

FOUNDATION FOR OSTEOPATHIC EMERGENCY MEDICINE

BYLAWS

ARTICLE I NAME

The name of the corporation shall be the Foundation for Osteopathic Emergency Medicine (the Foundation).

ARTICLE II PURPOSES

Section 1. Not for Profit. The Foundation is organized under and shall operate as an Illinois Not-for-Profit Corporation, and shall have such powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of Illinois.

Section 2. Purposes. The Foundation is organized to operate exclusively for charitable, scientific and educational purposes as set forth in its Articles of Incorporation. Specifically, the Foundation shall raise and distribute funds for research and/or educational grants or awards for individuals and institutions meeting the requirements for such grants or awards and shall support educational programs which provide education to osteopathic emergency physicians, osteopathic residents training in either osteopathic or allopathic emergency medicine residency programs, or students enrolled in Colleges of Osteopathic Medicine, or institutions with a documented interest in emergency medicine.

Section 3. Rules. The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

1. This Foundation is organized and shall be operated exclusively for the educational, scientific and charitable purposes described above, and no part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Foundation 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 herein.

2. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
3. The Foundation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provision of any future United States internal revenue statute or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue statute.
4. Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, transfer all of the remaining assets of the Foundation (except any assets held by the Foundation upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Foundation in such manner or to such organization or organizations organized to operate exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as a tax-exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue statute), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Foundation is then located, to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE III
REGISTERED OFFICE AND AGENT

The Foundation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Trustees may from time to time determine.

ARTICLE IV
MEMBERS

The Foundation shall have no members.

ARTICLE V
BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the Foundation shall be managed by a board of directors known as the ***Board of Trustees***, which shall supervise, control and direct the business and affairs of the Foundation; determine its policies or changes therein within the limits of these bylaws; actively promote its purposes; and have discretion in the disbursement of its funds. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition; Election, and Terms. The Board of Trustees shall be comprised twelve (12) members who shall serve three-year terms.

Annually, the Nominations Committee of the Board will review the credentials of applicants for the Board and present a slate of nominees to the full Board for consideration. This slate will contain the names of at least three potential candidates of which one must be a member of the private sector. Election to the Board will be by simple majority vote of the members of the Board. Effective January 1, 2015, Board members will be limited to three consecutive terms of office.

Members' terms will begin at the Board meeting each spring and members will be sworn in at the sprint meeting of the Foundation. Board members will be expected to participate in a minimum of two-thirds ($\frac{2}{3}$) of Board Meetings and conference calls annually.

Non-voting members of the Board of Trustees shall include a liaison member of the American College of Osteopathic Emergency Physicians (ACOEP), as well as one representative from each of its Student and Resident Chapters. The Executive Director of the ACOEP shall also sit on the Board in a non-voting position.

- Section 3. Regular Meetings.** The Board of Trustees may provide by resolution the time, date, and place, either within or outside of the State of Illinois, for the holding of an Annual Meeting and additional regular meetings without other notice than such resolution. Meetings will be held twice annually in conjunction with the ACOEP's Scientific Assembly and Spring Seminar. An additional meeting may be added at the discretion of the President and/or the Executive Committee.
- Section 4. Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the President or a quorum of Trustees.
- Section 5. Notice.** Notice of any special meeting of the Board of Trustees shall state the time, date and place of the meeting and shall be given at least (3) days prior to the date of such meeting, by written, printed or electronic notice delivered personally, by mail, facsimile or e-mail transmission to each Trustee at his or her address as shown in the records of the Foundation; provided, however, in the case of a meeting held pursuant to Article V, Section 11 below, notice may be given no less than twenty-four hours prior thereto. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 6. Quorum.** A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any duly called meeting of the Board, provided, that if less than a majority of the Trustees are present at said meeting, a majority of the

Trustees present may adjourn the meeting from time to time without further notice.

- Section 7. Manner of Acting.** The act of a majority of the Trustees present at a duly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation or these bylaws.
- Section 8. Vacancies.** Any vacancy occurring in the Board of Trustees, for any reason, will be filled by the person who is elected to fill the contemporaneous vacancy by the Executive Committee of the Foundation.
- Section 9. Removal.** A Trustee may be removed only if such person ceases to serve as a member of the Board of Trustees is found to be exhibiting behavior that is contrary to the purpose of the Foundation, or for malfeasance by the Executive Committees of the Foundation of the ACOEP or by the affirmative vote of a majority of the individuals who elected or appointed him or her whenever, in their judgment, the best interests of the Foundation would be served thereby.
- Section 10. Informal Action.** Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Trustees, or any other action which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the Trustees shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Trustees.
- Section 11. Meeting by Communications Equipment.** Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by law or the Articles of Incorporation or these Bylaws pursuant to meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 12. Report to ACOEP. The Foundation shall submit semi-annual reports to the ACOEP Board of Directors summarizing the Foundation’s current activities and changes in leadership and membership on its Board of Trustees. The President will also submit semi-annual reports on the activities of the Foundation in general to the ACOEP membership at its regularly scheduled meetings.

ARTICLE VI
OFFICERS

Section 1. Officers. The officers of the Foundation shall be a President, a Vice President, a Secretary, a Treasurer, an Immediate Past President, and such officers as prescribed by the Board of Trustees necessary to perform the duties assigned by the Board. The positions of Secretary and Treasurer may be combined.

