

Bylaws of the National Association of Osteopathic Foundations

Adopted October, 2020

Article I – Name

The name of this organization shall be the National Association of Osteopathic Foundations, referred to as NAOF, a non-profit association.

Article II – Objectives

1. To organize and serve foundations that have supportive purposes related to osteopathic medicine, osteopathic medical education or research and that can offer resources for promotion and/or funding of programs in seeking to provide a better understanding of osteopathic medicine and to serve the health care needs of the general public.
2. To provide, through association members, advice, counsel, and expertise to organizations representing or supporting osteopathic medicine, osteopathic medical education or research in such areas as foundation structure, governance, management, funding resources, grant proposal development, public relations, marketing and other issues and programs affecting osteopathic medicine.
3. To exchange ideas and information among association members through educational programs, publications and conferences.
4. To provide a forum at which osteopathic supporting organizations can present funding concepts that demonstrate benefit beyond a local or regional level and are appropriate for collaborative consideration by association members. Such collaborative consideration shall be subject to the bylaws, articles of incorporation, goals, objectives, funding or legal restrictions of each individual association members.
5. To provide assistance to groups seeking to organize new foundations that will represent or support osteopathic medicine, osteopathic medical education or research.
6. To acquire, maintain and circulate data and information relative to its members and their programs as well as regulations and laws pertaining to foundations in general.

Article III – Membership Organizations and Voting Rights

Section 1 - Regular Membership:

Regular Members consist of foundations that have a funding purpose, within their Articles of Incorporation or Code of Regulations, indicating the representation or support of

osteopathic medicine or osteopathic medical education.

Section 1 (a) - Associate Membership:

Organizations that support the objectives of the National Association of Osteopathic Foundations (NAOF) and do not otherwise qualify for regular member status shall be considered for associate membership by vote of the Regular Members. Associate Members shall not be eligible to vote or hold elective office.

Section 1 (b) - Honorary Membership:

Honorary membership shall be conferred upon individuals as such time and under such terms approved by three-fourths vote of the Regular Members. Honorary Members shall not be eligible to vote or hold elective office.

Section 2 – Voting:

The right to vote on association bylaws, memberships, dues, election of officers, incorporation, dissolution and other business-related issues are restricted to the chief executive officer or the official designee of a Regular Member organization. Each Regular Member organization has one vote.

Section 3 - Termination of Membership:

Voluntary termination of membership may occur at any time by the member submitting a written resignation to the president of the association.

Involuntary termination of membership will result if a member has not paid the required dues within ~~sixth~~ (6) days of the date on which dues are payable.

Article IV – Membership Meetings and Voting:

Section 1 - Annual Meeting:

There shall be an annual meeting at a time and location determined by the association officers if an adequate number of members indicate attendance. Regular Members shall be provided at least sixty (60) days advanced notice of the annual meeting date and location.

Section 2 - Special Meetings:

Special meetings of the association may be called by the association officers at any time or may be called by the association president upon receipt of a written request by fifty (50) percent of the Regular Members. The business to be conducted shall be stated in the Notice of Special Meeting and no other business may be considered at that time. Regular Members shall be provided at least thirty (30) days advance notice of time and location of any special meeting of the association.

Section 3- Voting by Mail or Electronic Means:

Proposals or elections to be offered for a vote by mail or other electronic means shall first be approved by the association officers. On any mail or electronic vote, a majority of those voting shall determine the action.

Section 4 – Quorum:

At any annual meeting, or special meeting of the association appropriately called and noticed to Members, a quorum shall consist of a majority of those present and voting.

At any meeting of the association's officers, attendance, in person or by teleconference, of a majority of the officers shall constitute a quorum.

Section 5 - Rules of Governance:

Association meetings and meetings of the association's officers shall be conducted according to Roberts Rules of Order.

Article V – Dues:

The dues structure will be recommended and set by the association's officers with such recommendations acted upon at the annual meeting and approved upon majority vote of the Regular Members present and voting.

Article VI – Association Governance:**Section 1 - Delegated Authority to the Association Officers:****Section 1 (a) – Membership:**

Applications for Regular and Associate Membership may be approved by the association's officers. Recommendations for Honorary Membership may be submitted to the Regular Members by the association's officers at any time. Voting on these recommendations may occur by mail or electronic means or at the annual

meeting or any special meeting of the association.

Section 1 (b) - Association Business Affairs and Funds:

The association's officers shall manage the routine business affairs and the funds of the association, except where such authority is reserved to the Regular Members. (See Article IX of these bylaws, Bank Account and Association Funds).

Section 1 (c) – Dues Payment Dates:

The association's officers shall set the date on which annual dues are to be paid and see that dues invoices are appropriately mailed to the Regular Members and those dues payments are appropriately deposited. Within sixty (60) days after the date on which dues are to have been paid, the association's officers shall see that a membership roster and dues status reports are distributed to the Membership.

Section 1 (d) - Special Committees:

The association president, upon approval of the association's officers, may appoint any special committees required in the officers' discretion, to conduct certain business affairs of the association.

