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Short Form

OMB No. 1545-1150

Form **990-EZ****Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

- Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
- The organization may have to use a copy of this return to satisfy state reporting requirements.

2009**Open to Public Inspection**Department of the Treasury
Internal Revenue Service**A For the 2009 calendar year, or tax year beginning JULY 1****, 2009, and ending JUNE 30, 2010**

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization		D Employer identification number
		IOWA OSTEOPATHIC ASSOCIATION		42-0334865
		Number and street (or P O box, if mail is not delivered to street address) Room/suite		E Telephone number
		950 12TH STREET		(515) 283-0002
City or town, state or country, and ZIP + 4		F Group Exemption Number		
DES MOINES, IA 50309				

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method ☐ Cash ☐ Accrual
Other (specify) **MODIFIED CASH**

I Website: ► www.ioma.org**J Tax-exempt status** (check only one) - ☒ 501(c) (6) (insert no) 4947(a)(1) or 527

H Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ **\$ 314,153**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	
	2	Program service revenue including government fees and contracts	2	172,423
	3	Membership dues and assessments	3	134,046
	4	Investment income	4	45
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ☐		
	6a	Gross revenue (not including \$ of contributions reported on line 1)	6a	
6b	Less direct expenses other than fundraising expenses	6b		
6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
7b	Less cost of goods sold	7b		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ► RENT)	8	7,639	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	314,153	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	1,525
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	135,335
	13	Professional fees and other payments to independent contractors	13	18,026
	14	Occupancy, rent, utilities, and maintenance	14	19,563
	15	Printing, publications, postage, and shipping	15	7,905
	16	Other expenses (describe ► SEE ENCLOSED SCHEDULE)	16	104,579
	17	Total expenses. Add lines 10 through 16	17	286,933
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	27,220
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	103,901
	20	Other changes in net assets or fund balances (attach explanation)	20	5,548
	21	Net assets or fund balances at end of year Combine lines 18 through 20	21	136,669

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II)		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	50,395	66,327
23	Land and buildings	114,882	105,788
24	Other assets (describe ► INVESTMENTS)	13	5,561
25	Total assets	165,290	177,676
26	Total liabilities (describe ► SEE ENCLOSED SCHEDULE)	61,389	41,007
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	103,901	136,669

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2009)

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Part V Other Information (Note the statement requirements in the instructions for Part V)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a NONE		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations Enter		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ , section 4912 ▶ , section 4955 ▶		
b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		
c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶		
d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ▶		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41 List the states with which a copy of this return is filed ▶ NONE		
42a The organization's books are in care of ▶ EXECUTIVE DIRECTOR Telephone no ▶ (515) 283-0002 Located at ▶ 950 12TH ST DES MOINES, IA ZIP + 4 ▶ 50309		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
If "Yes," enter the name of the foreign country ▶		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside of the U S ?		X
If "Yes," enter the name of the foreign country ▶		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Form 990-EZ (2009)

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I **46** ☐ Yes ☐ No
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II **47** ☐ Yes ☐ No
- 48** Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E **48** ☐ Yes ☐ No
- 49a** Did the organization make any transfers to an exempt non-charitable related organization? **49a** ☐ Yes ☐ No
- b** If "Yes," was the related organization a section 527 organization? **49b** ☐ Yes ☐ No
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 **f** _____

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors receiving over \$100,000 **d** _____

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here ☒ *Robert M. Williams* **Date** ☒ 8.25.10

Type or print name and title *Executive Director*

Paid Preparer's Use Only Preparer's signature *Reginald M. Brown* Date *8/24/10* Check if self-employed ☐ Preparer's identifying number (See instructions) P00278700

Firm's name (or yours if self-employed), address, and ZIP + 4 *ROBERT M. KNAPP CPA, P.C.* EIN *42-1232603*

WEST DES MOINES, IA 50265 Phone no *(515) 223-5409*

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Form 990-EZ (2009)

IOWA OSTEOPATHIC MEDICAL ASSOCIATION
I.D. #42-0334865
June 30, 2010

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Part I

Line 10 Grants and Contributions

Page 1

Part I

Line 16 Other Expenses

Subscriptions	1,162
Board expenses	865
Membership dues	1,718
Insurance	5,080
AOA expenses	6,025
Miscellaneous expenses	64
Credit card expenses	2,610
Unrelated business income taxes	2,016
Use tax	1
Website and e-mail fees	1,553
Legislative	1,078
Bank service charges	107
Travel	4,010
Payroll taxes	8,725
Office supplies	2,568
Telephone	3,061
Equipment maintenance	10,991
Depreciation	9,094
Conference	43,851
	<u>104,579</u>

IOWA OSTEOPATHIC MEDICAL ASSOCIATION
I.D. #42-0334865
June 30, 2010

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Part I

Line 20

Other Changes in Net Assets or Fund Balance

Investment restated at cost

5,548

Part II

Line 26

Other Liabilities

	<u>6-30-09</u>	<u>6-30-10</u>
Due to affiliated groups	4,989	5,582
Deferred dues	18,555	490
Deferred building contribution	610	-0-
Accounts payable	17	3,697
Note payable	<u>37,218</u>	<u>31,238</u>
	<u>61,389</u>	<u>41,007</u>

IOWA OSTEOPATHIC MEDICAL ASSOCIATION
2009-2010 Officers and Board of Trustees

OFFICERS

PRESIDENT

Joseph Bergstrom, D.O.
 4500 Utica Ridge Road
 Bettendorf, IA 52722
 (563) 742-4850
BergstrJE@ihs.org

