

Administrative Guide



AMERICAN
OSTEOPATHIC
ASSOCIATION

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A M E R I C A N
O S T E O P A T H I C
A S S O C I A T I O N

Administrative Guide

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Introduction

This is the Administrative Guide of the American Osteopathic Association (AOA). It is a document that the AOA's Board of Trustees is required to maintain. As described in the AOA's Bylaws, the Administrative Guide serves as a "handy reference book of concise statements of the duties" of the AOA's officials, committees, departments, bureaus, and employees. The Administrative Guide serves as a summary of critical components of the Constitution and Bylaws, the controlling governance documents of the AOA, but this guide is not, in and of itself, controlling or authoritative.

The Bylaws specify that copies of the Administrative Guide should be published on the AOA website and be available to the following constituencies: divisional societies and other affiliated organizations, to the AOA's officers and other groups or individuals designated by the Board of Trustees. The Administrative Guide is intended to provide readers with a quick overview of the AOA's administration and operations. Descriptions found in this Guide are, therefore, brief. Readers seeking greater detail should contact the office of the AOA's Chief Executive Officer (CEO).

AOA Strategic Plan, Mission, Vision, Values Statements and Priority Objectives

Strategic Plan

The AOA is dedicated to advancing the osteopathic profession consistent with its mission and vision. To do so, effective governance and long-range planning are essential. The AOA appoints a committee on strategic planning periodically to provide oversight of this process on two levels: (1) the AOA Strategic Plan is revised and updated approximately every three years; and (2) monitoring and reporting progress is done through departmental goals set by AOA staff and leadership with staff reporting to the Board of Trustees. The Strategic Plan is approved by the Board of the Trustees. Through the strategic planning process, all units of the AOA leadership and staff have been involved in the development, review, and finalization of the plan. In addition, input was received from AOA members, osteopathic affiliate leaders and leaders from stakeholder organizations. The strategic plan then becomes a resource for determining the appropriate allocation of the AOA's resources.

Mission, Vision, Values Statements and Priority Objectives

Mission

The AOA is the professional home for osteopathic physicians and students, providing education, board certification and is the champion of the advancement of the distinctive osteopathic profession.

Vision

The AOA aspires to be the "North Star" of the osteopathic profession by advancing the interests of osteopathic physicians and students and promoting excellence in patient care consistent with the distinctive osteopathic philosophy.

46 Value Statements:

- 47 1. Selfless Service: The AOA exists in service to the profession, its members, current
48 and future osteopathic physicians.
49
50 2. Integrity: The AOA and its leaders display integrity in action, word, and deed.
51
52 3. Transparency: The AOA respects those it serves through open communication and
53 transparency.
54
55 4. Innovation: The AOA strives to build the box, not live within its confines.
56
57 5. Advocacy: The AOA passionately advocates for the osteopathic profession and the
58 patients our members serve.
59
60 6. Collaboration: The AOA empowers the osteopathic community through collaboration
61 and common interests with all whom we serve.
62
63 7. Diversity, Equity and Inclusion: The AOA commits to creating and sustaining a
64 community that promotes and values diversity, equity and inclusion.
65

66 Priority Objectives

- 67 1. Advocacy
68 2. Affiliate Relations
69 3. AOA Board Certification
70 4. Credibility
71 5. Diversity, Equity, and Inclusion
72 6. Growth
73 7. Promotion
74

75 **Overview of the AOA's Corporate Structure**
76

77 The AOA is incorporated in the State of Illinois under the Illinois Not for Profit
78 Corporations Act. It is recognized by the Internal Revenue Service (IRS) as exempt
79 from federal taxation under Section 501(c)(3) of the Internal Revenue Code. The AOA
80 received its 501(c)(3) status because of its involvement in medical education and
81 research.
82

83 The 501(c)(3) tax exemption provides the AOA with significant advantages, including
84 exemption from certain federal, state, and local taxes and the ability to receive tax-
85 deductible contributions. However, as a 501(c)(3) organization, there are strict
86 limitations on the AOA's activities. The IRS expects that revenues and resources will be
87 used to advance the AOA's tax-exempt purposes and monitors the AOA's financial
88 activities through detailed financial reporting requirements. Additionally, the AOA is only
89 permitted a limited range of lobbying up to a specific financial limit and the AOA is **NOT**
90 permitted to engage in any political activity, such as endorsing candidates for office or

contributing to political campaigns or maintaining a political action committee in accordance with federal tax guidelines.

The osteopathic profession includes a variety of divisional (state), specialty and philanthropic affiliates. The divisional and affiliated organizations are separately incorporated, freestanding organizations. However, as part of the process of becoming an affiliated organization, our Bylaws require organizations to provide their basic documents (i.e., Constitution and Bylaws) on a periodic and recurrent basis and certain other organizational information for the AOA's review and approval.

Overview of Governance Structure

House of Delegates

The AOA is organized as a federation of the AOA's divisional societies (i.e., state associations and the Association of Military Osteopathic Physicians and Surgeons). The divisional societies administer the affairs of the AOA through a House of Delegates, which meets at least once each year, traditionally in July. Affiliated organizations are also represented in the House of Delegates. The House of Delegates is the AOA's legislative body. (AOA Constitution, Article VI.)

Concurrence (agreement) with the Board of Trustees' actions, regarding approval of the AOA annual budget, is required. Such concurrence can be achieved via resolution from the Joint Board House Budget Review Committee which states that the House of Delegates concurs (agrees) with the Board of Trustees' approval of the annual budget for the current fiscal year.

Concurrence with Board of Trustees policy decisions. Policy decisions specific to the duties of the Board of Trustees made in the interim between the annual House of Delegates meetings shall be posted prior to the next House of Delegates meeting which states that the House of Delegates concurs (agrees) with the Board of Trustees' approval of the policies enacted by the Board of Trustees.

Changes to the Constitution, Bylaws, and Code of Ethics of the AOA require approval of the House of Delegates. As a mandatory order of business, each year the House elects a President-Elect and several members of the Board of Trustees. The Speaker of the House of Delegates is the presiding officer at meetings of the House. The Vice Speaker presides during the absence or at the request of the Speaker. The CEO serves as the Secretary to the House of Delegates. The installation of the new president takes place during the House of Delegates meeting.

Board of Trustees

The House of Delegates elects the members of the AOA's Board of Trustees, which is made up of 28 positions: President, President-Elect, the past presidents from the past two years, First Vice-President, Second Vice-President, Third Vice-President, all of

whom serve one year terms; eighteen at-large trustees who serve staggered three-year terms; a student trustee, a postdoctoral trainee trustee, and one trustee who is a new physician in practice all of whom serve one-year terms (so named by the Bureau of Emerging Leaders - BEL).

The Board of Trustees has the authority to “direct the management of the affairs of the Association” between meetings of the House of Delegates. (Bylaws, Article VII, Section 1(a)). Generally, the Board of Trustees meets monthly by video conference and face-to-face during at least two business meetings each year: an annual meeting prior to the House of Delegates and a mid-year meeting. Additionally, the board may convene a business meeting prior to OMED. Other business meetings and special meetings may be called from time to time when necessary.

Executive Committee

When the full Board of Trustees is not in session, a 10-member Executive Committee of the Board of Trustees has authority to “transact the business of the Board of Trustees.” (Bylaws, Article VII, Section 3). The Executive Committee is drawn from the following positions: President, President-Elect, the two Past Presidents on the Board, and the Chairs of the six Departments (Affiliate Relations; Finance; Education; Governmental Affairs; Membership; and Research and Public Health). The AOA President may also designate one other trustee who serves as a non-voting advisor to the Executive Committee. The Executive Committee meets at the discretion of the President.

Departments/Bureaus/Committees/Councils

The AOA Board of Trustees typically decides issues based on the advice and recommendations of a network of Bureaus, Committees, Councils, Task Forces and Staff. The AOA President, subject to approval by the Board of Trustees, appoints members and chairs of these groups. The bureau-committee-council-structure is divided among six departments: Affiliate Relations, Finance, Education, Governmental Affairs, Membership, Research and Public Health (Bylaws, Article IX).

Additionally, several Committees of the Board of Trustees are categorized as non-departmental governance. These include: The Executive Committee and the Ethics Review and Board Appeals Committee of the Board of Trustees; The President’s Advisory Council (PAC); House of Delegates Committee on Credentials; Committee on Administrative Personnel (COAP); Committee on Awards; the Committee on AOA Governance and Organizational Structure (CAGOS); the CAGOS Constitution and Bylaws Subcommittee; the CAGOS Basic Documents Subcommittee; the Bureau of Osteopathic Specialists (BOS); and the Council on OMED.

