents this. If a Board member misses more than two meetings (either in-person or conference calls) in a row, their commitment will be reviewed by the Board chair and executive director, in consultation with the absent Board member. Continued absences may result in termination.

Agenda materials and all supporting documentation received by a pre-determined cut-off date will be distributed by the OIA staff to all members of the Board as soon as feasible.

A two-thirds (2/3) majority of the Board constitutes a quorum; if there are one (1) or more vacant seats on the Board, the quorum will be from the non-vacated seats.

(h) Decision-making (Article V, Section 5)

The Board will strive for consensus of opinion in its decision-making, seeking out varied experiences and perspectives. If consensus is not reached after a reasonable period of deliberation, to be

determined by the chair, then the votes of a minimum of a 2/3's majority of members present for a quorum will make the final decision.

(i) Meeting minutes (Article V, Section 5)

The OIA's Secretary-Treasurer, working with the OIA staff, shall be responsible for the preparation of written minutes for each Board meeting. The minutes will contain those in attendance (and excused) and actions taken. (See attached example). At the discretion of the Secretary-Treasurer, the minutes may also contain reports or other documents considered at the meeting.

The Board will receive draft minutes in advance of the next scheduled meeting. Corrections or revisions must be submitted in writing to the OIA staff 3-4 days prior to the next scheduled meeting, and approved by 2/3's of the Board. Once approved, all actions will be considered final.

(j) Travel expenses (Article V, Section 5)

Board expense reimbursement policies (approved September and October 2005)

Travel falling outside of the following guidelines will be subject to further review by OIA staff (and Secretary-Treasurer where necessary) and will require an explanatory statement as to the reason the traveller was unable to meet these guidelines.

Board members will be reimbursed for reasonable travel costs associated with attending Board meetings. As trustees of the organisation and its finances, it is the responsibility of Board members to control expenses wherever possible. Air flights should be booked in as much advance as possible in order to obtain discount fares. First class and business class airfare will not be reimbursed.

If a Board member is attending a meeting of another organisation in tandem with their attendance at the OIA Board meeting, the OIA will pay for 1/2 of their airfare (with the expectation that the other organisation will also cover 1/2).

Any changes in itinerary that will incur an additional cost once tickets have been purchased, need to be approved by the CEO in advance of the change being made.

If a meeting is cancelled, the OIA will reimburse "non-cancellation" rate tickets made to take advantage of the reduced airfare.

Reimbursement will be made for actual, reasonable expenses related to meeting attendance. These include expenses for flight, local transport, room, meals and tips. All receipts for expenses over U.S. \$30 must be submitted.

Reimbursement requests must be submitted to the designated OIA staff member within 30 days of the completion of the travel. Late requests must include a note of explanation and will be paid only upon approval by the OIA's Secretary-Treasurer.

Airfare: Airfare will be reimbursed based on standard economy (coach) class fares. Airfare must be booked at least 14 days prior to the date of departure to be eligible for reimbursement. Airfare booked fewer than 14 days prior to departure will not be reimbursed without approval.

Hotel: The OIA will reimburse for standard hotel room rates, plus applicable taxes. The OIA will pay for the night prior to the meeting and the night of the meeting if there is not reasonable time to depart the meeting city.

Meals: Meal expenses should be reasonable. Reimbursement is limited to U.S. \$60.00 per day.

Ground Transportation: Personal auto usage will be reimbursed at U.S. \$0.50 per mile. Should you prefer to drive rather than fly, the total cost of mileage reimbursement is not to exceed the least expensive economy (coach) class or discounted airfare available. Tolls and parking will be reimbursed. The least expensive means of travelling to and from airports, i.e., airport shuttle bus, hotel courtesy car, or group limousine service should be used.

IV. Committees (Article VIII, Section 1)

(a) Summary from Bylaws of key provisions

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

(b) Listing of committees – standing and ad hoc and duties (Article VIII, Section 1)

Committees updated January 2009

1. Governance-Finance Committee

Composition: Board Chair, Vice-chair, Secretary-Treasurer, and 1 At-Large Board Member

Mission: Oversee administrative and financial decisions of the Alliance and ensure their implementation.

Incorporates: Governance and Finance Committees

2. Internal Affairs Committee

Composition:

Mission: To identify and secure resources for the OIA's programmes and operations, oversee research and maintenance of the OIA Clearinghouse Web site, and coordinate the process of electing new members to the Board of Directors.

Incorporates: Clearinghouse, Development and Nomination Committees

3. External Affairs Committee

Composition:

Mission: To serve as a neutral environment in which osteopathic educators can meet, identify potential partners and collaborative projects, identify and communicate research-related news and information, and assist in creating opportunities for international collaboration in osteopathic research.

Incorporates: Education, Research and Outreach Committees

4. Membership Committee

Composition:

Mission: Identify potential members and oversee application and approval process. Recommend membership category revision(s) and new member nominations to Board as needed.

Encompasses: N/A

5. Yearly Program Task Force

Composition: Yearly liaison director, appointed by Board

Mission: Work with local programme director(s) to create the annual meeting programme that is educational and membership driven.

Incorporates: Programme Committee

*Note: The Board Chair is an ex-officio member of all committees.

(c) How to create and dissolve (Article VIII, Section 1)

Committees can be created and dissolved by 2/3's vote of the Board of Directors. Each committee will have a Board member chair. The committee chair will select a diverse membership, subject to final approval by 2/3's of the Board.

(d) Ad hoc committees (Article VIII, Section 1)

The Board has the right to create ad hoc committees.