Section 2. Election; Tenure, and Qualifications. The officers of the Foundation shall be elected by the Board of Trustees at its Annual Meeting each spring. Each officer will serve a two-year term with the option of extending the term if the Board sees fit.

Section 3. Removal. Any officer may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office shall be filled by action of the Board of Trustees at the next regular or special meeting thereof. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal.

Section 5. President. The President will be Chair of and preside at meetings of the Board of Trustees. He or she will have and exercise general charge and supervision of the affairs of the Foundation, and will do and perform such other duties as assigned to him or her by

the Board of Trustees, or permitted or provided elsewhere in these Bylaws. The President will serve a two-year term, unless the Board votes to extend the term, and at the end of his or her term he or she will become the Immediate Past President.

Section 6. President-Elect. In the absence of the President, or in the event of his or her disability, the Vice President will perform the duties and possess and exercise the powers of the President, and will have such other powers and duties as the Board of Trustees may determine. The President-Elect will serve a two-year term, unless the Board votes to extend the term, and at the end of his or her term he or she will become the President.

Section 7. Secretary. The Secretary shall keep minutes of the meetings of the Board of Trustees in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with the provisions of the Bylaws or as measured by law; shall be custodian of the corporate records; and in general shall perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the President of the Board of Trustees. The duties of the Secretary may be assigned in whole or part to the Executive Director or designated staff of the Foundation or its management company. If a duly elected officer, the Secretary will serve no more than three two-year terms.

Section 8. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Foundation and shall have charge of and be responsible for the maintenance of adequate books of account for the Foundation; shall supervise custody of all funds and securities of the Foundation, and be responsible thereof, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and shall in general perform all the duties customarily incident of the office of treasurer and such other duties as from time to time may be assigned by the President of the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and such surety as the Board of Trustees shall determine. With approval of the Board of Trustees, the cost of any such bond or surety may be paid from the funds of the Foundation. The duties of the Treasurer may be assigned in whole or in part to the Executive Director or designated staff of the Foundation or its management



company with direct supervision of the Treasurer. If a duly elected officer, the Treasurer will serve no more than three two-year terms.

Section 9. Immediate Past President. The Immediate Past President will assume office upon completion of his or her term as President. The purpose of the position will be to serve as an experienced voice on the Board and to provide mentorship and guidance to the Board and Executive Committee. The Immediate Past President will serve one two-year term.

ARTICLE VII **FOUNDATION STAFF**

The Board of Trustees may contract for staffing of its offices either as an independent entity or as a managed entity through the American College of Osteopathic Emergency Physicians (ACOEP). It may require the appointment of a salaried professional to act as its Executive Director or may utilize the Executive Director of the ACOEP as its designated director. The Board may also require the ACOEP to appoint a salaried professional as Foundation staff, for which the Foundation will compensate the ACOEP.

Professional staff assigned to the day-to-day operation of the Foundation, will report to the Executive Director and the Board officers regarding his or her activities. He or she will be assigned with the support duties of the Board, Committees, and functions of the Foundation.

The Executive Director, whether an independent contractor or ACOEP Executive Director, will be required to supervise the administrative and the overall operation of the Foundation as a regular part of his or her job description. The Executive Director shall be responsible to the Board of Trustees and its President. The Executive Director shall have the authority to execute contracts on behalf of the Foundation and as approved by the Board of Trustees. The Executive Director or the designated professional staff may carry out the functions of the Secretary and Treasurer of the Foundation. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Foundation and shall perform such other duties as may be specified by the Board of Trustees.

ARTICLE VIII
COMMITTEES

Section 1. Executive Committee. The Executive Committee will consist of the officers of the Foundation. The Executive Committee may exercise the authority of the Board in the management and affairs of the Foundation during the intervals between meetings of the Board, subject at all times to the Bylaws of the Foundation and the prior resolutions, regulations, and directives issued, adopted or promulgated by the Board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two Executive Committee members.

Section 2. Nominations Committee. The Nominations Committee will exist to identify an annual slate of nominees to fill any positions that become vacant due to expiring terms of existing members, or to identify new members needed to expand the Board. The committee will be composed of the President-Elect, who will serve as Chair and two other members of the Board with terms that do not expire during the year of their appointment.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the Foundation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution; members of each such committee shall be Trustees of the Foundation, and/or other persons (as needed) to fulfill the purpose of the committee. The President of the Foundation shall appoint the committee members as needed; however, any member may be removed by the Board whenever in its judgment the best interests of the Foundation would be served by such removal. Committee membership will be on a volunteer basis without remuneration for their services to the committee or the Foundation, at large, unless specifically financed in the foundation's annually approved budget.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees of the Foundation and until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.



Section 4. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

ARTICLE X
BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account, including minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Foundation shall be determined from time to time by the Board of Trustees.

ARTICLE XII
WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII
INDEMNIFICATION

The Foundation shall indemnify all officers and trustees of the Foundation to the full extent permitted by the General Not-For-Profit Corporations Act of the State of Illinois, as amended, and shall be entitled to purchase insurance for such indemnification of officers and trustees to the full extent as determined from time to time by the Board of Trustees of the Foundations.



ARTICLE XIV
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the Trustees present and voting at any meeting of the Board at which a quorum is present; provided that (i) at least fifteen days written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting; and (ii) the ACOEP Board of Directors has previously approved the proposed amendment.

Adopted: **1997**

Amended: April 1998; April 2002, October 2003; April 2011; February 2014