The AOA Board of Trustees and/or House of Delegates has the authority to create new governance departments, as well as new Bureaus, Committees, Councils, Commissions, and Task Forces. The Board has discretionary authority to determine how best to deploy these groups within the department structure in order to create

182 policies consistent with HOD policy directives and provide oversight for the activities of
183 the AOA.

184 185 Committee on Administrative Personnel (COAP)

186
187 This special committee of the AOA Board of Trustees reviews the performance of the
188 CEO, the CFO, General Counsel, and the Editor. The strategic goals and plans for the
189 upcoming year are presented to the COAP at the time of the BOT meeting coinciding
190 with the House at Delegates. The meeting will be used as a template for assessment of
191 job performance and bonus and raises for the upcoming year. There will be a quarterly
192 update of the progress with this COAP meeting to continue establishing matrix for the
193 above.

194
195 The CFO, General Counsel and Editor are reviewed with the assistance of the CEO on
196 a quarterly basis and have a semi-annual review by the COAP at the midyear meeting
197 and the annual House of Delegates meeting of the Board of Trustees, along with those
198 individuals to fulfill covenants supervision as prescribed by the constitution and bylaws.

199 200 Staff

201
202 The AOA staff is responsible for implementation of the policy set by the House of
203 Delegates, Board of Trustees and the Bureaus, Committees and Councils. The Board of
204 Trustees is responsible for appointing three administrative officers - the CEO (Chief
205 Executive Officer), the CFO (Chief Financial Officer), and the General Counsel - who
206 oversee various aspects of the AOA's day-to-day operations and are subject to the
207 directives of the Board of Trustees through the CEO. Of these positions, the CEO
208 serves as the primary administrator and is responsible for the hiring and supervision of
209 all other AOA employees. An Editor may be appointed in concert with CEO to the AOA
210 staff. The CEO may select editorial employees to assist the Editor.

Overview of Financial Operations

A key obligation of the AOA's officers and trustees is to review and understand the AOA's financial statements and make decisions that are in the best interests of the AOA. The AOA's fiscal year runs from June 1 to May 31. Spending decisions are made based upon an annual budget that is submitted to the Finance Committee of the Board of Trustees for approval prior to the beginning of the fiscal year and subsequently approved by the full Board of Trustees with the concurrence of expenditures by the House of Delegates. Budgeting decisions are made to advance the goals set forth in the AOA's Strategic Plan and other identified organizational priorities.

The Finance Committee has the authority to review requests for additional funding and/or approval of programs or services. However, as explained in a September 2013 Board resolution (EC1-A/2013) and House resolution (H701-A/2013), the Finance Committee does not need to review or approve "internal budget reallocations" (budget-neutral repurposing of identified operating expense savings or excess revenues to fund other specifically identified operating costs) of less than \$150,000. Once acted upon by the Finance Committee the recommendations are then sent to the full Board of Trustees for their review and action.

As a measure of financial prudence, the AOA maintains a financial reserve. The reserve serves multiple functions: (a) it is a measure of the AOA's financial strength and ability to thrive, rather than subsisting "hand to mouth"; (b) it is added insurance/"rainy day fund" in the event of disaster or financial downturns; and (c) it is a "savings account" to set aside resources for use when special opportunities arise. The AOA has a policy (H701-A/2013 Reserve Requirement Policy) governing the financial reserve, which is reviewed by the AOA Joint Board / House Budget Review Committee and acted upon by the AOA House of Delegates.

The Chief Financial Officer and staff from the AOA's finance department prepare monthly financial statements. The information is available for review by the Board of Trustees. Financial statements may also be discussed and reviewed by the Finance Committee.

The AOA's financial statements are audited at the end of each fiscal year by an outside accounting firm selected by the Board of Trustees' Audit Committee and approved by the Board of Trustees. The Audit Committee is comprised of members of the Board of Trustees who do not serve on the Finance Committee. It is responsible for oversight of the audit process and meets with the auditors at the conclusion of the audit process and as needed and appropriate during the audit process. It has the right to meet with the auditors without staff present.

Overview of Policymaking Process

The AOA's policy can be set by the House of Delegates or the Board of Trustees (all association policies must be consistent with existing policy directed by the House of Delegates); AOA staff maintains a compendium of official policies. Policies in the House of Delegates are determined by majority vote, unless another order of business or any other special rule is adopted by the House of Delegates that provides otherwise. Resolutions may be submitted by a divisional society, an affiliated organization or an appropriate AOA Bureau, Committee, Council or Board of Trustees. Typically, resolutions are first reviewed by one of the House of Delegates' Reference Committees, which makes recommendations and proposes Amendments to the resolutions to the entire House of Delegates for deliberation and action. After approval of resolutions, staff is responsible for implementing the policy and will prepare a report to the next year's House of Delegates to identify steps taken to implement the policies set by the House of Delegates. The AOA staff maintains a tracking tool, which indicates the status and implementation progress on all resolutions dating back to 2017.

The Board of Trustees can also set policy in certain areas for the AOA and, because of the Committee-Bureau-Council infrastructure and expertise, is the preferred vehicle for setting policies related to education, certification, and accreditation. Bureaus, Committees, and Councils who have completed work on behalf of and/or for the consideration of the Board of Trustees will be submitted via their secretary for inclusion in the next most appropriate meeting of the Board of Trustees. Such BOT business will be handled via motion and does not require a formal resolution. The CEO reviews actions taken by the Board of Trustees and provides updates to the Board regarding implementation.

The Board of Trustees reviews resolutions submitted by appropriate AOA Bureaus, Committees or Councils to approve prior submission to the House of Delegates. The Board of Trustees also reviews all resolutions submitted to the House of Delegates and determines its collective position on each, making such positions available to the House of Delegates of "support, non-support, or support with qualification".

Except where otherwise provided in the AOA's Constitution or Bylaws as an area of specific Board of Trustees' responsibility, policy set by the Board of Trustees can be overturned by vote of the House of Delegates.

AOA policy set by the House of Delegates is subject to a process of automatic sunset review every five years. Some policies may be subject to an early review. Staff, in consultation with the Speaker of the House, identifies policies that should be reviewed. The policies are then circulated to the appropriate Bureaus, Committees or Councils for evaluation and recommendation. The recommendations are then compiled and presented to the House of Delegates for its consideration in determining whether to affirm, amend or sunset the policy.

Although the AOA, through the Board of Trustees or House of Delegates, can make policy decisions on a very broad range of issues, the AOA's Board of Trustees and

House of Delegates cannot set policy or make decisions regarding accreditation of colleges of osteopathic medicine. Similarly, the Board and House are not permitted to set accreditation standards. Because of regulations set by the U.S. Department of Education, the AOA's Commission on Osteopathic College Accreditation (COCA) has final decision-making authority on accreditation of colleges of osteopathic medicine.

House of Delegates - Duties

The House of Delegates is the legislative body of the American Osteopathic Association. Through its deliberations, the House sets policies for the Association and reviews and approves the strategic plan and receives the budget from the Board of Trustees. The House also elects members of the Board of Trustees, officers of the Board of Trustees, and officers of the House of Delegates and has authority to set membership dues as well as other duties outlined in the Constitution and Bylaws.

Board of Trustees - Duties

The AOA Board of Trustees is the administrative and executive body of the Association. It has the following duties:

- Directing the management of the affairs of the Association between annual meetings. The Board accomplishes this by: (1) Appointing the Administrative Officers (CEO, CFO, and General Counsel); (2) providing oversight of the AOA CEO in their execution of the AOA's policies and goals as determined by the House of Delegates and Board of Trustees; (3) creating governance departments, Bureaus, Committees, Councils and Task Forces as necessary to carry out the AOA's mission and policy, and (4) confirming the President's appointment of the chairs and members of the organization's governance entities (i.e. Bureaus, Committees, and Councils).
- Overseeing the management of the AOA's finances, including, with the concurrence (agreement) of the House of Delegates, setting a budget, authorizing substantive expenditures outside of the budget, appointing an independent outside certified public accountant to audit the AOA's financial statements to certify the accuracy of the statement of financial condition of the Association to be reported at the annual meeting of the House of Delegates.
- Serving as the final authority on all questions of an ethical or judicial character.
- Maintaining and revising the Administrative Guide on an annual basis. This may be delegated to the Council on AOA Governance and Organizational Structure (CAGOS) in conjunction with the Speaker of the House and approved by the Board at an appropriate Board meeting.

- Arranging for the publication (in electronic or printed format) of an official journal of the Association and other publications that may be deemed necessary or are directed by the House of Delegates.