PRESIDENT-ELECT

Adrian Woolley, D.O.
 3200 Grand Avenue
 Des Moines, IA 50312
 (515) 271-1710
Adrian.Woolley@dmu.edu

VICE-PRESIDENT

Timothy Pearson, D.O.
 122 Public Square
 Greenfield, IA 50849
 (641) 743-6189

IMM. PAST PRESIDENT

Ronald Berges, D.O.
 1112 N. Van Buren Ave., Suite 2
 Ottumwa, IA 52501-2157
 (641) 684-7744
rrberges@lisco.com

PAST PRESIDENT

Charles Smith, D.O.
 532 Cody Road, Box 636
 Le Claire, IA 50854
 (563) 289-3008
Skidoc62@yahoo.com

AT-LARGE TRUSTEE 2011

Gary Hoff, D.O.
 3200 Grand Avenue
 Des Moines, IA 50312
 (515) 271-1351
Gary.Hoff@dmu.edu

SPEAKER OF THE HOUSE

Dane Johnson, D.O.
 211 Shellway Drive
 Mt. Ayr, IA 50854
 (641) 464-4433
danejohnson@iowatelecom.net

TRUSTEES

TERM

DISTRICT I

2010

Jonathan Suddarth, D.O.
 300 W. Hutchings
 Winterset, IA 50273
 (515) 472-2373
jsuddarth@madisonhealth.com

DISTRICT II

2011

David Wensel, D.O.
 232 2nd Street, SE
 Mason City, IA 50401
 (641) 422-6208
wenseld@mercyhealth.com

DISTRICT III

2011

Eric Dodson, D.O.
 1207 N. Jefferson
 Ottumwa, IA 52501
 (641) 682-5438
aericke@yahoo.com

DISTRICT IV

2011

Conway Chin, D.O.
 1351 West Central Park – Suite 420
 Davenport, IA 52804
 (563) 421-4380
chinC@genesishhealth.com

DISTRICT V

2010

Gregory Peterson, D.O.
 411 Laurel Street, Suite 3275
 Des Moines, IA 50314
 (515) 247-4113
gepeterson@aol.com

AT-LARGE TRUSTEE

2010

Tamara Chance, D.O.
 204 N. 4th Avenue East
 Newton, IA 50208
 (641) 791-4300
tchance@skiffmed.com

EXECUTIVE DIR./SECRETARY

Leah J. McWilliams, CAE
 950 12th Street
 Des Moines, IA 50309
 (515) 283-0002
leah@ioma.org

IOWA OSTEOPATHIC MEDICAL ASSOCIATION BYLAWS

ARTICLE I Definitions

Unless otherwise stated, as used in these Bylaws:

1. *"Annual conference"* means the Upper Midwest Osteopathic Medical Conference.
2. *"Annual meeting"* means the annual meeting of the House of Delegates.
3. *"AOA"* means the American Osteopathic Association.
4. *"Association"* means the Iowa Osteopathic Medical Association.
5. *"Board"* means the Governing Board of the Iowa Osteopathic Medical Association.
6. *"Bylaws"* means the bylaws of the Iowa Osteopathic Medical Association.
7. *"College"* means the **DES MOINES UNIVERSITY** College of Osteopathic Medicine and Surgery of Des Moines University - Osteopathic Medical Center.
8. *"COMS"* means the College of Osteopathic Medicine and Surgery of Des Moines University - Osteopathic Medical Center.
9. **"COCA" means Commission of Osteopathic College Accreditation.**
10. *"DMU-OMC"* means Des Moines University - Osteopathic Medical Center.
11. *"Electronic means"* means any method of communication that allows for two-way interaction.
12. *"Ex-officio"* means an individual who serves in an informational or advisory capacity but ~~who~~ has no vote.
13. *"House"* means the House of Delegates of the Iowa Osteopathic Medical Association.
14. *"Member in good standing"* means a member whose current dues, assessments and fees are paid and who is in compliance with the Iowa Osteopathic Medical Association's Code of Ethics.
15. *"Present"* means physically present in a location or in communication with those physically present by electronic means.
16. *"Qualified applicant"* means an individual who applies for membership in this Association and meets all of the requirements for the class of membership for which he/she has applied and who is otherwise not prohibited from membership.
17. *"Qualified individual"* means a member in good standing who by class of membership is eligible to hold the office or position to which he/she is nominated.
18. *"Speaker"* means the Speaker of the Iowa Osteopathic Medical Association House of Delegates.
19. *"Special Vote"* means a vote taken in any situation other than during a regular meeting.
20. *"University"* means Des Moines University - Osteopathic Medical Center.

Article II
~~Charter Units~~ DISTRICTS

Section 1 The state shall be divided into districts to promote the best interest of the profession and this Association.

Section 2 Districts

District I Adair, Adams, Audubon, Buena Vista, Calhoun, Carroll, Cass, Cherokee, Clay, Crawford, Dickinson, Emmet, Fremont, Greene, Guthrie, Harrison, Ida, Lyon, Mills, Madison, Monona, Montgomery, O'Brien, Osceola, Page, Palo Alto, Plymouth, Pocahontas, Pottawattamie, Ringgold, Sac, Sioux, Shelby, Taylor, Union and Woodbury

District II Appanoose, Boone, Butler, Cerro Gordo, Clarke, Dallas, Decatur, Floyd, Franklin, Grundy, Hamilton, Hancock, Hardin, Humboldt, Jasper, Kossuth, Lucas, Mahaska, Marion, Marshall, Mitchell, Monroe, Poweshiek, Story, Tama, Warren, Wayne, Webster, Winnebago, Worth and Wright.

