



**BYLAWS OF  
THE MISSOURI ASSOCIATION OF OSTEOPATHIC  
PHYSICIANS AND SURGEONS**

**(Last Revised: April 25, 2024)**

**ARTICLE I: MISSION AND VISION**

SECTION 1. NAME – The name of this organization is the Missouri Association of Osteopathic Physicians and Surgeons.

SECTION 2. MISSION STATEMENT – The mission of the Missouri Association of Osteopathic Physicians and Surgeons is to advance the distinct philosophy and practice of osteopathic medicine.

SECTION 3. VISION STATEMENT – MAOPS will be the organization that osteopathic physicians and medical students think of first for advocacy and professional resources.

**ARTICLE II: AFFILIATES**

SECTION 1. AFFILIATE ORGANIZATIONS ESTABLISHED – Affiliate organizations of the association may be developed based on a variety of factors including geography, specialty, or other special interests to advance the mission of the organization. All affiliate organizations must meet requirements as set forth in policy approved by the Board of Trustees.

**ARTICLE III: MEMBERSHIP**

SECTION 1. A MEMBER – The term “member” as used herein shall include all individuals in membership categories as determined by the Board of Trustees under Section 3 of this Article. All physician members of the association shall hold or be eligible to hold a license to practice medicine in the state of Missouri.

SECTION 2. A VOTING MEMBER – shall be defined as an osteopathically trained-physician member of the Missouri Association of Osteopathic Physicians and Surgeons.

SECTION 3. MEMBERSHIP CATEGORIES – Member types shall exist for at least a) osteopathically-trained physicians, and b) osteopathic medical students. Other categories or subcategories may be established as determined necessary by the Board of Trustees.

SECTION 4. DUES – Annual dues for each category of Association membership shall be determined by majority vote of the Missouri Association of Osteopathic Physicians and Surgeons Board of Trustees.

SECTION 5. PAYMENT – (a) The Board of Trustees shall determine the membership year and dues shall be payable on said date. Any member whose dues remain unpaid on the renewal date shall be suspended and forfeit all membership privileges until such time the annual dues are paid.

(b) New applicants for membership shall be entitled to receive membership upon payment of the appropriate dues.

(c) Exemptions from payment of dues, either in whole or in part, or special arrangements for payment of dues, may be granted by the Board of Trustees as it deems appropriate.

**ARTICLE IV: CODE OF ETHICS AND DECISIONS**

SECTION 1. CODE OF ETHICS – The Code of Ethics of this Association shall be the Code of Ethics of the American Osteopathic Association and those policies adopted and published by the American Osteopathic Association and this Association as they pertain to the ethical practice of medicine.

SECTION 2. DECISIONS – The Executive Committee shall examine and render decisions on questions regarding membership qualifications and grievances.

#### **ARTICLE V: FISCAL YEAR AND RESERVES**

SECTION 1. FISCAL YEAR – The fiscal year of this Association shall be from October 1 to September 30.

SECTION 2. FINANCIAL RESERVE FUND – The Board of Trustees shall have the authority to establish a financial reserve fund for the purpose of meeting and maintaining the financial strength with which to withstand an unforeseen decline of income or substantial increase in expenses. The Board shall from time to time review the amount and status of the reserve fund and may change the mandatory reserve limits for the Association as appropriate.

#### **ARTICLE VI: ANNUAL MEMBERSHIP MEETING**

SECTION 1. ANNUAL MEMBERSHIP MEETING – The annual membership meeting of this Association shall be held at such time and place as determined by the Board of Trustees. Thirty (30) days' notice of such time and place shall be provided to all members of the Association. The President and/or a request of one-third (1/3) of the Board of Trustees shall have the power to call additional meetings of the membership.

SECTION 2. ATTENDANCE – All MAOPS members may attend the annual membership meeting.

SECTION 3. PURPOSE – The purpose of the annual membership meeting is to provide a forum to elect Trustees, discuss Association business, policies, and professional issues.

#### **ARTICLE VII: OFFICERS AND EXECUTIVE DIRECTOR**

SECTION 1. OFFICERS DEFINED – The officers of this Association shall be the President, President-Elect, First Vice-President, Second Vice-President, Immediate Past-President, and Secretary/Treasurer. Those members who may hold office, other than the Secretary/Treasurer, must be osteopathic physicians and/or osteopathically board-certified physicians licensed to practice in the state of Missouri and have been a MAOPS member for the previous three consecutive years.

SECTION 2. OFFICER ELECTION –

(a) A President-Elect, First Vice-President, and Second Vice-President shall be elected annually by the Board of Trustees to serve one year, or until their successors are elected and installed.

(b) Election of the State Association officers by the Board of Trustees shall be in the following manner. Candidates for each office shall be considered by the Leadership Development Committee. The Leadership Development Committee shall submit for comment a slate of recommended officers to membership via the official association publication or other relevant means at least 30 days prior to the annual membership meeting. The recommended slate of officers along with member comments will be presented to the Board of Trustees at the annual membership meeting for consideration.