Roles of the AOA Board and Staff

The AOA is a large organization with employed staff to help carry out its mission. The role of the Board of Trustees is to represent the interests of the members by setting direction for the AOA and then providing general oversight to ensure that the policy and directions are followed, and that the financial and substantive performance goals set by the Board are met. Additionally, the AOA's Bylaws include a specific list of responsibilities of the Board. Among their duties is the responsibility to hire and evaluate the performance of the CEO. The CEO, in turn, is responsible for oversight of the staff and implementation of the goals set by the Trustees. Day-to-day operations, as directed by the CEO, are managed and implemented by the staff, which reports to the CEO.

AOA Executive Committee - Duties

The Executive Committee is responsible for conducting the business of the Board of Trustees between meetings of the full Board of Trustees.

AOA Departmental Chairs - Duties

Department Chairs are responsible for oversight of the Bureaus, Committees, and Councils that are within their respective Departments within the Board of Trustees governance structure. The Department Chairs serve on the Executive Committee and report to the Board of Trustees regarding activities within their department. As a general matter, the activities of all departments, Bureaus, Committees, and Councils are targeted to advancing the AOA's strategic plan and are executed in close cooperation with the CEO and AOA staff. Upon the expiration of the terms of office of chairs and members of the departments, bureaus, or committees, all records of the same shall be delivered by the chairs to the CEO. All employed staff primarily serve in a department within the operations structure of the AOA and may be assigned to departments, bureaus, and committees, but remain under the jurisdiction of the CEO. Although similarly named departments may exist both within the governance arm of the organization (Board of Trustees) and the operations arm, they serve differing, but complementary roles. Governance provides guidance and direction on policy development and directional changes for the organization, while operations primarily manages the day-to-day operations and implements policy.

Officers of the American Osteopathic Association - Duties

Elected Officers and Order of Succession

The Constitution identifies the following five elected positions as officers of the American Osteopathic Association: President, President-Elect, First Vice-President, Second Vice-President and Third Vice-President. The President-Elect and the three vice presidential positions are elected annually by the House of Delegates to one-year terms of office.

The order of presidential succession is specified in the Constitution and Bylaws. The President-Elect automatically succeeds to the presidency upon installation at the House of Delegates meeting approximately one year after election to President-Elect as part of a 4-year presidential cycle (President-Elect to President to Immediate Past President/Treasurer to Past President). If the President is unable to serve during the term of office as President, the President-Elect automatically becomes President for the unexpired portion of the predecessor's term before completing the term for which the President-Elect was originally elected. If, during the remainder of the unexpired term, the former President-Elect becomes unable to serve out the balance of the President's office, then the Board of Trustees determines who serves as President for the remainder of the unexpired term. The Vice-Presidential positions are not part of the presidential succession plan.

AOA President.

The President has the following duties:

- Serve as Chair of the Board of Trustees, Executive Committee, and the President's Advisory Council.
- Appoint (with the approval of the Board of Trustees) the chairs and members of the various Bureaus, Committees, and Councils unless a position is already filled on a multi-year basis or a different method of appointment is specified.
- Create (with the approval of the Board of Trustees) Task Forces when necessary for investigation of specific issues.
- Serve as a member of the Finance Committee and as a member on the Committee on Administrative Personnel.
- Participate as a member of Committee on Administrative Personnel (COAP) in conducting the annual performance and compensation review for the CEO.
- Represent the AOA at appropriate meetings, functions or appoint someone to attend.
- Approve all travel of the AOA Board of Trustees; and
- Serve as an ex-officio member of all the AOA's Bureaus, Committees, and Councils.

Additionally, following the term of office of AOA President, the President continues to serve for two additional years on the Board of Trustees - first, as Immediate Past President/Treasurer; and then, as Past President.

435 AOA President-Elect.

436 The President-Elect performs the duties of the office of the President in the absence or
437 at the request of the President. In the event that the President is unable to complete the
438 term of office, then the President-Elect completes the President's term of office before
439 completing the term for which the President-Elect was originally elected.

441 Immediate Past President/Treasurer.

442 The Immediate Past President/Treasurer plays an active role in the oversight of AOA's
443 financial activities by serving as Chair of the Finance Committee.

445 Past President.

446 The Past President is the final year of the Presidential cycle. The Past President serves
447 as Chair of the Committee on Administrative Personnel.

449 AOA Vice Presidents.

450 The Vice Presidents in the order of their designation and in the absence of the
451 President and President-Elect, perform the duties of the Office of the President. The
452 positions are not related to the presidential succession sequence.

454 Administrative Officers

455 The Constitution and Bylaws identify the following three administrative officers: A Chief
456 Executive Officer (CEO), a Chief Financial Officer (CFO), and a General Counsel.
457 These positions are appointed by the Board of Trustees and serve for a term of office
458 determined by the Board of Trustees. The administrative officers are responsible for
459 rendering advice, counsel and assistance (where and when appropriate) to the AOA
460 Board of Trustees, management and staff. As an officer of the AOA, the responsibilities
461 of the administrative officers are carried out as directed in the AOA Bylaws and as
462 otherwise assigned by the board of trustees and the CEO. Non-CEO administrative
463 officers collaborate on operations on a day-to-day basis with the CEO. However, they
464 are also accountable to the Board of Trustees for duties otherwise assigned by the
465 Board of Trustees. Non-CEO administrative officers' annual performance is rated by the
466 CEO with review by the Committee on Administrative Personnel.

469 CEO.

470 The CEO has the following duties:

- 471 ▪ Serve as the Chief Executive Officer of the Association. This entails coordinating
472 the work performed by the various governance departments, bureaus, and
473 committees of the Association necessary to carry out the policies set by the
474 House of Delegates and Board of Trustees. Except as otherwise provided, all of
475 the AOA's employed staff are supervised by the CEO.
- 476 ▪ Serve as the executive and recording Secretary of the Association. In this
477 capacity, the CEO is responsible for: making certain that the Association keeps
478 appropriate records of its actions and transactions; keeping and overseeing the
479 Association's official correspondence; maintaining accurate records of the
480 proceedings of the House of Delegates and the Board of Trustees; keeping an

accurate record of all transactions conducted by the CEO's office, which shall be subject to examination by the President or the Board of Trustees.

- Present an annual report to the House of Delegates and Board.
- Deliver all AOA property and records to the successor CEO at the expiration of employment; and
- Perform such other duties as may be prescribed by the Board consistent with the Constitution and Bylaws of the Association.

Chief Financial Officer.

The Chief Financial Officer has the following duties:

- Management of the funds and assets of the Association, and disbursement of funds in the manner prescribed by the Board of Trustees.
- Collection of dues and assessments.
- Keep accurate records of the transactions handled by the Chief Financial Officer's office, which shall always be subject to examination by the Board of Trustees. The Chief Financial Officer shall prepare reports on at least a quarterly basis for the Board of Trustees and annually for the House of Delegates and the Board; and
- Perform such other duties as may be prescribed by the Board consistent with the Constitution and Bylaws of the Association.
- Deliver to the successor Chief Financial Officer or to the Board, or their assigned agent, all monies, records, and other property of the Association at the conclusion of employment as Chief Financial Officer.

General Counsel.

The General Counsel has the following duties:

- Serve as the chief legal officer of the Association, responsible for oversight and management of all legal services provided to the Association, its trustees, officers and staff to ensure protection of the Association's legal rights and maintenance of its operations consistent with the limits established by law;
- Provide legal advice and guidance to the trustees, officers and staff, Bureaus, Committees, and Councils of the Association on the legal implications of matters relevant to the Association, including compliance with federal, state and local laws and regulations applicable to a tax-exempt, not-for-profit membership organization and adherence to internal organizational policies and procedures;
- Draft and review contracts and other legal documents, policies, and procedures; research pertinent legal issues; prepare written and oral opinions and position statements on issues identified by the Association's trustees, officers, staff, Bureaus, Committees, and Councils.
- Represent or coordinate the representation of the Association in judicial and administrative proceedings; select, retain, and supervise outside counsel, as required, to obtain legal opinions or to handle claims and litigation; and
- Perform such other duties as may be prescribed by the Board consistent with the Constitution and Bylaws of the Association.

AOA Staff and Personnel Issues

The AOA CEO oversees the activities of all employed staff of the AOA. The CEO reports on material staff, and personnel issues to the Committee on Administrative Personnel (COAP), which reports to the Board of Trustees. Concerns regarding individual staff members should be brought to the attention of the CEO or the Director of the Department of Human Resources.

The Board of Trustees may delegate responsibilities with respect to oversight of personnel issues to the COAP while retaining its responsibilities and authority. The Board of Trustees will review and may take action upon recommendations of the COAP.