Section 1 (e) - Nominating Committee:

The association president shall appoint a Nominating Committee for the purpose of submitting a slate of association officer candidates to the Regular Members at the Annual Meeting. Additional nominations from the floor shall be permitted.

The Nominating Committee shall be a Standing Committee composed of representatives of at least three (3) Regular Members who are not current officers of the association. The president shall be an ex-officio member without vote.

Section 1 (f) - Officer Vacancies:

Any vacancies occurring among the association offices shall be filled by a majority vote of the remaining officers and members of the Nominating Committee. Officers elected to fill vacancies shall serve the unexpired term of her/his predecessor.

Section 1 (g) - Officer Meetings:

Meetings of the association's officers will be upon the call of the association president or by a majority of the officers upon thirty (30) days notice, however, such notice requirement may be waived by written consent of all officers. Meeting attendance may be arranged through teleconferencing.

All actions of the association's officers shall be reported to the membership at the next annual meeting of the association.

Article VII – Officers:

The officers of the association shall be elected from those Regular Members in good standing and shall include a president, president-elect, a vice-president and a secretary/treasurer.

Section 1 - Term of Office:

The officers shall serve a two (2) year term as elected by a majority of the Regular Members present and voting at the annual meeting of the association. New terms shall begin at the conclusion of the annual meeting of the association. Officers can be re-elected to additional two-year terms.

Section 2 - Officer Removal:

Any officer elected or appointed may be removed, with or without cause, by a majority vote of the Regular Membership, either at a special meeting called for such purpose or by mail or electronic ballot.

Article VIII – Duties of the Officers:

Section 1 - President:

The president shall preside at all meetings of the officers, the annual meeting and any special meeting of the association and shall have the powers and duties that usually pertain to this office.

The president shall be the chief spokesperson for the association and shall serve or appoint association representatives on boards or committees of related organizations, as requested.

The president shall designate the president-elect or the vice president to serve in the president's absence, delegating during this period of time the associated duties and powers of the president.

Section 2 – President-Elect:

The president-elect will assist the president, as assigned, in managing the business affairs of the association. The president-elect shall be responsible for developing the program and agenda for all meetings.

Section 3 - Vice President:

The vice president will assist the president, as assigned, in managing the business affairs of the association. The vice president will assist the president-elect with the development of the program and agenda for the annual meeting of the association. The vice president will see that the minutes of the meetings are recorded in the absence of the secretary/treasurer at all business sessions.

Section 4 - Secretary/Treasurer:

The secretary/treasurer shall work in collaboration with the association's fiscal agent (See Article IX Section 1-Bank Accounts) to ensure financial records are accurate.

The secretary/treasurer shall be responsible for informing the members and officers of meetings, soliciting and collecting membership dues as well as costs related to association meetings.

The secretary/treasurer shall have oversight of the association's funds and other securities that are held by the association's fiscal agent, provide that a financial report is delivered to the officers, as requested, and to the membership at the annual meeting and perform

other duties assigned by the president.

The secretary/treasurer shall collaborate with the association's fiscal agent to provide the appropriate records and support documentation for any audit that may be requested by the Regular Members or the officers.

The secretary/treasurer shall record the minutes of all business meetings. He/she will provide the membership with the minutes of the meeting within 60 days of the close of that meeting. In the event the secretary/treasurer is not present at the meeting, the vice president will assume these reporting responsibilities.

Article IX - Bank Accounts and Association Funds:**Section 1 - Bank Account(s):**

The association's officers, by majority vote, shall establish, maintain and close bank account(s) for the association. The bank account(s) shall be under the jurisdiction and responsibility of the association's fiscal agent, Osteopathic Founders Foundation.

Section 2 – Accounting and Bill Payments:

The secretary/treasurer will be responsible for submitting a request for payment to the association's fiscal agent for payment of all bills of the association, providing oversight for pursuant to this Article IX, reporting the status of the association's finances to the

membership at the annual meeting and to the officers as requested.

Section 3 - Deposit of Revenues:

The Secretary/Treasurer shall assure the association’s fiscal agent deposits all revenues into the association’s bank account(s).

Section 4 - Withdrawal of Funds:

The secretary/treasurer has authority to request of the fiscal agent withdrawal of funds from the association’s bank account(s) for the purpose of paying bills related to the annual meeting. And other approved association costs. All other transactions which exceed \$2,000 or involve the closing of accounts and transfer of substantial funds require the secretary/treasurer to obtain approval from the president and vice president unless authorized by a majority vote of the Regular Members.

Section 4 (a) - Receipts and Canceled Checks:

All bills approved for payment must be supported by receipts. The fiscal agent, with oversight by the secretary/treasurer is responsible for securing and maintaining receipts and canceled checks, making them available for review by the officers as may be requested.

Article X – Amendments:

These bylaws may be amended by a majority vote of those Regular Members present and voting at any annual or special meeting called for the purpose of such vote, provided the recommended amendments have been mailed to the membership thirty (30) days prior to the meeting.

Certified as being the correct and approved copy of the bylaws for the National Association of Osteopathic Foundations, this 1st day of October, 2020

By:

President

By:

Secretary/Treasurer