District III Allamakee, Benton, Black Hawk, Bremer, Buchanan, Cedar, Chickasaw, Clayton, Clinton, Davis, Delaware, Des Moines, Dubuque, Fayette, Henry, Howard, Iowa, Jackson, Jefferson, Johnson, Jones, Keokuk, Lee, Linn, Louisa, Muscatine, Van Buren, Wapello, Washington, and Winneshiek

District IV Scott

District V Polk

Section 3 This Association consists of five (5) districts, made up of members of the Iowa Osteopathic Medical Association, representing geographical divisions in Iowa, which are expedient for the proper functioning of the organization. The benefits of the Iowa Osteopathic Medical Association membership are limited to physicians who are members in good standing of the Association.

Section 84 Upon application from any organization for charter as a district society, the executive director shall investigate such organization. Upon satisfactory proof of a general agreement with the policies and governing rules with those of this Association, he/she shall make a recommendation to the House and said House shall have the authority to grant or deny the charter.

Section 45 ~~When transportation facilities are such that it is impossible for members to reach the place of regular district meetings, without undue expense and time, T~~transfer may be made

from one district to another more convenient district by application of the member to the executive director of the state Association, subject to the approval of the governing board.

Section 56 Districts shall govern themselves by bylaws, which ~~accord~~ **CONFORM** with the bylaws and articles of incorporation of the Association. To become effective, district bylaws and any amendments thereto must be approved by the governing board of this Association.

Section 67 ~~As a condition of such charter, D~~district societies shall obligate their officers to be the local officers of this Association ~~in their territory, and shall maintain such officers generally conforming to those of this Association, and these officers shall cooperate to the fullest practical extent with like officers of this~~ **THE** Association.

Section 78 District societies may, within their own jurisdiction, organize county or local societies whose relations to the district society shall in all respect conform to those existing between the district and this Association.

Section 9 An Association member shall not be required to be a member of a local or county society to enjoy all the rights and privileges of district membership.

ARTICLE III Governing Board

Section 1 The governing board, hereinafter referred to as the Board, shall consist of one (1) Trustee, who shall be a member of this Association in good standing, from each district, **TWO** (2) At-Large Trustees, who shall be a member of this Association in good standing, **ONE** (1) Resident Trustee, who shall be a member of this Association in good standing, and the officers of the Association as defined in Article IV.

Section 2 The Board shall transact all of the business of the Association between sessions of the House. It shall meet concurrently with the sessions of the House and at other times on call of the president but no less than four (4) times a year. **TWO TRUSTEES** ~~districts, through their trustees on the Board,~~ may request and call a special meeting of the Board.

Section 3 The Board shall acknowledge all standing and special committees appointed by the president.

Section 4 The Board shall be responsible for the management of the finances of the Association and shall authorize and supervise the annual budget. It shall hire an executive director and fix the duties of his/her position, as well as, all other officials and committees necessary to the proper execution of the policies of the Association as dictated by the House.

Section 5 ~~All ethical and grievance questions shall be investigated by an ad hoc committee made up of three members of the Board. The committee shall report their findings and recommendation to the Board. The Board shall have the power to censure, suspend or expel after an investigation and due hearing as the findings warrant, and may further report the member~~

~~to the Iowa Board of Medicine. The member shall have the right to appeal the Board's decision prior to any final determination.~~

~~A member who has been suspended or expelled may be reinstated by a three-fourths (3/4) vote of the Board upon giving satisfactory evidence of an intent to comply with the rules governing membership in the Association.~~

NEW SECTION 5: ALL ETHICAL AND GRIEVANCE QUESTIONS SHALL BE INVESTIGATED BY AN AD HOC COMMITTEE MADE UP OF THREE MEMBERS OF THE BOARD. THE COMMITTEE SHALL REPORT THEIR FINDINGS AND RECOMMENDATIONS TO THE FULL BOARD WHO SHALL HAVE THE POWER TO CENSURE, SUSPEND, OR EXPEL THE MEMBER BASED ON THE INVESTIGATION AND RECOMMENDATIONS OF THE COMMITTEE. THE BOARD MAY REPORT ANY FINAL DECISION TO THE IOWA BOARD OF MEDICINE IF DEEMED APPROPRIATE.

UPON NOTIFICATION OF THE ACTION TAKEN BY THE BOARD, THE MEMBER SHALL HAVE THE RIGHT TO APPEAL THE BOARD'S ACTION WITHIN ~~TEN (10)~~ THIRTY (30) CALENDAR DAYS. THIS APPEAL MUST BE IN WRITING TO THE ASSOCIATION PRESIDENT AND STATE THE REASON(S) FOR THE APPEAL. THE APPEAL AND ALL DOCUMENTATION USED BY THE ORIGINAL COMMITTEE SHALL BE REVIEWED BY A NEW COMMITTEE CONSISTING OF THE ASSOCIATION PRESIDENT, SPEAKER OF THE HOUSE, AND ONE (1) REGULAR MEMBER OF THE ASSOCIATION NAMED BY THE MEMBER WHO HAS BEEN SANCTIONED. THE DECISION OF THIS APPEAL COMMITTEE SHALL BE COMMUNICATED TO THE EXECUTIVE DIRECTOR FOR ANY NECESSARY ACTION WITHIN TEN (10) CALENDAR DAYS, AND SHALL BE THE FINAL DECISION OF THE ASSOCIATION.

Section 6 The Board shall have power by three-fourths (3/4) vote to remove any trustee or officer of this Association for incompetency or failure to perform the duties of his/her office.