Departments, Bureaus, Committees, and Councils

The AOA's policy is developed through a network of Bureaus, Committees, Councils, Commissions, and Task Forces, which are arranged under six Departments in the Board of Trustees governance structure. The Department's focus on advancing the specific strategic paths identified in the AOA's Strategic Plan. Each Department is led by a Department Chair, who is a member of the Board of Trustees and the Executive Committee. These departments mirror, but are not synonymous with, the departments which reside in organizational operations.

The different units of organizational structure are generally understood to have the following meanings:

- A "Bureau" is an entity created by the Board of Trustees to provide oversight of a non-Board function. Bureau members are appointed by the President (subject to approval by the Board of Trustees). Except where positions are designated for public members (i.e., non-physicians serving on a bureau or committee who are intended to represent and speak for the interests of the public and consumers of osteopathic medical services), membership in both the AOA and a divisional society shall be a requisite for qualification for service on a bureau of the Association.
- A "Committee" is an entity created by the Board of Trustees to provide oversight of a Board function. Committee members are appointed by the President (subject to approval by the Board of Trustees) but, with the exception of public members or student or postdoctoral trainee/members, the membership is usually comprised of Board members. Under Illinois law, a majority of a Committee must be Board members and there must be at least two Board members serving on the Committee. Committees report to the Board of Trustees through a Department. Except where positions are designated for public members, membership in both the AOA and a divisional society shall be a requisite for qualification for service on a committee of the Association.

- A “Council” is an entity created by the Board of Trustees to report to a Bureau or Committee. Councils provide oversight of specific issues within the purview of a larger Bureau or Committee. The Council’s membership is appointed by the President (subject to approval by the Board of Trustees). Except where positions are designated for public members, membership in both the AOA and a divisional society shall be a requisite for qualification for service on a council of the Association (RES. NO. H-505-A/2024).
- A “Commission” is an entity created by the Board of Trustees with responsibility for a non-Board function, whose membership shall be appointed by the President (subject to approval by the Board of Trustees). Commission membership can be drawn from AOA members and other individuals from outside the AOA who can provide specific expertise on the issues assigned to the Commission. Commissions report to the Board of Trustees through a Department and are subject to budgetary and other constraints but shall have independent decision-making with respect to defined subject matter.
- A “Task Force” is an entity created by the President (with approval of the Board of Trustees) to review a specific assigned issue. The President (subject to approval of the Board of Trustees) appoints the members of a Task Force, and the members may include a combination of AOA members and other individuals from outside the AOA who can provide specific expertise on the issue assigned to the Task Force. The Task Force should report back to the Board of Trustees through a Department regarding its progress and conclusions. Task Forces are expected to resolve their business expeditiously and disband upon completion of their assignments.

A brief description of the current Department-Bureau-Committee-Council structure is set forth below.

Except as otherwise stated, multi-year appointments to all AOA Bureaus, Committees, and Councils are for staggered terms.

Department of Affiliate Relations

The Department of Affiliate Relations consists of the Bureau established by the House of Delegates or the Board of Trustees that is dedicated to issues related to collaboration with other organizations, including osteopathic and non-osteopathic entities.

Bureau of Affiliate Relations

The Bureau of Affiliate Relations (BAR) provides the AOA state and specialty affiliates with a direct link and structured opportunities to participate in the AOA’s policy development process. It also provides the affiliates with a forum to exchange information. The BAR is designed for the state and affiliated organizations to: advise the AOA on pertinent issues; gather and disseminate relevant information; review and provide input into affiliate leader education; oversee affiliate award recognition

618 programs; and educate and mentor each other. The BAR reports to the Board of
619 Trustees.

620 621 **Finance Department**

622
623 The Finance Department consists of committees established by the House of Delegates
624 and the Board of Trustees related to the businesses and operations of the AOA. The
625 Department has general supervisory authority over all AOA activities involving the
626 AOA's finances.

627 628 Finance Committee

629 The Finance Committee plans and prepares the AOA's fiscal program. It reviews and
630 approves the annual budget and budget adjustments. It receives financial statements
631 and other reports from the CFO concerning the AOA's financial status. The Committee
632 reviews all resolutions with fiscal impact prior to Board of Trustees action. Similarly, the
633 House of Delegates cannot authorize an appropriation without first securing the
634 recommendation of the Finance Committee approved by the Board of Trustees,
635 although an adverse ruling on such motions may be overruled by a three-fourths vote of
636 the House of Delegates. The Finance Committee also provides oversight of the financial
637 performance and assets of the Association.

638 639 Audit Committee

640 The Audit Committee is comprised of three members of the Board of Trustees who do
641 not serve on the Finance Committee. It is responsible for oversight of the audit process,
642 including selection of the audit firm and meeting with the auditors as needed and
643 appropriate during the audit process. It is their responsibility to approve the audit with
644 ratification from the Finance Committee and Board of Trustees. As part of the audit
645 processes and procedures, the Committee meets with the auditors without management
646 (staff) present.

647 648 Joint Board House Budget Review Committee

649 The Joint Board House Budget Review Committee includes members of the Board of
650 Trustees and House of Delegates (appointed by the Speaker of the House of
651 Delegates, the President and the President-Elect) and serves as a House of Delegates
652 reference committee. The joint Board House Budget Review Committee is to report to
653 the House of Delegates and obtain concurrence from the House for the upcoming year's
654 budget. Each year, following the Board of Trustees' approval of the annual budget, the
655 budget is reviewed with and reported to the Joint Board House Budget Review
656 Committee. Additionally, the committee also is responsible for review of the AOA's
657 policy governing use and maintenance of a financial reserve.

Department of Education

The Department of Educational Affairs consists of the bureaus, committees, councils, and commission established by the House of Delegates or the Board of Trustees to carry out efficiently the work of the AOA related to the full continuum of osteopathic medical education, including accreditation of the colleges of osteopathic medicine, approval of postdoctoral education programs completing the teach out of their final Residents and continuing medical education and board certification.

Bureau of Osteopathic Education (BOE)

The BOE provides governance to all educational endeavors of the association, except for activities of the Commission on Osteopathic College Accreditation. As part of the recommendations from the 2010-11 Educational Policy and Procedures Review Committee, BOE was given responsibility for development of policy and procedures necessary for the entire continuum of osteopathic medical education (B58-A/2011 Bureau of Education). Typically, the regular meetings of the BOE occur three times per year.

Program and Trainee Review Council (PTRC)

The PTRC provides oversight for the osteopathic (AOA-accredited) postdoctoral training programs that did not transition into the single accreditation system. It is scheduled to be sunset after all remaining residents in AOA-accredited programs complete training. It reviews residency program recommendations from the applicable specialty college's evaluating committee for final approval, denial or deferral of action and reports on its actions to the BOE.

Council of OMED

The Council of OMED is responsible for governance advice for the programming and planning of the AOA's annual Osteopathic Medical Education Conference. OMED is the premier source for quality osteopathic Continuing Medical Education.

Commission on Osteopathic College Accreditation (COCA)

The COCA, which is the successor to the former Bureau of Professional Education (BPE), is recognized by the United States Secretary of Education (USSE) as the only accrediting agency for colleges of osteopathic medicine (COMs) in the United States. Per the United States Department of Education (USDE) requirements, COCA has administrative autonomy to carry out its accrediting functions and AOA is to play "no role in making or ratifying either the accrediting or policy decisions" of COCA. 34 C.F.R. § 602.14(d). The Commission on Osteopathic College Accreditation Handbook as well as the Policies and Procedures of COCA further describe the COCA's membership and procedures.

Department of Governmental Affairs

The Department of Governmental Affairs consists of the Bureau and Councils established by the House of Delegates and the Board of Trustees to advocate on behalf of the osteopathic profession and its members.

Bureau on Federal Health Programs (BFHP)

The Bureau on Federal Health Programs (established in 1960) provides direction on the federal legislative and regulatory activities of the AOA Department of Governmental Affairs.

The Bureau:

- Studies and evaluates federal health and education issues of interest to osteopathic physicians and those they serve;
- Ensures that the policies of the AOA and the directives of the board of trustees are followed and promoted;
- Provides timely information on federal legislative and regulatory issues to the osteopathic medical community;
- Promotes the active involvement of members of the osteopathic medical community in grassroots activities that promote the interests of the community, and
- Provides a forum for the recognition of the Training in Policies Studies (TIPS) program.

The Bureau's membership structure includes a Council on State Health Affairs (formerly the Bureau of State Government Affairs) and a Council on Economic and Regulatory Affairs (formerly the Bureau of Socioeconomic Affairs). Council appointees may participate in BFHP meetings at the discretion of the BFHP chair.

