



## Proposed Amendments to the AOA Articles of Incorporation

The following proposed amendments to the American Osteopathic Association (AOA) Articles of Incorporation will be presented at the 2024 Annual Meeting of the House of Delegates which will occur on July 19-21, 2024. As stated in the AOA Bylaws, Article X – Amendments, Section 2- Articles of Incorporation the Articles of Incorporation of this Association may be amended by the adoption of a resolution by the Board of Trustees setting forth the proposed amendment and directing that the amendment be submitted to a vote at a meeting of the House of Delegates, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be posted on the AOA’s website and delivered not less than two weeks nor more than 40 days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Chief Executive Officer, or the officers or persons calling the meeting, to each delegate entitled to vote at such meeting.

All amendments require a two-thirds vote by the House of Delegates for approval.

The AOA’s Articles of Incorporation were [first filed in 1923](#) and last [updated in 1938](#). The AOA Governance leaders in conjunction with internal and external legal counsel, reviewed the Articles of Incorporation and recommended the following: (a) the purposes clause be expanded to clarify that board certification activities of AOA were related to AOA’s tax-exempt mission; (b) that the language on the size of the Board of Trustees be directed to the AOA’s Constitution and Bylaws; and (c) that other updates be made to conform to current legal requirements or IRS best practices that had evolved since the Articles of Incorporation were last updated. The amendments are as follows:

### Amended and Restated Articles of Incorporation of American Osteopathic Association

#### Article 1. Name of Corporation

American Osteopathic Association (the “Organization”)

#### Article 2. Registered Agent

Corporate Creations Network, Inc.  
1320 Tower Road  
Schaumburg, IL 60173

#### Article 3. Board of Trustees

The Organization shall be managed by members of a governing board of directors known as the Board of Trustees (“Board”). The number of members of the Board shall be as set forth in the Constitution and Bylaws of the Organization.



#### Article 4. Purposes

The purposes for which the Organization is organized shall be to improve and promote public health and improve public health outcomes by (i) maintaining high standards of osteopathic education and advancing the profession's knowledge of the prevention, diagnosis, and treatment of disease; (ii) facilitating the continuous education of osteopathic physicians to advance their knowledge, practice, skill, compassion, and professionalism; (iii) stimulating original research and investigation and disseminating the results of such work for the education and improvement of the profession and the ultimate benefit of the general public; (iv) certifying physicians in medical specialties to ensure that such physicians have the necessary knowledge, education, and clinical experience, as well as to ensure that such physicians continue to have the necessary competence to practice medicine for the benefit of the general public; and (v) promoting the continual evolution and advancement of the osteopathic principals and the research of Andrew Taylor Still regarding osteopathic medicine. The Organization also shall be permitted to pursue other related purposes permissible for organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code") (or the corresponding section of any future federal tax code).

#### Article 5. Other Provisions

The Organization shall not have authority to issue capital stock.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its Directors, officers, employees, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

Notwithstanding any other provision of these Articles of Incorporation, the Organization shall not carry on any other activities not permitted to be carried on by an Organization exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code).

Upon the termination or dissolution of the Organization, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the Organization, shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), such organization(s) have purposes which, at least generally, include one or more purposes similar to the Organization.

#### Article 6. Miscellaneous

The Organization is not a Condominium Association as established under the Illinois Condominium Property Act, a Cooperative Housing Corporation as defined in Section 216 of the Code (or the corresponding section of any future federal tax code), or a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the Illinois Code of Civil Procedure.



## Proposed Amendments to the AOA Constitution Second Reading

The following proposed amendments to the American Osteopathic Association (AOA) Constitution were presented for **First Reading** at the July 2023 Annual Meeting of the House of Delegates and will be presented for action as a **Second Reading** at the 2024 Annual Meeting of the House of Delegates, which will occur on July 19-21, 2024. The Chief Executive Officer of the American Osteopathic Association has arranged for their posting on the AOA's website, publication in the on-line edition of the *Journal of Osteopathic Medicine* and distribution to the specialty and divisional societies that will be eligible to send representatives to the AOA's House of Delegates.

All amendments require a two-thirds vote by the House of Delegates for approval.

### Article VII – Officers, Section 2

#### Administrative Officers

The administrative officers shall be Chief Executive Officer, a Chief Financial Officer **AND** a General Counsel ~~and Editor~~ -who shall be appointed by the Board of Trustees and employed to serve for such term as the Board shall define. The duties of these officers shall be those usual to such officers in their respective offices and such others as are set forth in the Bylaws. The Chief Executive Officer shall be the Secretary of the Association.