Section 7 The Board of this Association shall present names for consideration in appointments to local, state and federal boards, bureaus, committees and departments related to the health profession and affiliated organizations.

Section 8 A quorum shall consist of 66 percent of the Board members ~~present~~, 50 percent of which shall be Trustees.

Section 9 The following shall be ex-officio members of the Board: the Speaker of the House, the Dean of the ~~COMS at DMU-OMC~~ COLLEGE, and any Association member who is a member of the AOA Board of Trustees. They shall not have vote nor attend closed session of the Board.

ARTICLE IV Officers

Section 1 President: The president shall, so far as it is practical, preside over all meetings of the Board, executive committee and such other official meetings of the Association. The president shall direct the activities of the Association generally, and shall, ~~with the consent of the Board,~~ name members of all standing and special committees **WITH APPROVAL OF THE BOARD** except for those committees where the bylaws affix a different procedure.

Section 2 President-Elect: The president-elect shall assist the president in his/her duties and shall perform such duties as are defined by the president. The president-elect shall automatically ~~succeed~~ **ASCEND** to the presidency upon the completion of his/her term as president-elect. The president-elect shall preside over all official meetings of the Association, the Board and the executive committee in the absence of the president. He/she shall serve as program chair for the annual conference conducted during his/her term as president-elect.

Section 3 Vice President: The vice president shall preside over all official meetings of the Association, the Board and the executive committee in the absence of the president and president-elect. He/She shall preside over the House in the absence of the speaker of the house. He/She shall perform such duties as are defined by the president. He/she shall serve as assistant program chair for the annual conference conducted during his/her term as vice-president.

Section 4 Past President: The president shall automatically succeed to the office of immediate past president for one year, and then to the office of past president for an additional year. The role of the immediate past president is to serve as Treasurer to report the fiscal status of the Association to the Board and House of Delegates. The role of the past president is to provide advice to the present officers and Board, and to serve as directed by the president.

Section 5 Executive Director: The executive director shall serve as the executive officer of the Association and shall administer the affairs of the Association in accordance to established administrative practices under the president and the Board. He/She shall be an ex-officio member of the Board, executive committee and all standing committees. In addition, the executive director shall act as the secretary of the Association.

Section 6 Vacancies not provided for under ascendancies in the standard rules of order (Roberts') shall be filled by the Board, except as otherwise provided herein.

Section 7 The officers of this Association shall be members in good standing.

Section 8 The newly elected officers shall be installed during the annual meeting.

~~Section 9 The Board shall have power by three-fourths (3/4) vote to remove any officer of the Association for incompetence or failure to perform the duties of his/her office.~~
(Same as Article 3, Section 6.)

ARTICLE V
DISTRICT AND AT LARGE Trustees

Section 1 A trustee's term is two (2) years. No trustee may serve for more than three (3) consecutive terms.

Section 2 The Trustees of this Association shall be members in good standing.

Section 3 Any trustee who misses three (3) consecutive meetings shall be considered for all purposes as having resigned his/her position. An exception may be granted by the executive committee when extenuating circumstances make ~~compliance~~ **ATTENDANCE** impossible. Any vacancy may be filled by the Board until the next meeting of the House at which time the position shall be filled as per Article X, Section 3.

ARTICLE VI
Resident Trustees

Section 1 The Resident Trustee's term is one (1) year. No resident trustee may serve more than three (3) consecutive terms.

Section 2 The Resident Trustee shall be a member of the association in good standing.

Section 3 Any Resident Trustee who misses three (3) consecutive meetings shall be considered for all purposes as having resigned his/her position. An exception may be granted by the Executive Committee when extenuating circumstances make ~~compliance~~ **ATTENDANCE** impossible. Any vacancy may be filled by the Board until the next meeting of the House at which time the position shall be filled as per article XI, Section 5.

Section 4 A Resident Trustee shall not be eligible to be an officer of the Association.

ARTICLE VII
Executive Committee

Section 1 The executive committee shall consist of the president, president-elect, vice president, immediate past president, past president, and the executive director, who shall be an ex-officio member of the committee. It shall transact the business of the Board between sessions. It shall meet at least four (4) times a year and make recommendations to the Board for action.

**NEW Section 2 ONE OF THE DUTIES OF THE EXECUTIVE COMMITTEE
SHALL BE TO SERVE AS THE NOMINATING COMMITTEE.**

ARTICLE VIII House of Delegates

Section 1 The House shall meet at least annually. The House shall be composed of delegates or alternate delegates elected by the district societies in proportion to their membership as provided in these bylaws. A delegate or alternate of the House shall be a member in good standing ~~AND THE DELEGATE WILL HAVE THE RIGHT TO A SINGLE VOTE. THE ALTERNATE HAS THE RIGHT TO VOTE FOR THEIR DISTRICT IN THE ABSENCE OF A DELEGATE.~~

Section 32 Sessions of the House shall be open to Association members except when the delegates have voted to go into executive session. Attendance at executive sessions shall be limited to members of the House, the Board, and to such administrative employees as are necessary to the functioning of the House.

Section 23 The delegates shall elect a Speaker and **THE OFFICERS OF THE ASSOCIATION. THE SPEAKER AND THE OFFICERS OF THE ASSOCIATION** and ~~he/she THEY~~ shall serve as ~~the moderator of the House~~ **THE ASSOCIATION** for a term of one year. The Speaker shall not be a delegate of any district or delegation or other elective office of the Association. If for any reason the Speaker is unable to fulfill his/her duties, the Vice-President shall assume the duties of Speaker until such time as the Speaker is able to assume his/her duties or the expiration of the Speaker's term which ever occurs first.