SECTION 3: OFFICER RESPONSIBILITIES –

(a) PRESIDENT – will serve as the official representative and spokesperson of the Association. The President shall develop necessary additional committees, shall appoint all committee chairs and members, and serve as an ad hoc member of all Association committees. The President will perform other duties as designated in the Bylaws and has the authority to delegate responsibilities and duties to members of the Executive Committee as necessary to maintain the visibility and stability of the Association.

(b) PRESIDENT-ELECT – shall serve as a representative of the Association and oversee the activities of Association committees as designated by the President. The President-Elect shall succeed to the Office of President upon the election of a successor. In the absence of the President or inability or refusal to act, the President-Elect shall, by the authority of the Board of Trustees, perform the duties of the President, and when acting, shall have all the powers of and be subject to all the restrictions upon the President.

- (c) FIRST VICE-PRESIDENT – shall serve as a representative of the Association and oversee the activities of Association committees as designated by the President. If the President-Elect is unable to succeed to the Office of President, then the office and duties shall devolve upon the First Vice-President.
- (d) SECOND VICE-PRESIDENT – shall serve as a representative of the Association and oversee the activities of Association committees as designated by the President. If the First Vice President is unable to succeed to the Office of President-elect, then the office and duties shall devolve upon the Second Vice-President.
- (e) IMMEDIATE PAST-PRESIDENT – shall serve as a representative of the Association, a liaison to the President, and Chair of the Leadership Development Committee.
- (f) SECRETARY/TREASURER – shall be the Executive Director of the Association and fulfill the duties as described in Article VI, Section 4.

SECTION 4. EXECUTIVE DIRECTOR – (a) The Executive Director shall act as Secretary/Treasurer and keep a record of the business and proceedings and finances of the Board of Trustees. The Executive Director shall give to the members of the Association and the members of the Board of Trustees due notice of the time and place of meetings. The Executive Director shall perform such duties as are necessary for the arrangement and management of the annual membership meeting.

(b) The Executive Director shall be the Editor of official publications of the Missouri Association of Osteopathic Physicians and Surgeons, which shall be published and distributed to members of the Association. The Executive Director shall keep on file an accurate record of all transactions of the office, which shall at any time be subject to examination by the President or the Board of Trustees and shall perform such other duties as are prescribed by the Board of Trustees, not in conflict with these Bylaws. The Executive Director shall be authorized to employ or enlist personnel necessary for the proper conduct of the office, subject to the regulations of the Board of Trustees.

(c) The Executive Director shall act as Secretary/Treasurer of the Association and shall make all collections and have charge of the funds of the Association and shall pay all bills. At the expiration of the Executive Director's employment, he/she shall deliver to the successor all property of the Association in his/her possession. The Executive Director, before receiving the money of the Association, shall execute a bond for the faithful performance of his/her duty or MAOPS shall carry employee dishonesty coverage which will protect the Association from all employees of the Association. The bond shall be with a surety company and in an amount determined by the Board of Trustees or the employee dishonesty coverage shall be with the insurance company which insures the Association property, building and contents. All checks drawn in the name of the Association must be signed by the Executive Director.

(d) The Executive Director shall electronically, or by other means, forward to each Board member minutes of the previous meeting prior to the next regularly scheduled Board of Trustees meeting.

#### **ARTICLE VIII: THE BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE**

SECTION 1. BOARD OF TRUSTEES COMPOSITION – The Board of Trustees shall consist of the President, President-Elect, First Vice-President, Second Vice-President, Immediate Past-President, up to twelve at-large member Trustees, a post-graduate physician if a qualified individual is nominated and may include one student Trustee from each Missouri college of osteopathic medicine with one collective vote. All Trustees shall be members of the Missouri Association of Osteopathic Physicians and Surgeons and shall meet additional requirements as set forth in policy.

SECTION 2. NOMINATION AND ELECTION –

- (a) At-large Trustees – may be nominated by the membership, committees of the association, affiliate organizations, or the Board of Trustees. From nominations received, the Leadership Development Committee will recommend a slate of candidates to be placed on a ballot for member election in accordance with policy approved by the Board of Trustees. Elected Trustees will serve a three-year term and may not serve more than three consecutive full terms.
- (b) Student and Postgraduate Trustees – shall be elected for a one-year term by the Board of Trustees following a nomination process set forth in policy. Post-graduate and student members eligible to serve as Trustees must be training in a Missouri institution for the year in which they are serving or be an active Wetzel Fellow or Wetzel Scholar.

- (c) Vacant Trustee Positions – may be filled by the President, with approval of the Board of Trustees at their next regularly scheduled meeting, or the vacant position may remain open for the remainder of the unexpired term and shall not count toward the attainment of a quorum of the Board. The appointed Trustee will serve the remainder of the unexpired term, and if less than two years of the term is served it shall not be counted towards the term limit of the appointed Trustee.

The President shall not appoint, nor shall the Board approve, a member to fill a vacant Trustee position who did not receive a majority of the votes of members during the formal election at the most recent annual membership meeting, a past Trustee who has term-limited out and has not been off the Board for at least three years, or a member who does not meet the requirements for consideration as an at-large Trustee as defined in policy.