Council on State Health Affairs (CSHA)

The CSHA was established in 1949 and changed to its present form in March 1991. It is the representative body created to assure the AOA Board of Trustees and the osteopathic family that the tenets of the profession are protected and advanced in all 50 states and Washington, DC. The CSHA carries out this mission by providing detailed information to state osteopathic associations and specialty colleges on issues impacting the profession. The CSHA also has the obligation to deliberate and recommend new policy and policy revisions to be adopted by the AOA Board of Trustees and the AOA House of Delegates on state initiatives. The CSHA typically meets three times during the fiscal year.

Council on Economic and Regulatory Affairs (CERA)

The purpose of the CERA, (formerly the Bureau of Socioeconomic Affairs, first organized in 1998) is to advise on physician payment policy on behalf of the profession to the AMA CPT Editorial Panel AND AMA/Specialty Society Relative Value Scale Update Committee (RUC). The Council will guide AOA's involvement in federal government regulations covering health care payment and

749 delivery system reforms and will coordinate with the American Osteopathic
750 Information Association (AOIA) and other AOA affiliates on relevant issues. The
751 Council also has the obligation to deliberate and recommend new policy and
752 policy revisions to be adopted by the AOA Board of Trustees and the AOA House
753 of Delegates. In addition, the Council is to serve as expert advisors to physicians
754 and their practices on value-based payment arrangements.

755 756 **Membership Department**

757
758 The Membership Department consists of the Bureaus established by the House of
759 Delegates or the Board of Trustees related to concerns of members and other
760 osteopathic physicians. The department has general governance authority over all
761 Association activities directed toward the profession.

762 763 Bureau of Membership

764 The Bureau of Membership makes recommendations to the Board of Trustees on
765 policies affecting AOA membership development including recruitment and retention.
766 Members of the Bureau evaluate trends, may conduct research to make policy
767 recommendations, review exceptions to policy, review proposals for programs that
768 provide tangible member benefits and encourage the membership focus of the
769 organization.

770 771 Bureau of Emerging Leaders (BEL)

772 The BEL is the representative body and advocate for all osteopathic medical students,
773 osteopathic physicians in postdoctoral training and osteopathic physicians who are no
774 more than five years past the completion of postdoctoral training.

775
776 The primary goals of the BEL are to:

- 777 ▪ focus on issues important to their colleagues, and
- 778 ▪ develop opportunities and resources that will further the AOA's strategic plan and
- 779 engage students, postdoctoral trainees and new physicians in the osteopathic
- 780 medical profession and the AOA.

781
782 These opportunities and resources may include events, online content, leadership roles,
783 networking, mentorship, and community outreach. The BEL may create working groups.
784 The BEL will focus on policy development to best represent their constituents and has
785 three delegates, and three alternates attend the annual AOA House of Delegates.

786
787 As the voice of the student, postdoctoral, and new physician in practice membership of
788 the AOA needs to be heard, the President may appoint (with the recommendation of the
789 BEL) advisors to the BEL. These advisors shall be an osteopathic medical student, a
790 postdoctoral trainee, and one who is a new physician in practice all of whom serve one-
791 year terms.

793 Bureau of International Osteopathic Medicine (BIOM)

794 The BIOM promotes the highest standards of osteopathic medical education and
795 practice throughout the world. The Bureau's vision is acceptance of osteopathic
796 medicine as a complete system of medical care throughout the world.

797
798 **Department of Research and Public Health**

799
800 The Department of Research and Public Health consists of the bureau established by
801 the House of Delegates or the Board of Trustees that relates to issues of research and
802 public health. It also includes the A.T. Still Foundation and Research Institute.

803
804 A. T. Still Foundation and Research Institute

805 The A.T. Still Foundation is a separate organization that funds research activities, rather
806 than conducting research. Research activities are restricted to clinical research and
807 research involving osteopathic manipulative treatment / osteopathic principles and
808 practices. The AOA appoints a committee that oversees the expenditure of funds from
809 the A.T. Still Foundation. Recommendations for funding may come from the Bureau of
810 Osteopathic Research and Public Health (BORPH) as well as from other committees of
811 the AOA. The A.T. Still Foundation generally meets once each year at the time of the
812 AOA Annual Meeting. The current Foundation has existed since 1935 and is the
813 successor to the A.T. Still Postgraduate College of Osteopathy founded in 1906. Income
814 for the Foundation is received through proceeds of the Burnett-Timken Trust.

815
816 Bureau of Osteopathic Research and Public Health (BORPH)

817 The Bureau of Osteopathic Research and Public Health (BORPH) directs all AOA
818 research and public health activities. These activities include managing all research
819 grant and fellowship programs, developing public health educational programs and
820 initiatives, and advising AOA on public health and research policy. Members also
821 participate in and encourage educational programs on important public health issues,
822 presentations on current clinical research and the research call for abstracts and poster
823 competition at OMED. The BORPH reports to the Board of Trustees.

824
825 **Non-Departmental Governance**

826
827 Committee on AOA Governance and Organizational Structure (CAGOS)

828 CAGOS is responsible for review and recommendations on governance issues.
829 Additionally, the Committee reviews and makes recommendations with respect to the
830 internal structure of the AOA's review of bureau, committee, and council structure and
831 the development of new Task Forces and Ad Hoc Committees.

832
833 Subcommittee on AOA Constitution and Bylaws

834 The subcommittee is responsible for reviewing the wording of all proposed
835 amendments to the AOA's Constitution, Bylaws, Code of Ethics, and the
836 Administrative Guide. It reports on its recommendations to the Board of Trustees
837 through the Committee on AOA Governance & Organizational Structure.

839 Subcommittee on Basic Documents

840 The subcommittee is the Board's reference committee responsible for reviewing
841 the basic documents and other pertinent documentation from the AOA's state,
842 specialty, and non-practice affiliates to ensure that they generally conform to the
843 AOA's governing documents. Additionally, the subcommittee works with all
844 members of the osteopathic family of organizations to resolve disputes that may
845 arise between affiliated organizations.

846
847 Committee on Strategic Planning (CSP)

848 The CSP is not a standing committee of the AOA. It will be formed and engaged
849 whenever the AOA is involved in the strategic planning process. It is responsible for
850 developing a three-year strategic plan to be reviewed and approved by the AOA Board
851 of Trustees and House of Delegates.

852
853 Committee on Administrative Personnel (COAP)

854 The Committee on Administrative Personnel (COAP) is responsible for the business
855 aspects of AOA staffing and development. The committee approves the increasing of
856 staff complement, within budgeted parameters, and staff benefits (health insurance,
857 etc.). The COAP reports to the Board of Trustees.

858
859 Committee on Awards

860 The AOA Committee on Awards is responsible for the determination of certain awards,
861 including the annual A.T. Still Memorial Lecturer and all other awards as recommended
862 by the Committee to the AOA Board of Trustees.

863
864 Bureau of Osteopathic Specialists (BOS)

865 The BOS, organized in 1939 to meet the needs resulting from the growth of
866 specialization in the osteopathic profession, is the supervisory body for the approved
867 specialty certification boards of the American Osteopathic Association. The BOS is
868 dedicated to establishing and maintaining high standards of certification for osteopathic
869 and non-osteopathic physicians and seeks to ensure that the physicians it certifies
870 demonstrate expertise and competence in their respective areas of specialization. The
871 membership of the BOS consists of one representative from each of the AOA-approved
872 Specialty Certifying Boards as well as the members of the BOS Executive Committee,
873 which consists of the BOS Chair, BOS Vice-Chair, Immediate Past BOS Chair, and the
874 Executive Committee members appointed by the AOA President. In addition to the BOS
875 Executive Committee, the BOS may have several specialized subcommittees that report
876 to the full BOS on their actions and recommendations, including, but not limited to, the
877 BOS Appeal Committee, Certification Compliance Review Committee, Conjoint
878 Certification Oversight Committee, and the Standards Review Committee.

879
880 Ethics Review and Board Appeals Committee

881 The Ethics Review and Board Appeals Committee hears the appeals of AOA members
882 seeking a hearing of various issues. It also reviews complaints, researches questions of
883 ethics, and develops suggested policy for the Board of Trustees in order to develop and
884 refine AOA policy to guide member physicians in their professional lives. The

Committee's subcommittees report to the Board of Trustees and is further guided by Administrative Procedures approved by the Board of Trustees.

President's Advisory Council (PAC)

Each AOA president may select a committee of former AOA Presidents to provide advice and counsel concerning various issues that confront the AOA and the osteopathic profession. Members of the PAC may attend deliberations of the Board of Trustees, unless otherwise requested by the President.

House of Delegates Committee on Credentials

Under the AOA's Bylaws (Article V, Section 3) the AOA President is responsible for selecting three or more members of the House of Delegates committee on credentials. The Committee is to be provided with a list of delegations invited to attend the House of Delegates and the number of delegates to which each such delegation is entitled. Additionally, the committee is responsible for reviewing credentials of delegates and reporting to the house concerning the delegates entitled to be seated in the House of Delegates.