Section 4 The House shall foster and promote the purposes of the Association. ~~With this end in view~~ It shall have the power to appoint special committees from its own membership, from the general membership of the Association or from the public at large.

Section 5 The House may, by a two-thirds (2/3) vote of its own members, submit any questions before it to the membership of the Association for a final vote. A majority of the members voting shall decide the question and that decision shall be binding upon the House.

Section 6 The House shall approve all resolutions issued in the Association before the resolutions become effective.

Section 7 The Board of this Association shall be **ADHOC** members of the House ~~but without~~ vote, except the president, who shall vote in case of a tie. The exception shall be if an officer or trustee is seated as a delegate for their district.

Section 8 Each district society shall be entitled to one delegate plus one additional delegate for each twenty-five (or fraction of three-fifths thereof) members of the Association ~~whose primary employment address is located in that district.~~ **ACCORDING TO THE ADDRESS LISTED IN THE ASSOCIATION'S DATABASE.**

~~The osteopathic medical students of DMU-OMC are entitled to one vote. The Student Council representative to the Association shall make every effort to obtain delegates from each of the four classes. If not enough third and/or fourth year students are available, additional first and/or second year students shall be permitted to fill the vacant positions. The student delegate and alternate must be a member in good standing of the Student Osteopathic Medical Association.~~

Section 9 The executive director of the Association shall furnish a statement of the members of this Association located in the territory represented by that district to the ~~secretary~~ **PRESIDENT AND TRUSTEE** of each district society at least 60 days before the first day of the annual meeting of the House.

Based upon that statement, each district society shall elect in the manner prescribed by these bylaws, the number of delegates and alternates to the House of this Association to which said district society is entitled.

The ~~secretary~~ **PRESIDENT OR TRUSTEE** of each district society shall certify in writing, or by electronic means, its delegates to the executive director of this Association at least 30 days prior to the first day of the annual meeting of the House. Each delegate shall serve for one (1) year term and may be reelected annually to represent the district.

NEW Section 10 THE DMU - STUDENT OSTEOPATHIC MEDICAL ASSOCIATION SHALL BE ENTITLED TO ONE DELEGATE AND ONE ALTERNATE. THE DMU - STUDENT GOVERNMENT ASSOCIATION SHALL BE ENTITLED TO ONE DELEGATE AND ONE ALTERNATE. THE STUDENT DELEGATES MUST BE MEMBERS IN GOOD STANDING IN THE STUDENT IOWA OSTEOPATHIC MEDICAL ASSOCIATION.

~~Section 1011~~ The executive director shall furnish the ~~credentials committee~~ **SPEAKER OF THE HOUSE** a listing showing the number of delegates and alternates to which each district is entitled. In case any district has selected more than its legal representation the ~~executive director~~ **SPEAKER OF THE HOUSE** shall drop surplus names from the list beginning at the bottom and **THE EXECUTIVE DIRECTOR** shall notify the district of this action.

~~Section 1112~~ A delegate who has been seated shall remain the accredited delegate throughout the session unless he/she finds it impossible to continue in service in which case the alternate shall be entitled to his/her seat for the balance of the session. In the event the delegate fails to qualify within the prescribed period, the alternate shall be seated and shall serve as the delegate throughout the session.

Two-thirds (2/3) of the accredited delegates constitute a quorum and when a quorum has been declared at the first meeting it shall be declared at all subsequent meetings during the session.

~~Section 1213~~ The House shall elect the Association's representatives to the AOA's House. Each elected term shall be for three years. The House shall also elect the alternates for a one-year term. The number of delegates and alternates shall be based on the AOA's formula for member representation.

ARTICLE IX Fiscal Year

Section 1 The fiscal year of the Association shall commence on July 1 of each year and conclude June 30 of the following calendar year.

ARTICLE X Meetings

Section 1 The House shall meet concurrently with the annual conference of the Association. A special meeting of the House may be called at the request of the president or at the request of two districts through their trustees. Notice of such meeting shall be given not less than two weeks prior to the meeting and shall contain the purpose of the meeting.

Section 2 The Board of the Association shall determine the exact time and place of holding the annual conference and shall make all arrangements for the program and activities.

Section 3 All meetings of the Association shall be governed by "Roberts' Rules of Order." The order of business and any special rules adopted at the beginning of the session shall govern the procedure unless suspended by that body by two-thirds (2/3) vote.

~~Section 4 Unless otherwise specified in these bylaws, a simple majority of the members of the House, the Board or any committee shall constitute a quorum except that a quorum of the Board shall include not less than two trustees.~~

ARTICLE XI Elections

Section 1 ~~The speaker shall appoint a nominating committee at least 60 days prior to the Annual Meeting. On the first day of the Annual Meeting, t~~The nominating committee shall report the names of the nominees for Officers and Speaker. Nominations from the floor shall also be accepted and the names of qualified individuals shall ~~upon a simple majority vote~~ be placed on the ballot for elective office.

Section 2 All elections shall be by voice ballot. With a motion and a second, any member of the applicable body may request a written ballot and upon a simple majority vote a written ballot shall be cast. A majority of all votes cast shall be necessary to elect.

Section 3 ~~Beginning with the election of 2002, the District 1 trustee and District 5 trustee will serve a one-year term and Districts 2, 3, and 4 trustees will serve a two-year term. Therefore after, all trustees shall serve a two-year term. The one-year term for District 1 and 5 trustees will not count toward their three consecutive terms should the trustee of those Districts decide to run for all three terms.~~ The executive director of this Association shall inform the district **PRESIDENT OR HIS/HER DESIGNEE** sixty (60) days prior to the annual House meeting that a trustee is to be elected from its district. The name of the trustee elected in BY said district shall be announced to the House by the district delegation. The election of the trustee by the

district is subject to the approval of the House. A two-thirds (2/3) contrary vote of the House is necessary to reject the prospective district trustee.