### Article VIII - Board of Trustees and Executive Committee, Section 1C

#### Board of Trustees

- C. One new physician in practice member elected by the House of Delegates to serve for **A TERM OF** one year. Candidates for the new physician in practice position **SHALL BE** osteopathic physicians who have completed their postdoctoral training within the past five years ~~shall be~~ **AND BE** nominated by **THE** Bureau of Emerging Leaders. Candidates must be members in good standing of the AOA;

### Article VIII - Board of Trustees and Executive Committee, Section 1D

#### Board of Trustees

- D. One postdoctoral trainee, to include intern, resident, or a fellow, member elected by the House of Delegates to serve for **A TERM OF** one year. Candidates for the postdoctoral trainee position shall be enrolled in an **ACCREDITATION COUNCIL FOR GRADUATE MEDICAL EDUCATION (ACGME)** ~~or AOA-approved~~ internship, residency or fellowship. Candidates for the postdoctoral trainee position shall be nominated by the Bureau of Emerging Leaders. Candidates should be members in good standing of the AOA; and

### Article VIII - Board of Trustees and Executive Committee, Section 1E

#### Board of Trustees

- E. One student member elected by the House of Delegates to serve for **A TERM OF** one year. Candidates for the student position shall be nominated, in ~~altering~~ **ALTERNATING** years, by the Council of Osteopathic Student Government Presidents (COSGP) and the Student Osteopathic Medical Association (SOMA).



### Article IX – Amendments

This Constitution may be amended by the House of Delegates at any annual meeting by a two-thirds vote of the total number of delegates accredited for voting, provided that such amendments shall have been presented to the House and filed with the Chief Executive Officer at a previous annual meeting, who shall cause them to be distributed by U.S. mail or electronic communication to each divisional **SOCIETY** and **AFFILIATED ORGANIZATION** ~~specialty society~~ entitled to and send<sup>1</sup> voting representatives to the House of Delegates, posted on the AOA's website, and **COMMUNICATED IN AN OFFICIAL PUBLICATION OF THE ASSOCIATION** ~~published ON-LINE in the on-line edition of THE DO The Journal of Osteopathic Medicine~~ not less than two months nor more than four months prior to the meeting at which they are to be acted upon.

### Article X – Gender Disclaimer

~~The American Osteopathic Association is open to persons of both sexes and does not discriminate against any persons because of sex; therefore, the wording herein importing the masculine or feminine gender includes the other gender and imports no such discrimination.~~

(Should this section be approved for removal, all references to 'his' within the Constitution will be adjusted to 'they', 'them', 'theirs' as appropriate)



### Proposed Amendments to the AOA Bylaws

The following proposed amendments to the American Osteopathic Association (AOA) Bylaws will be presented at the 2024 Annual Meeting of the House of Delegates, which will occur on July 19–21, 2024. The Chief Executive Officer of the American Osteopathic Association has arranged for their posting on the AOA’s website, publication in the on-line edition of the *Journal of Osteopathic Medicine* and distribution to the specialty and divisional societies that will be eligible to send representatives to the AOA’s House of Delegates.

All amendments require a two-thirds vote by the House of Delegates for approval.

#### Article I – Divisional AND District SOCIETIES and Affiliated Societies ORGANIZATIONS

##### Section 1-Divisional Societies

Any state, territorial, provincial or foreign osteopathic organization, or an organization of osteopathic physicians serving in the uniformed services of the United States, which may desire to become a divisional society of the American Osteopathic Association and be chartered as a divisional society of this Association, shall apply on a prescribed form, submit evidence that its Constitution, Bylaws, and Code of Ethics generally conform to those of this Association, and maintain an organizational structure which shall generally conform to that of this Association.

Upon such application, the Chief Executive Officer and the Board of Trustees shall investigate and, finding satisfactory proof, shall recommend to the House of Delegates that a charter be issued. The Association shall not issue such a charter to more than one divisional society in a given **GEOGRAPHICAL** area. **THE ASSOCIATION ALSO HAS THE AUTHORITY TO REVOKE OR SUSPEND THE CHARTER OF ANY DIVISIONAL SOCIETY. THE BOARD OF TRUSTEES, UPON TWO-THIRDS AFFIRMATIVE VOTE, MAY SUSPEND A CHARTER FOR A PERIOD OF TIME UNTIL THE NEXT REGULARLY SCHEDULED MEETING OF THE HOUSE OF DELEGATES. THE HOUSE OF DELEGATES MAY, BY A TWO-THIRDS CONSENT OF THOSE MEMBERS PRESENT, PROVIDED TWO-THIRDS OF THE SEATED DELEGATES ARE IN ATTENDANCE, REVOKE A CHARTER. THE AOA SHALL OUTLINE POLICIES AND PROCEDURES FOR ANY SUCH SUSPENSIONS AND/OR REVOCATIONS. SUCH POLICIES MUST, AT A MINIMUM, PROVIDE THAT A SUSPENSION OR REVOCATION SHALL NOT TAKE PLACE UNLESS THERE IS GOOD CAUSE SHOWN AND THAT THE AFFILIATED ORGANIZATION MUST FIRST BE PROVIDED WITH NOTICE AND DUE PROCESS PRIOR TO ANY SUCH SUSPENSION AND/OR REVOCATION DECISION.**