(e) Operational guidelines (Article VIII, Section 1)

To be added as needed

V. Financial policies (Article IX)

(a) Handling of accounts - The AOA will serve as the fiscal agent for the OIA until further notice in areas where this service is needed. The OIA will, however, have its own independent banking accounts and records.

(b) Investment policies – To be developed by the Finance Committee when sufficient funds to invest exist.

(c) Accountability – audit – The Secretariat shall annually submit to the members of the organization in the form of financial statements reflecting income and expenditures for the year under review. Additionally the Secretariat shall ensure that an annual independent audit of the financial accounts and records is performed by an independent account. This is currently done under the auspices of the AOA (as noted in section (a) above).

(d) External sponsorship – All outside revenue that is solicited and accepted will be subject to standards consistent with upholding the credibility and integrity of the profession. The Board may develop more detailed guidelines. **(To be drafted by Development Committee?)**

VI. Secretariat

(a) Summary from Bylaws (Article VII)

The Board shall have the power to hire a Chief Executive Officer (CEO) to provide overall leadership for the daily operations of the OIA. The CEO will:

- Serve as the Secretary to the Board
- Provide overall leadership for daily operations of the OIA
- Maintain files and corporate records
- Send out all notices of meeting as required by the Bylaws
- Act as an ex-officio member of the Board with voting power.

Other duties as to be added in this manual as the Board deems appropriate.

- (b) Support services of the OIA shall be undertaken by the AOA until such time as a change may be deemed by the Board to be necessary. Expenses incurred in this capacity shall be reimbursed (or acknowledged that they are being paid in kind by the AOA or other organisation).
- (c) Staffing and office payment to AOA-US (approved November 2008)
The OIA Board will develop secretariat guidelines to negotiate with the American Osteopathic Association a payment schedule to begin to meet the cost for staffing and office space provided by the AOA.

VII. General operations (Article IV, Section 1a)

- (a) Annual General Meeting (AGM) venues – approved September 2005/updated November 2008 & June 2009

Conference sites will be chosen 3-4 years in advance by a competitive selection process. Proposals will be solicited from interested cities (see sample questionnaire) and reviewed by the conference committee, with a final decision made by the Board. The conference will be rotated to different geographic areas where the OIA has members or is targeting members.

A criteria for selecting sites will include (but not be limited to): the cost of hotels and meeting space, ease of operating in the country (including access to visas for attendees, economic stability, local security, transportation, etc...), responsibilities to be undertaken by the local host, and anticipated attendance by local or regional members.

The OIA has developed conference guidelines to assist local host organisations in preparing for Educational Forums and AGMs. They are as follows:

OIA Annual Educational Conference/ AGM - Planning

General

Holding the annual educational programme and AGM in coordination with the conference of a local national member group can help to increase the number of attendees, to the benefit of both groups.

A venue and local host, if there is to be one, should be selected 2-3 years in advance if possible. Roles for each partner – the OIA and the local host – should be outlined in detail, especially as they

may vary from the general practice that the OIA has established based on past OIA experience (see below).

Financial Parameters

The OIA Board should strive to have a proposal from a host group a minimum 9-12 months before the meeting describing the proposed venue and outlining costs. Based on the proposal, the Board can make a decision about the financial implications of the venue and decide if it should proceed and if so what steps may need to be taken to protect its financial position vis a vis potential liabilities.

Organizational Tasks and Responsibilities

As noted above, when there is a host group, who will have responsibilities for different aspects of organizing the conference should be clearly specified. In most cases the lead actors will be the OIA staff, and the host country group. In some cases, some tasks may be delegated to a Board committee or individual Board members. In these cases, this should also be clearly spelled out.

Some sample tasks and responsibilities:

<u>Task</u>	<u>Lead Group</u>
Venue bookings	Host group
Identifying alternate hotels for participants	Host group
Liaison with venue	Host group
Meeting room, equipment and food needs	OIA staff w/host group
Program	Programme Cmte (Board & host group members)
Inviting speakers	Programme Cmte w/official follow up by OIA staff
Event promotion	OIA staff and host group
Registration	To be determined
Delegate registration and credentialing	OIA staff
Programme booklet	OIA staff w/host group
Name tags	OIA staff
Evaluation/comments after conference	OIA staff w/host group

(b) Pricing of AGM (To be added)

(c) Speakers expenses (Drafted April 2006 by Programme Committee) (Article IV, Section 1a)

All speakers will be provided a complimentary registration for the conference, but will be expected to cover their own travel expenses. If their organization is not able to sponsor their travel expenses, a small amount of subsidized travel will be available. This information will be communicated to speakers in their initial invitation letter, with a request that they let the OIA staff know when they accept the speaking invitation, or as soon as possible thereafter, if they will need to have their travel be subsidized by the OIA in order to attend the conference. The programme committee will review these requests and allocate the budgeted funding.

(d) Seating – voting, non-voting (Article IV, Section 1a)

Only active, voting member delegates may be seated in the delegates' reserved area. All other members will be admitted to the general seating area.

VIII. Other Policies

(a) Standards Policy (approved October 2005) (Article II)

The OIA will continue in its clearinghouse function to gather, maintain, and share national standards for the osteopathic profession worldwide. While the OIA strongly encourages the development of credible osteopathic standards, it is not the role of the OIA, at this time, to create, evaluate, or advance a particular standard for the osteopathic profession.

(b) Use of OIA logo/name by member organizations

The Board shall approve any use of the name and logo prior to such use.

16 January 2007
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Updated: 06 October 2009
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Updated: 7 January 2014