In the event the House disapproves the trustee so elected by the district, said district shall within thirty (30) days elect another trustee from their district to the Board. The result of the district **RE**-election shall be subject to the approval of the House. A mail ballot can be used for obtaining this approval.

Section 4 ~~Beginning with the election of 2008, one At-Large Trustee will serve a one-year term and the other a two-year term. Therefore after, all trustees shall serve a two-year term.~~ IOMA members shall be solicited 90 days prior to the IOMA House of Delegates to place their name in nomination for the At-Large Trustee seat. Each candidate should notify the IOMA office no later than 60 days prior to the House. All candidates will be listed alphabetically along with a brief biography and their district number on a ballot. The ballot will be mailed to the address on file at the IOMA office for all eligible IOMA members. The ballot shall be returned to the IOMA office no later than 10 days prior to the House of Delegates meeting. All ballots received after that deadline will be invalid. The secretary and/or Nomination Committee Chair shall be empowered to tabulate the votes. The name(s) of the At-Large Trustee with the most votes shall be announced to the House by the Nominating Committee Chair. In case of a tie, the House shall elect the trustee by majority vote.

Section 5 Beginning with the election of 2010, IOMA Resident members shall be solicited 90 days prior to the IOMA House of Delegates to place their name in nomination for the Resident Trustee seat. Each candidate should notify the IOMA office no later than 60 days prior to the House. All candidates will be listed alphabetically and ballots will be sent to all Resident members in good standing. The ballot shall be returned to the IOMA office no later than 10 days prior to the House of Delegates meeting. All ballots received after that deadline will be invalid. The Secretary and/or Nomination Committee Chair shall be empowered to tabulate the votes. The name of the Resident Trustee with the most votes shall be announced to the House by the Nominating Committee Chair. In case of a tie, the House shall elect the Resident Trustee by majority vote from among those candidates who received an equal number of votes.

Section 6 Voting by proxy is not permitted.

ARTICLE XII

Committees

Section 1 The Association shall have four (4) standing committees: membership, education finance and government relations.

The activities of the committees shall, so far as possible, function in close cooperation with the executive director of the Association. Upon the expiration of the term of a committee chair, all records of the transactions of the committee shall be delivered to the executive director.

Section 2 The president shall, within 30 days of taking office, appoint committee chairs, who shall be members of the Board, and individuals to all committees. Chairpersons and committee members shall serve at the pleasure of the President unless otherwise stated in these bylaws. Regular members shall at all times constitute a majority of the members of any committee. Nothing in these bylaws shall otherwise prohibit the appointment of any individual to a committee.

Section 3 Committee members shall be appointed for a one (1) year term by the president with approval by the Board, except as otherwise stated in these bylaws.

Section 4 The duties of the committees shall be to carry out the policies of the Association and the directives of the Board. All recommendations from committees shall be submitted to the Board for action.

Section 5 The president shall appoint such other committees as activities may require.

Section 6 The president and the executive director of the Association shall be ex-officio members of all committees except as otherwise stated in the bylaws.

Section 7 Except as otherwise provided by these bylaws and subject to the direction of the power creating special committees, the terms of all standing and special committees shall coincide with that of the appointing president.

ARTICLE XIII

Membership

Section 1 The members of this Association shall be classified as follows:

- a. Regular Member
- ~~b. Honorary Member~~
- B. RETIRED MEMBER**
- c. Life Member
- d. AT Still Member
- e. Associate Member
- f. Student Member
- g. Intern/Resident Member
- h. Out of State/Military Member
- i. Allied Member

Section 2 Regular Member: An applicant for regular membership in this Association shall be a graduate of an ~~recognized~~ **AOA/COCA ACCREDITED** college of osteopathic medicine and licensed to practice in the state of Iowa. Application shall be made on the prescribed form and shall be accompanied by payment of the appropriate dues amount.

Unless specifically noted, a qualified applicant whose completed application and payment of appropriate dues has been received and processed shall be enrolled as a regular member, except that unless otherwise specified an applicant whose membership in this Association has been previously terminated for reasons other than non-payment of dues or who has previously been convicted of a felony offense or whose license to practice has at any time been revoked **OR SUSPENDED**, shall provide letters of recommendation from three members of the Association and provide a written statement as to why membership in the Association should be extended or restored. Such information and application shall be carefully reviewed by the Board and membership shall be granted only by an affirmative vote of the Board.

An applicant whose license to practice in Iowa is revoked or suspended, or who is currently serving a sentence for conviction of a felony offense, or is otherwise not qualified for their class of membership applied for shall not be considered eligible for membership in this Association.

Regular members may hold Association office and are entitled to all rights and privileges as outlined in these bylaws.