SECTION 3. TRUSTEE INSTALLATION – All Trustees will take an oath of office prior to assuming their position and will assume office immediately following.

SECTION 4. TRUSTEE EXPECTATIONS – A Trustee who fails to attend two consecutive Board of Trustees meetings annually without a written legitimate explanation for the absences will be required to resign his/her seat on the MAOPS Board of Trustees.

SECTION 5. EXECUTIVE COMMITTEE OF THE BOARD – There shall be an Executive Committee, consisting of the President, President-Elect, the First Vice-President, the Second Vice-President, the Immediate Past-President, the chairs of the Legislative, and Finance and Audit Committees, and the Executive Director which shall carry out the policies and directives of the association’s Board of Trustees and transact emergency business of the Association between the meetings of the Board of Trustees. The Committee shall report to the Board of Trustees.

#### **ARTICLE IX: CONDUCT OF BUSINESS BY THE BOARD OF TRUSTEES**

SECTION 1. QUORUM DEFINED – A majority of the members of this Board shall be a quorum. The Board may make additional rules to govern its procedures and to govern matters connected with the annual membership meeting.

SECTION 2. RULES OF ORDER – Meetings of this Association and its subordinate bodies shall be governed by Robert’s Rules of Order, Newly Revised, and the special rules adopted.

SECTION 3. RESPONSIBILITIES OF THE BOARD OF TRUSTEES -

- (a) General Business – The Board of Trustees operating under the Bylaws and policies of the Association shall conduct the business of the Association. Board members may draw on the Association authorized and ordinary expenses in carrying out their duties.
- (b) Meeting Frequency – The Board of Trustees shall meet at least once annually and additionally by call of the President or by five members of the Board submitting a written request to the Executive Director.
- (c) Executive Director Employment – The Board of Trustees, by majority vote of the total Board membership, shall employ a full-time Executive Director. The Board of Trustees, by a majority vote of the total Board membership, may terminate the employment of the Executive Director.
- (d) AUTHORITY TO ESTABLISH ENTITIES – The Board of Trustees is hereby authorized to create such trusts, foundations or other corporations as may be indicated to fulfill the purpose of the Association.
- (e) CONTRACTS – The Board of Trustees may authorize any officer or officers to enter contracts or execute and deliver documents or instruments in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances.
- (f) LOANS AND DONATIONS – The Board of Trustees shall have the power to loan or donate funds to osteopathic colleges, osteopathic students, and osteopathic residents.
- (g) RESOLUTIONS – The Board of Trustees shall have the authority to develop and implement policy through transparent mechanism as described in policy.

(h) REPORTING – Reports of all Committees, the President and the Executive Director shall be made at least annually to the Board of Trustees.

(i) PUBLICATION TO MEMBERSHIP – A summary of the final actions of the Board of Trustees shall be published in the official publication of this Association or disseminated to members in an equally effective manner as determined by the Executive Director or Board.

#### **ARTICLE X: COMMITTEES**

SECTION 1. STANDING COMMITTEES – Standing committees of the Association shall be as follows: Finance and Audit; Education and Convention; Leadership Development; and Legislative and Regulatory. The duties and functions of each standing committee shall be designated by the Board of Trustees or the President.

SECTION 2. ADDITIONAL COMMITTEES – Additional committees, workgroups and/or task forces may be established by the President, Executive Committee, and/or Board of Trustees as deemed necessary. The President shall assign the chairs to any additional committees, work groups, or task forces created. Additional committees will automatically dissolve upon completion of their assigned task(s) or annually upon the completion of the President's term.

#### **ARTICLE XI: DELEGATES TO THE AMERICAN OSTEOPATHIC ASSOCIATION**

SECTION 1. ELECTION OF DELEGATES TO THE AMERICAN OSTEOPATHIC ASSOCIATION HOUSE OF DELEGATES – The officers of the Association, except the Executive Director, shall become the first five Delegates respectively to the House of Delegates of the American Osteopathic Association. The Board of Trustees shall select the remaining American Osteopathic Association Delegates using a process outlined in policy.

#### **ARTICLE XII: DISSOLUTION AND AMENDMENT**

SECTION 1. DISSOLUTION – If due to unforeseen circumstances, it is determined that the Association will dissolve, dissolution shall take place by a 2/3 vote of all voting members participating in the vote. In the event of the dissolution of the Association, all assets remaining in the Association treasury at the time of dissolution, after payment of all lawful obligations, shall be distributed at the discretion of the Board of Trustees to one or more organizations then qualified under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 2. AMENDMENT – These Bylaws may be amended by the Board of Trustees at the annual membership meeting of the Board of Trustees by a two-thirds (2/3) vote of the Trustees present and voting. Proposed amendments to the Bylaws shall be submitted by the members, Board, committees, official task forces, teams, and councils, or Board recognized affiliate organizations, not less than sixty (60) days before the annual meeting. The Executive Director will at once forward transcripts of same to the Trustees and shall publish same in the official publication of the Association and/or in a similarly effective method prior to the annual membership meeting. The amendments shall take effect upon approval by the American Osteopathic Association Board of Trustees.