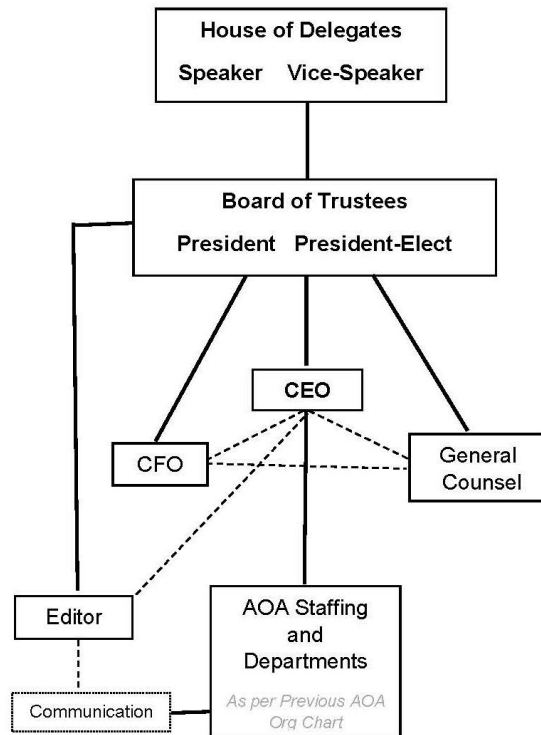
Amendments to the Administrative Guide

Amendments to the Administrative guide may be made at any regularly or specially called meeting of the Board of Trustees by majority vote of the Board. Revision dates shall be posted to the cover of the guide and updated on the website accordingly.



Appendix A Organizational Charts (Governance and Staff)

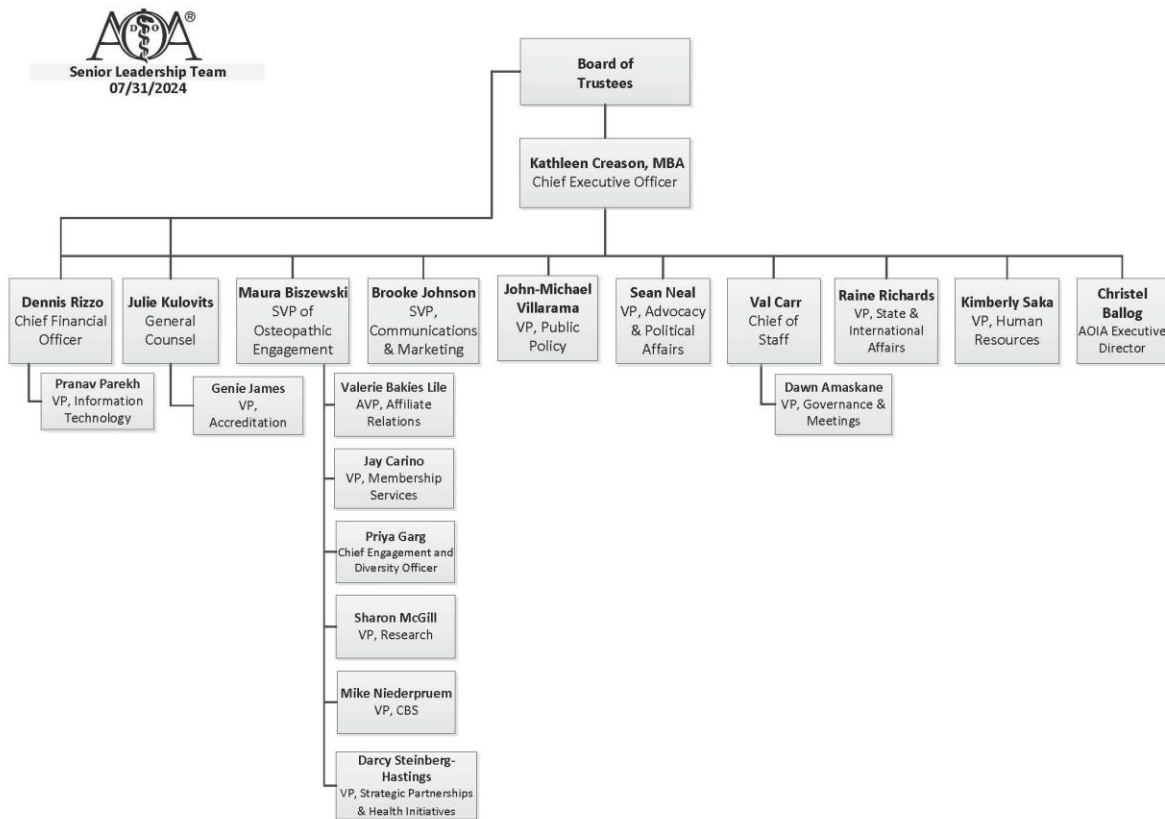
Governance

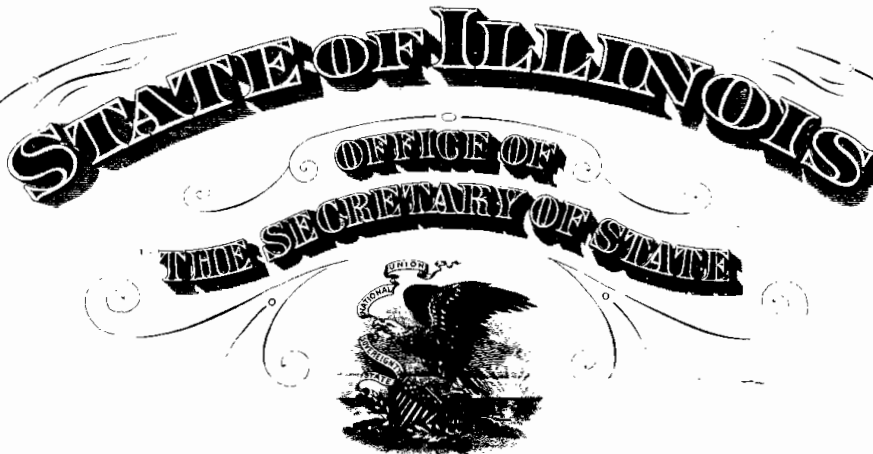




Appendix A Organizational Charts (Governance and Staff)

Staff





To all to whom these Presents Shall Come, Greeting:

Whereas, a CERTIFICATE, duly signed and acknowledged, has been filed in the Office of the Secretary of State, on the 18th day of September A.D. 19²³ for the organization of the

THE AMERICAN OSTEOPATHIC ASSOCIATION

under and in accordance with the provisions of "AN ACT CONCERNING CORPORATIONS" approved April 18, 1872, and in force July 1, 1872, and all acts amendatory thereof, a copy of which certificate is hereto attached;

Now Therefore, I, LOUIS L. EMMERSON, Secretary of State of the State of Illinois, by virtue of the powers and duties vested in me by law, do hereby certify that the said

THE AMERICAN OSTEOPATHIC ASSOCIATION

is a legally organized Corporation under the laws of this State.

In Testimony Whereof, I hereto set my hand and cause to

be affixed the Great Seal of the State of Illinois,

Done at the City of Springfield, this 18th

day of September A.D. 19²³ and

of the Independence of the United States

the one hundred and 49th.

(SEAL)

THIS STATEMENT MUST BE FILED IN DUPLICATE.

STATE OF ILLINOIS,

Cook County. } ss.

PAID

SEP 18 1923

2-2427

FEE \$10

\$ 10 - RRB

F. 4.

To LOUIS L. EMMERSON, Secretary of State:

We, the undersigned Dr. C. J. Gaddis, Dr. C. P. McConnell, Dr. Fred Bischoff,

citizens of the United States, propose to form a corporation under an Act of the General Assembly of the State of Illinois, entitled, "An Act concerning Corporations," approved April 18, 1872, and all acts amendatory thereof; and for the purpose of such organization we hereby state as follows, to-wit:

1. The name of such corporation is The American Osteopathic Association. 021

2. The object for which it is formed is To promote the interest and influence of the science of osteopathy, and of the osteopathic profession, by all means conducive to their development and establishment.
By stimulating original research and investigation, and collecting and publishing the results of such work for the benefit of the profession and humanity.
By elevating the standards of osteopathic education and advancing osteopathic knowledge.
By directing and fostering a correct public opinion of the relations of the osteopathic profession to society and to the state, and providing for the united and frequent expression of the views of the profession.
By promoting friendly emulation and social intercourse among the members of the profession, and securing prompt and concerted action in all matters of common interest, to the end:
That the evolution of the principles of osteopathy shall be an ever-growing monument to the beloved memory of Dr. Andrew Taylor Still, whose original researches made osteopathy as a science possible.