~~Section 3 — Honorary Member: Honorary membership may be granted by the Board to any regular member who has reached the age of sixty (60) years and who has been an Association member in good standing for twenty-five (25) consecutive years immediately preceding. Such members shall have the privilege and duties of regular members and shall be required to pay one half (1/2) dues and assessments.~~

~~Honorary membership may also be granted by the Board to any regular member who has totally retired from the practice of medicine. Such members shall have the privileges and duties of regular members and shall be required to pay one half (1/2) dues or assessments.~~

NEW SECTION 3: RETIRED MEMBER: RETIRED MEMBERSHIP MAY BE GRANTED BY THE BOARD UPON WRITTEN APPLICATION OF ANY REGULAR MEMBER WHO HAS RETIRED FROM ALL ASPECTS OF CLINICAL AND ADMINISTRATIVE MEDICINE AND WHO HAS BEEN AN AOA AFFILIATED ORGANIZATION MEMBER IN GOOD STANDING FOR AT LEAST TWENTY-FIVE (25) CONSECUTIVE YEARS. SUCH MEMBERS SHALL HAVE ALL THE PRIVILEGE AND DUTIES OF REGULAR MEMBERS BUT SHALL NOT BE REQUIRED TO PAY DUES OR ASSESSMENTS. NOTHING IN THIS SECTION SHALL PREVENT ANY RETIRED MEMBER FROM VOLUNTARILY CONTRIBUTING TO THE FINANCES OF THE ASSOCIATION.

Section 4 Life Member: Life Membership may be granted by the Board to any regular member or Honorary Member who has reached the age of ~~sixty-eight (68)~~ SEVENTY (70) years and who has been an AOA affiliated organization member in good standing for twenty-five (25) consecutive years immediately preceding. Such members shall have the privileges and duties of regular members, but shall not be required to pay dues or assessments beginning the year in which life membership is granted.

Life membership may also be granted by the Board to any regular member who has become permanently totally disabled. Such members shall have the privileges and duties of regular members, but shall not be required to pay dues or assessments.

Section 5 AT Still Member: An AT Still membership may be conferred on an individual, an organization or corporate entity that has made a significant contribution to the osteopathic profession. An AT Still member shall enjoy all the rights and privileges of IOMA membership except the right to vote, hold elective office or pay dues. A candidate for AT Still membership shall be presented to the Board by a member in good standing. A two-thirds (2/3) vote of the Board shall confer this honor.

Section 6 Associate Member: Any person who is not a graduate of a ~~recognized~~ **AOA/COCA ACCREDITED** college of osteopathic medicine but who is closely associated with osteopathic medicine or osteopathic institutions may apply for associate membership. The Association shall have two classes of associate membership: Professional associate membership and Non-Professional associate membership.

Professional associate membership shall be open to those individuals who possess a professional degree of MD, DPM, DDS, PA, OD, DC, PhD, ARNP, CRNA, RN, MSW or LPN.

Non-professional membership shall be open to all other individuals who meet the qualifications for membership, but do not hold a degree required for professional associate membership.

The name of an applicant for associate membership shall be presented to the executive director by an Association member in good standing and the executive director shall make investigation of said applicant and present it to the Board who shall take such action as it deems advisable.

An associate member shall enjoy all the rights and privileges of Association membership except the right to vote or hold elective office. Such a member may, however, hold an appointive position at the discretion of the president and/or Board.

~~**APPLICATION SHALL BE MADE ON THE PRESCRIBED FORM AND SHALL BE ACCOMPANIED BY PAYMENT OF THE APPROPRIATE DUES AMOUNT.**~~

REQUEST FOR MEMBERSHIP SHALL BE ACCOMPANIED BY PAYMENT OF THE APPROPRIATE DUES AMOUNT.

Section 7 Student Member: All full-time students enrolled in the ~~COMS at DMU-OMC~~ **COLLEGE** shall have automatic membership in the Association. Membership shall continue as long as the student attends **THE COLLEGE**. ~~DMU-OMC, regardless of his/her permanent residence.~~

A STUDENT MEMBER SHALL ENJOY ALL THE RIGHTS AND PRIVILEGES OF ASSOCIATION MEMBERSHIP EXCEPT THE RIGHT TO VOTE OR HOLD ELECTIVE OFFICE, UNLESS OTHERWISE PROVIDED FOR IN THESE BYLAWS. SUCH A MEMBER MAY, HOWEVER, HOLD AN APPOINTIVE POSITION AT THE DISCRETION OF THE PRESIDENT AND/OR BOARD.

Section 8 Intern/Resident Member: AN ~~confirmed~~ **OSTEOPATHIC** intern/resident in an **AOA OR ACGME** accredited post-doctoral training program may apply for membership in this Association.

An intern/resident member shall enjoy all the rights and privileges of Association membership except the right to ~~vote or~~ hold elective office, unless otherwise provided for in these bylaws. Such a member may, however, hold an appointive position at the discretion of the president and/or Board.

~~APPLICATION SHALL BE MADE ON THE PRESCRIBED FORM AND SHALL BE ACCOMPANIED BY PAYMENT OF THE APPROPRIATE DUES AMOUNT.~~

REQUEST FOR MEMBERSHIP SHALL BE ACCOMPANIES BY PAYMENT OF THE APPROPRIATE DUES AMOUNT.

Section 9 Out-of-State/Military Member: An osteopathic physician who meets the other regular membership requirements but who lives and practices outside the state of Iowa, may apply for out of state membership. He/She shall receive the Association's publications and shall be carried on the membership list. An out-of-state/military member has all the benefits of regular membership except voting at district meetings and holding office in the Association.

~~APPLICATION SHALL BE MADE ON THE PRESCRIBED FORM AND SHALL BE ACCOMPANIED BY PAYMENT OF THE APPROPRIATE DUES AMOUNT.~~

REQUEST FOR MEMBERSHIP SHALL BE ACCOMPANIES BY PAYMENT OF THE APPROPRIATE DUES AMOUNT.

Section 10 Allied Member: By specific action of the Board, allied membership may be granted to individuals or corporations, not eligible for any other category of membership, who support the goals and objectives of this Association. An allied member shall enjoy all the rights and privileges of Association membership except the right to vote or hold elective office.