##### Section 3-Affiliated Organizations

Upon application from any organization for a charter as an affiliated organization, the Board of Trustees and the Chief Executive Officer shall investigate such organization and, upon satisfactory proof of a general agreement in policy and governing rules with those of this Association, shall recommend to the House of Delegates the issuance of such a charter. The Association shall not issue a charter to any organization, which duplicates the function or prerogatives of any present affiliated organization. ~~All organizations which have as their membership osteopathic physicians in good standing with the AOA, whether holding a current charter of affiliation or not, shall have as a medium of communication all publications of the AOA.~~ **THE ASSOCIATION ALSO HAS THE AUTHORITY TO REVOKE OR SUSPEND THE CHARTER OF ANY AFFILIATED ORGANIZATION. THE BOARD OF TRUSTEES, UPON TWO-THIRDS AFFIRMATIVE VOTE, MAY SUSPEND A CHARTER FOR A**



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**Article V - House of Delegates**

Section 11- Representation of Osteopathic Postdoctoral Trainees and/or New Physicians in Practice

Osteopathic postdoctoral trainees and/or new physicians in practice may be represented in the House of Delegates by three individuals who, at the time of the annual meeting, shall be enrolled in postdoctoral training programs or currently a new physician in practice as defined by the association. At least one of the three individuals shall be **A NEW PHYSICIAN IN PRACTICE, AND AT LEAST ONE SHALL BE** enrolled ~~in an accredited fellowship training program and at least one of the three individuals shall be enrolled in~~ an accredited residency program.

~~Article VIII – Duties of Officers – Section 9 – Editor In Chief~~

~~Section 9 Editor in Chief~~

~~The Editor in Chief shall:~~

- ~~a. Have the editorial direction, in accordance with the established policies of the Board of Trustees and House of Delegates, of *The Journal of Osteopathic Medicine*, other periodical publications of the Association under the general supervision of the Chief Executive Officer and shall cooperate with all departments of the central office.~~
- ~~b. Be provided with such assistance as is necessary to the proper conduct of his office, subject to the directives of the Board of Trustees through the Chief Executive Officer.~~

**ARTICLE XI PUBLICATIONS**

**SECTION 1 — SCHOLARLY JOURNAL**

THE ASSOCIATION SHALL MAINTAIN A SCHOLARLY JOURNAL, *THE JOURNAL OF OSTEOPATHIC MEDICINE*, ALONG WITH ANY OTHER SCIENTIFIC PUBLICATIONS AS THE BOARD OF TRUSTEES MAY DEEM APPROPRIATE. ANY SUCH PUBLICATIONS SHALL BE OVERSEEN BY AN EDITOR, APPOINTED BY THE BOARD OF TRUSTEES, WHO SHALL BE RESPONSIBLE FOR OVERSEEING THE EDITORIAL DECISIONS OF ANY SUCH PUBLICATIONS.

**SECTION 2 – EDITOR**

THE EDITOR SHALL:

- a. HAVE THE EDITORIAL DIRECTION, IN ACCORDANCE WITH THE ESTABLISHED POLICIES OF THE BOARD OF TRUSTEES AND HOUSE OF DELEGATES, OF *THE JOURNAL OF OSTEOPATHIC MEDICINE*, OTHER PERIODICAL PUBLICATIONS OF THE ASSOCIATION UNDER THE GENERAL SUPERVISION OF THE CHIEF EXECUTIVE OFFICER AND SHALL COOPERATE WITH ALL DEPARTMENTS OF THE CENTRAL OFFICE.



- b. BE PROVIDED WITH SUCH ASSISTANCE AS IS NECESSARY TO THE PROPER CONDUCT OF THEIR OFFICE, SUBJECT TO THE DIRECTIVES OF THE BOARD OF TRUSTEES THROUGH THE CHIEF EXECUTIVE OFFICER.**

~~Article XII Gender Disclaimer~~

~~The American Osteopathic Association is open to all persons and does not discriminate against any person because of their gender identity; therefore, the wording herein importing the masculine or feminine gender is inclusive of all gender identities and imports no such discrimination.~~



### Proposed Amendments to the AOA Code of Ethics

The following proposed amendments to the American Osteopathic Association (AOA) Code of Ethics will be presented at the 2024 Annual Meeting of the House of Delegates which will occur on July 19-21, 2024.

All amendments require a two-thirds vote by the House of Delegates for approval.

Section 13: A physician shall respect the law. When necessary, a physician shall attempt to help to formulate the law by all proper means in order to improve patient care and public health. **IT IS NOT ETHICAL FOR A PHYSICIAN TO COMMIT, ENDORSE, OR LEND SUPPORT TO VIOLENCE OR COMMIT, ENDORSE, OR LEND SUPPORT TO ORGANIZATIONS THAT COMMIT, ENDORSE OR SUPPORT VIOLENCE IN ORDER TO ENACT CHANGES IN THE LAW OR TO PROMOTE OTHER POLITICAL CHANGE.**