3. The management of the aforesaid Association shall be vested in a board of Fifteen Directors.

4. The following persons are hereby selected as the Directors to control and manage said corporation for the first year of its corporate existence, viz.:

NAME	NUMBER	ADDRESS	CITY	STATE
W. Curtis Brigham	801 Ferguson Bldg.	Fort Worth	Los Angeles	Cal.
H. M. Walker	1103 F. & M. Bldg.	Chicago	Chicago	Texas
R. B. Gilmour	407 Security Building	Chicago	Chicago	Ill.
E. J. Drinkall	1510 Kimball Bldg.	Chicago	Chicago	Ill.
S. H. Kjerner	701 Waldheim Bldg.	Chicago	Chicago	Mo.
H. L. Chiles	58 Main Street	Orange	Orange	N. J.
L. S. Keyes	1216 Nicollet Ave.	Minneapolis	Minneapolis	Minn.
F. P. Millard	12 Richmond St.	Toronto	Toronto	Ont. Canada
Josephine Pierce	Savings Bank Bldg.	Lima	Lima	Ohio
Geo. V. Webster	Strickland Bldg.	Carthage	Carthage	N. Y.
D. L. Clark	1415 Temple Court Bldg.	Denver	Denver	Col.
Roberta Wimer-Ford	Hoge Building	Seattle	Seattle	Wash.
E. Clair Jones	E. King & Duke Streets	Lancaster	Lancaster	Pa.
John Peacock, Jr.	171 Westminster St.	Providence	Providence	R. I.
Canada Wendell	Lehman Bldg.	Peoria	Peoria	Ill.

5. The location is in the city of Chicago in the county of Cook in the State of Illinois, and the post office address of its business office is at No. Rooms 606-7 Brunswick Bldg.

623 South Wabash Avenue Street, in the said City of Chicago, Illinois

SIGNED,

C. J. Gaddis
C. P. McConnell
Dr. Fred Bischoff

(005)

ss.

3-2427

STATE OF ILLINOIS,

County, } ss

I, John S. Atwood

a Notary Public in and for the

County and State aforesaid, do hereby certify that on this 15th day of

September A. D. 1923, personally appeared before me

Dr. C. J. Kaddis
Dr. C. P. McCornell
Dr. Fred Bischoff

to me personally known to be the same persons who executed the foregoing certificate, and severally acknowledged that they had executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

(Seal Here)

John S. Atwood

Notary Public.

MY COMMISSION EXPIRES MARCH 26, 1925

118811

1718

The

Location

CERTIFICATE.

Note.—The Constitution provides that all Fees shall "be paid in advance into the State Treasury."

FEE \$10.00.

That all societies corporations and associations not for pecuniary profit, hereafter organized under the laws of the State of Illinois shall pay to the Secretary of State before there shall issue a certificate of incorporation, a fee of \$10.00.

—Sec. 10d, p. 1325, Hurd's Revised Statutes of Illinois.

PHILLIPS BOOK & PRINT
SPRINGFIELD, ILLINOIS

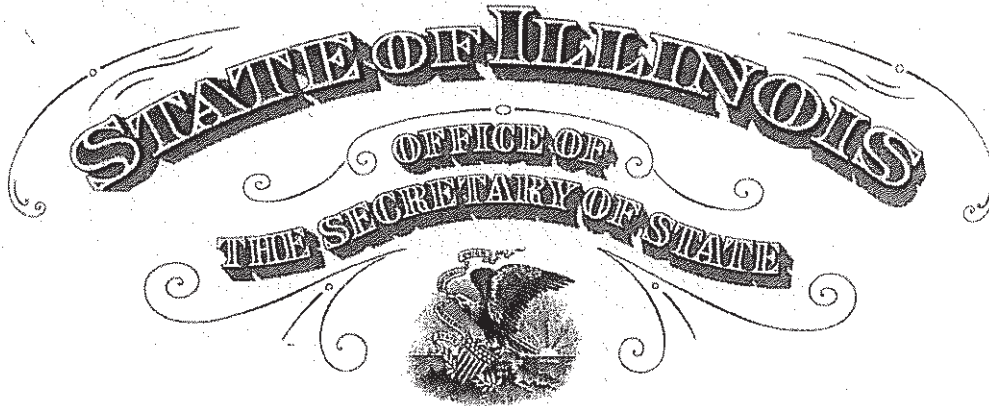
FILED

SEP 18 1923

Adrian K. Gonsky
SECY. OF STATE.

25

Certificate Number 21123



To all to whom these Presents Shall Come, Greeting:

I, EDWARD J. HUGHES, Secretary of State of the State of Illinois
do hereby certify that the following and hereto attached is a true
photostatic copy of the Certificate of Amendment to Articles
of Association of THE AMERICAN OSTEOPATHIC ASSOCIATION, filed
July 25, 1938.

The original, of which is now on file, and a matter of record in this office.

In Testimony Whereof, *I hereto set my hand, and cause to*
be affixed the Great Seal of the State of Illinois,
Done at the City of Springfield this 28th
day of July *A.D. 19* 38.



Edward J. Hughes
SECRETARY OF STATE.

STATE OF ILLINOIS,

County of Cook

I hereby certify that at a regular

meeting of the body

authorized to adopt amendments to the Articles of Association of
The American Osteopathic Association pursuant to the rules of the Association
held on July 14 A. D. 1938 at ten o'clock A. M. pursuant
to the rules of said corporation, the following resolution ^{were} adopted, in accordance with the By-Laws of said
corporation:

1101 JUL 25 '38 19

"Be it Resolved that Paragraph Number 2 of the Articles
of Association be and the same is hereby amended by striking
out the entire paragraph and substituting in lieu thereof the
following:

'The objects of this Association shall be to promote
the public health, and the art and science of the osteo-
pathic school of practice of the healing art;

By elevating and maintaining high standards of
osteopathic education and by advancing the profession's
knowledge of surgery, obstetrics, and the prevention,
diagnosis and treatment of disease in general;

By stimulating original research and investiga-
tion; and by collecting and disseminating the results
of such work for the education and improvement of
the profession and the ultimate benefit of humanity;

That the evolution of the osteopathic principles
shall be an ever-growing tribute to Andrew Taylor
Still, whose original researches made possible osteo-
pathy as a science.'

Be it Resolved that Paragraph Numbered 3 of the
Articles of Association be and the same is hereby amended by
eliminating the entire paragraph and inserting in lieu
thereof the following:

'The management of the aforesaid Association shall
be vested in a Board of twenty Trustees, the powers
of which may be delegated to an Executive Committee
pursuant to the rules of the Association.'

R.C. McCaughey
SECRETARY

STATE OF ILLINOIS,

County of Cook

I, Arthur E. Allen

being duly sworn, declare on oath that I am

President of the corporation mentioned in the foregoing certificate, and that the statements therein are true in
substance and in fact.

In witness whereof, I have hereunto set my hand and caused the seal of
said Corporation to be affixed, this

day of July A. D. 1938.

(Corporate Seal Here)

Arthur E. Allen
PRESIDENT

Subscribed and sworn to before me this 21st day of July
A. D. 1938.

MY COMMISSION EXPIRES JAN. 24, 1941 NOTARY PUBLIC

Box 1718 No. 118811

CERTIFICATE
OF

Amendment to Articles of

Association amending
object and changing number of
directors of

The
The American Osteopathic

Association

Fee for Filing \$1.00

FILED

JUL 25 1938

Edward J. [illegible]

