

**Article III: Membership****Section 4. Member Classifications****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.

**Article V: Board of Directors****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.

**Article V: Board of Directors****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.

**Article V: Board of Directors****Section 3. Number, Term, and Qualifications.****Paragraphs 3 & 4**

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.



<b>Article VI: Officers</b>
<b>Section 1. Officers</b>
<p>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 osteopathic qualification in his or her country. It is desirable that the Chairmanship will alternate terms between an osteopath and osteopathic physician.</p>

<b>Article VI: Officers</b>
<b>Section 2. Duties of Officers.</b>
<p>Duties of the officers include but are not limited to the information provided below:</p> <p>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.</p> <p>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.</p> <p>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 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.</p>



**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:

**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.