~~APPLICATION SHALL BE MADE ON THE PRESCRIBED FORM AND SHALL BE ACCOMPANIED BY PAYMENT OF THE APPROPRIATE DUES AMOUNT.~~

REQUEST FOR MEMBERSHIP SHALL BE ACCOMPANIES BY PAYMENT OF THE APPROPRIATE DUES AMOUNT.

Section 11 Any member of this Association who is found guilty of professional or personal misconduct detrimental to the welfare of the Association, or to the osteopathic profession, or of a breach of the code of ethics, or any member of the Association who fails to maintain membership in good standing, may be suspended or expelled by the Board of the Association, provided the accused has been given an opportunity to be heard in person or through a representative and has been found unqualified for membership.

~~Section 12 — Any member desiring to resign membership in this Association shall present his resignation in writing to the executive director. The resignation shall then be presented to the Board for review.~~

ARTICLE XIV

Awards

Section 1 The Board, at its sole discretion, may recognize individuals or organizations with an award(s). When appropriate, the Board may solicit the membership for nominations for an award.

Section 2 Life Service Award: The purpose of this award is to recognize those osteopathic physician members of the Association who have spent the greater part of their lives delivering health care to Iowa's citizens, utilizing osteopathic practices and principles. They shall have represented and modeled the highest ideals of the profession to their community. Their lives have been devoted to service to their profession, this Association, and their community. This award may be granted by the Board to a regular member who has reached the age of sixty (60) years or who has completed twenty (20) years of practice. The name of the award recipient shall be nominated by an Association member in good standing.

Section 3 Physician of the Year Award: The Physician of the Year Award need not be given every year. It is presented only when suitable candidates are presented to the Board for consideration. A suitable candidate is one who has given selflessly of him or herself during the current fiscal year to their patients, their community, the profession and posterity. The award recipient shall be nominated by an Association member in good standing.

Section 4 John H. Connors Award: The purpose of this award is to recognize an individual or organization outside the osteopathic profession that has made a significant contribution to the osteopathic profession in Iowa. The award recipient shall be nominated by an Association member in good standing.

Section 5 Nothing in these bylaws shall prohibit the Board from recognizing an individual or organization for any reason it may determine in any manner it may choose.

ARTICLE XV

Finances

It is the responsibility of the Board to assure that the Association operates efficiently and effectively. Therefore, the Board shall have the authority to resolve any fiscal problems that may occur and shall take all necessary action required to resolve any fiscal disparity and ending every fiscal year with a balanced budget.

ARTICLE XVI

Dues and Assessments

Section 1 The annual dues and assessments for each class of membership are established by the action of the House and enforced by the Board.

Section 2 The annual dues and assessments are due on or before July 1 of each year. A member whose dues and assessments remain unpaid for three months shall forfeit their membership. Arrangements for quarterly installments can be made with the executive director.

Section 3 The Board may levy such assessments as it deems necessary, provided that the total of such assessments does not exceed the amount of one hundred (100) dollars per member in any fiscal year. If assessments greater than one hundred (100) dollars per member are considered necessary, a special meeting of the House shall be called to consider the need for said assessment and to take such other action as may be required to maintain the fiscal solvency of the Association. Failure to pay such assessments shall incur the same penalty as the failure to pay dues.

Section 4 The Board of this Association may reduce or waive the annual dues for any member upon the showing of financial hardship if an applicant or member is known to be in financial straits.

ARTICLE XVII

Conveyances

All deeds, mortgages, conveyances and contracts relating to real property shall be signed on behalf of the Association by its president and executive director. All notes, bonds, contracts, all evidences of indebtedness and all releases or assignments shall be signed by the president and executive director.

ARTICLE XVIII

Dividends

No dividends shall be paid by the corporation at any time.

ARTICLE XIX

Amendments

These bylaws may be amended by a majority vote of the delegates present at the House meeting, providing the proposed amendments shall be prepared in writing and filed with the executive director at least ninety (90) days in advance of the meeting; and that written notice of the proposed amendments shall be mailed to the last known address of each member of the House not less than thirty (30) days before the meeting at which action is to be taken.

ARTICLE XX

Rules of Order

Unless otherwise provided in the articles of incorporation and bylaws of this Association, the current edition of "Roberts' Rules of Order" shall govern the proceedings of all sessions of the Association, the House and any section or subdivision of the Association.

ARTICLE XXI

Indemnification

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of the corporation may serve or at any time have served the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense of settlement of any claim, action, suit or proceeding in which they or any of them are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action suit or proceeding to be liable for his/her own negligence or misconduct in the performance of his/her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders or other wise.

ARTICLE XXII

Code of Ethics

Section 1 The code of ethics of the Association shall be the same as the current code of ethics of the AOA and the ethics as stated herein.

Section 2 The House shall establish a code of ethics for the information and guidance of the members. Members of the Association, in their daily conduct, shall comply with the provisions of the code of ethics. The code shall cover duties of physicians to patients, duties of physicians to other physicians and to the profession at large and responsibilities of physicians to the public.

The House shall not adopt any provisions of the code of ethics which may be in conflict with the constitution or bylaws of the Association and the AOA code of ethics.

The code of ethics may be amended by the House at any annual meeting by two-thirds vote of the total number of delegates accredited for voting, provided a copy of the proposed amendment be deposited with the executive director at least ninety (90) days before the annual meeting at which it is to be voted upon. The executive director shall publish the amendment no later than thirty (30) days before the annual meeting at which the amendment is scheduled for consideration.