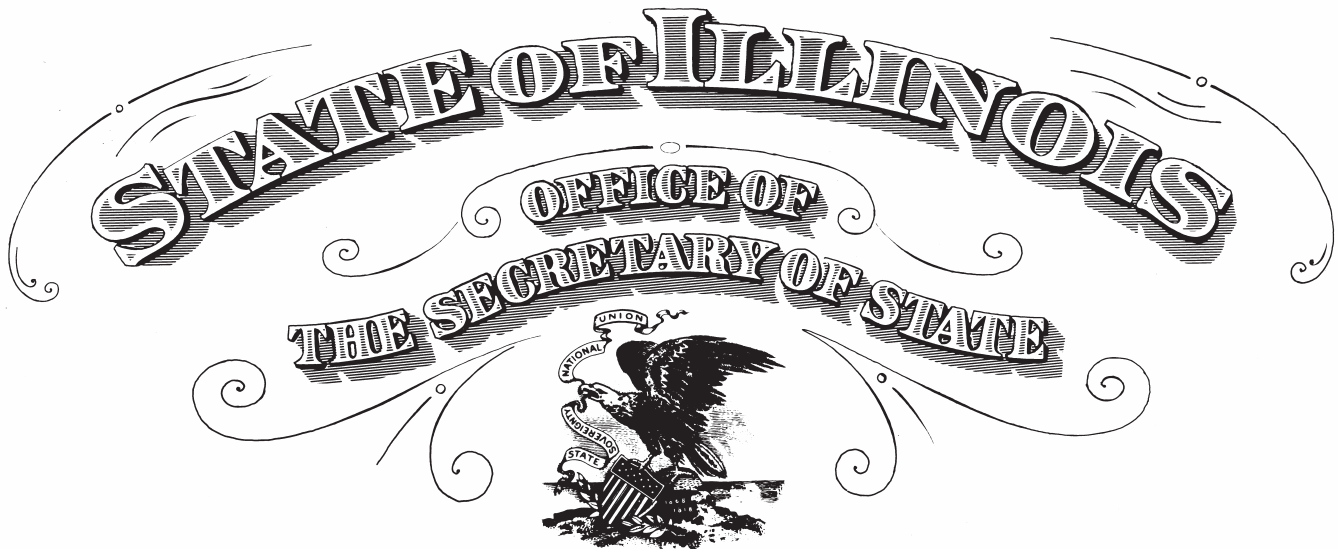


CERTIFIED COPY

OF

STATE OF ILLINOIS,

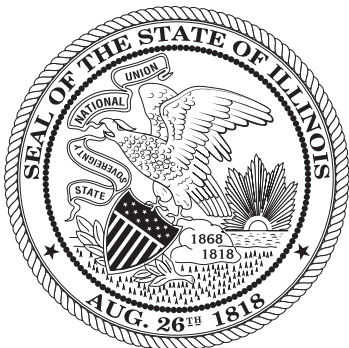
Office of the
Secretary of State



To all to whom these Presents Shall Come, Greeting:

I, Alexi Giannoulas, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 4 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR AMERICAN OSTEOPATHIC ASSOCIATION.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 11TH
day of FEBRUARY A.D. 2025 .

Alexi Giannoulas

**ARTICLES OF AMENDMENT
RESTATED ARTICLES
OF INCORPORATION**

General Not For Profit Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-7808
www.ilsos.gov

FILED

DEC 23 2024

ALEXI GIANNOULIAS
SECRETARY OF STATE

Remit payment in the form of a
check or money order payable
to Secretary of State.

File #:

17188119

Filing Fee: \$100

Approved: ym

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate name (Note 1): American Osteopathic Association

2. Manner of adoption of amendment:

The following amendment to the Articles of Incorporation was adopted on July 20, 2024 in the
manner indicated below (Check one only): Month Day, Year

☐ By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in
accordance with Section 110.15. (Note 2)

☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45
(Note 3)

☒ By members at a meeting of members entitled to vote by the affirmative vote of the members having not
less than the minimum number of votes necessary to adopt such amendment, as provided by this Act,
the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)

☐ By written consent signed by members entitled to vote having not less than the minimum number of votes
necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws,
in compliance with Sections 107.10 and 110.20. (Note 5)

3(a). List all provisions of the restated articles of incorporation that amend the existing articles of incorporation. (Attach
additional pages if extra space is needed.)

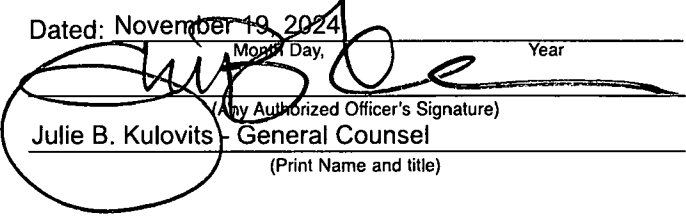
Paragraphs 1 through 5 of the Articles of Incorporation are deleted and replaced in their entirety with the attached
Amended and Restated Articles of Incorporation.

3(b). Text of the Restated Articles of Incorporation (Note 6)

(Attach additional pages if extra space is needed.)

See attachment.

4. The undersigned corporation has caused these articles to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **Black Ink**.)

Dated: November 19, 2024
Month Day, Year

(Any Authorized Officer's Signature)
Julie B. Kulovits - General Counsel
(Print Name and title)

American Osteopathic Association
(Exact Name of Corporation)

5. If there are no duly authorized officers, then the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated: _____
Month Day, Year

Signature

Print Name and Title

_____	_____
_____	_____
_____	_____
_____	_____

NOTES

- Note 1: State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.
- Note 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15
- Note 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) by consent, in writing, without a meeting.
- Note 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

- Note 5: When member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

- Note 6: The text of the restated articles of incorporation must set forth the following:

(i) The date of incorporation, the name under which the corporation was incorporated, subsequent names, if any, that the corporation adopted pursuant to amendment of its articles of incorporation, and the effective date of any such amendments;

(ii) the address of the registered office and the name of the registered agent on the date of filing the restated articles of incorporation.

If the registered agent and/or registered office have changed, it will be necessary to accompany this document with form NFP 105.10.

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

Article 1. Name of Corporation

American Osteopathic Association (the "Organization") was incorporated in September 18, 1923.

Article 2. Registered Agent

Corporate Creations Network, Inc.
1320 Tower Road
Schaumburg, Cook County, 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 principles 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.



Appendix H Rules of Executive Session

Rules of Executive Session

According to Robert's Rules of Order 12th Edition, Section 9:24-26, an executive session has come to mean any meeting of a deliberative assembly, or a portion of a meeting, at which the proceedings are secret. Whenever a meeting is being held in executive session, only members of the body that is meeting, special invitees, and such employees or staff members as the body or its rules may determine to be necessary are allowed to remain in the hall. All persons who are not members of the board or committee, and who are not otherwise specifically invited, are excluded from the meeting.



Appendix I
AOA Code of Leadership

AOA Code of Leadership

As a member of the Board of Trustees of the American Osteopathic Association (AOA), I am fully committed to the Association and its mission. I recognize that leadership is a higher calling and carries additional responsibilities and obligations to support the activities of the AOA. As a leader, my decisions and actions must be guided by what is best for the Association. To this end, I pledge to honor and promote the AOA and its mission by following three guiding principles:

- I. I will maintain and strengthen the **Vision** of the AOA by the Board of Trustees, as demonstrated by...
 - Defining with my Board colleagues the mission of the Association and participating in strategic planning to review the purposes, programs, priorities, funding needs, and targets of achievement.
 - Annually contributing to osteopathic philanthropy and encouraging DO colleagues to do the same.
 - Publicly supporting and promoting the Association's policies within the osteopathic family and to the public.
- II. I will conduct myself with the highest level of **Integrity** to honor the AOA and to support the highest ideals of the osteopathic profession for which it stands, as demonstrated by...
 - Accepting the Constitution, Bylaws and Code of Ethics of the Association, understanding that I am morally and ethically responsible for the health and vitality of the Association, and adhering to the AOA Conflict of Interest policy by recusing myself from discussions or votes in which I may not be impartial.
 - Leading the way by being an enthusiastic booster and a positive advocate for the Association.
 - Accepting that every Board member is making a statement of faith about every other Board member, we trust each other to carry out this Code to the best of our ability.
- III. I will be **Competent** in my actions and decisions for the AOA, as demonstrated by...
 - Fulfilling my financial responsibilities by reviewing and approving the annual budget, overseeing adherence to it, ensuring an independent audit takes place, and overseeing the investment policies and procedures of the association.
 - Making myself available to attend Board meetings, taking phone calls, and serving on committees, and being prepared for these meetings by reading agenda and other materials.
 - Understanding that the job of the Board is to govern, not manage.

Approved: _____

Date: _____



Appendix J
AOA Leadership Values

AOA Leadership Values

1. We will conduct ourselves **professionally** and **respectfully** at all times.
2. We will cooperate and focus our energies on **setting direction** and providing **strategic thinking** as we lead the association.
3. We will be aware of how our decisions and actions **affect others**.
4. We will **consult with others** who might be affected before taking any significant action or decision.
5. We will be respectfully **open, direct and truthful** with our ideas and opinions.
6. We will respect and maintain the **confidentiality** of specific issues or situations.
7. We will agree and disagree on particular subjects **without personalizing** the issues.
8. We will listen and try not to be defensive when others **disagree** with our perspective.
9. As we strive to meet our personal goals, we will try to do so in a way that does not sacrifice **organizational goals**.
10. We will ensure that decision making is based on **quality and factual information** so that our decisions and programs have a timely impact on our membership.



AMERICAN
OSTEOPATHIC
ASSOCIATION