

BYLAWS OF THE ILLINOIS OSTEOPATHIC MEDICAL SOCIETY
(Revisions Voted December 1997; approved by the AOA in February 1998;
Revisions Voted December 2000; approved by the AOA in March 2001;
Revisions approved by IOMS December 2001, approved by AOA July 2002,
Revisions approved by IOMS December 2002, approved by AOA February 2003;
Revisions approved by IOMS 11-30-2007, sent to AOA for approval on 12-7-2007;
AOA clarifications on 2-22-08 incorporated.)

ARTICLES OF INCORPORATION

The Articles of Incorporation of the Illinois Association of Osteopathic Physicians and Surgeons were filed in the office of the Secretary of State on the 26th day of June, A.D. 1952, as provided by the "General Not For Profit Corporation Act" of Illinois. The purposes for which the corporation is organized are:

To act as a non-profit professional body in the interest and for the benefit of its members on matters of membership, legislation and public relations for the purpose of creating and maintaining high professional and ethical standards for the osteopathic profession in the state of Illinois and for the mutual benefit of the individual members and the public they serve.

The name change to "Illinois Osteopathic Medical Society" was registered with the Secretary of State on February 4, 1999.

BYLAWS

Article I – Name

The name of the organization is "Illinois Osteopathic Medical Society."

Article II – Goals

The goals of this Society are to improve the public health through the art and science of osteopathic medicine and surgery by:

- Maintaining high standards of osteopathic education and practice;
- Encouraging and originating research;
- Collecting, publishing and disseminating pertinent information for the improvement of the Doctor of Osteopathy and Doctor of Osteopathic Medicine (DO) and for the improvement of the public health;
- Striving to present the concept of osteopathic medicine to the citizens of Illinois so that this concept is understood and utilized;
- Supporting and advancing the goals of the American Osteopathic Association, as a divisional society; and
- Coordinating any activities of member Doctors of Osteopathy and Doctors of Osteopathic Medicine in Illinois.

Article III – Membership

The membership of the Society is composed of Active, Third Year in Practice, Second Year in Practice, First Year in Practice, Postgraduate (Resident / Intern), Student, Life, Honorary, Associate, Retired, Professional, Affiliate, and Military/Public Health. The term "member" as used in these bylaws refers to the all categories except Student, Life, Honorary, Associate, Professional, and Affiliate members unless otherwise stated.

Section 1. Classifications of Membership.

- A. Active Membership. Active membership is available to Doctors of Osteopathy or Doctors of Osteopathic Medicine (DO) who:
 - 1. Are graduates of AOA-approved osteopathic colleges;
 - 2. Are holders in good standing of licenses to practice medicine in all its branches, issued by the Illinois Department of Professional Regulation and have completed postgraduate training; and
 - 3. Have paid any required entry fees and dues to the Society.Active members have all of the privileges of membership in the Society and are subject to all of the obligations of membership as set forth in these bylaws.
- B. Third year in practice membership. Third year in practice membership is granted to an osteopathic physician who meets all the qualifications of active membership, and is in their third year of practicing. Third year in practice members will have all the privileges of membership in the society and are subject to all of the obligations of membership as set forth in these bylaws.
- C. Second year in practice membership. Second year in practice membership is granted to an osteopathic physician who meets all the qualifications of active membership, and is in their second year of practicing. Second year in practice members will have all the privileges of membership in the society and are subject to all of the obligations of membership as set forth in these bylaws.
- D. First year in practice membership. First year in practice membership is granted to an osteopathic physician who meets all the qualifications of active membership, and is in their first year of practicing. First year in practice

members will have all the privileges of membership in the society and are subject to all of the obligations of membership as set forth in these bylaws.

- E. Life Membership. Life membership may be granted to an osteopathic physician who has reached the age of 65 years and has been a member of IOMS for 25 years immediately preceding his or her 65th birthday. The Membership Committee may waive this requirement on individual consideration. Upon recommendation of a member of the Board of Trustees, Life Membership may also be granted to any regular member who is retired due to disability. A Life Member is entitled to all of the privileges of the Society except the payment of dues or assessments. Individuals requesting Lifetime Membership status must fill out the appropriate form to be submitted and approved by the Board of Trustees.
- F. Associate Membership. By action of the Board of Trustees, Associate Membership may be granted to: Teaching, research, administrative or executive employees of AOA-approved osteopathic colleges or accredited osteopathic hospitals; Administrative employees of this Society, affiliated organizations or divisional societies; and Doctors of Osteopathy or Doctors of Osteopathic Medicine and Doctors of Medicine who are members in good standing of their respective societies in other states. Associate Members may attend annual and other meetings of the Society at the same fees as Active Members. They are ineligible to hold a Society office and have no voting privileges and they must pay any required entry fees and dues to the Society.
- G. Honorary Membership. Upon recommendation of the Board of Trustees, the title of Honorary Member may be conferred upon a distinguished person who has given meritorious service in the cause of public health, of osteopathic medicine and surgery, or of this Society. The title of Honorary Member entitles the individual to all of the privileges of membership in the society except those of voting and holding office, and subjects the individual to all of the obligations of membership except the payment of dues and assessments.
- H. Postgraduate (resident / intern) Membership. Postgraduate (resident / intern) Membership may be granted to graduates of AOA-approved osteopathic colleges who are in AOA and/or ACGME accredited postgraduate training programs. Those members who are in postgraduate training programs shall pay dues and other meeting registration fees as designated by the Board of Trustees. Postgraduate (resident / intern) physician Board members shall be elected either through an IOMS-recognized organization of postgraduate physicians, or through an alternate mechanism approved by the Board of Trustees. This classification of membership entitles the individual to all of the privileges of membership in the society except a position on the Executive Committee.
- I. Student membership. Student Membership may be granted to students at AOA-approved osteopathic colleges. Student Members are not liable for dues and may attend annual and other meetings without charge. This classification of membership entitles the individual to all of the privileges of the Society except a position on the Executive Committee.
- J. Retired Members: Retired membership may be granted to an osteopathic physician who has retired. A Retired Member is entitled to all of the privileges of the Society and is subject to all of the obligations of membership, including any required dues of the Society.
- K. Professional membership shall be a non-voting member granted by the Membership Committee and approved by the Board of Trustees to non-osteopathic physicians, outstanding teachers, researchers, administrators and other professionals. Professional membership shall not be available to any osteopathic physician or any student in an osteopathic institution. Professional membership shall be listed separately in the Society's membership directory. The Board of Trustees shall determine the membership dues.
- L. Affiliate membership shall be a non-voting member granted by the Membership Committee and approved by the Board of Trustees to health-care corporations, financial entities or other corporations. Affiliate membership shall not be available to any osteopathic physician or any student in an osteopathic institution. Affiliate membership shall be listed separately in the Society's membership directory. The Board of Trustees shall determine the membership dues.
- M. Military/Public Health shall be voting members granted by the Membership Committee and approved by the Board of Trustees. The Board of Trustees shall determine the membership dues.

Section 2. Application for Membership. All applications for membership shall be transmitted to the Executive Director, who will give them to the Committee on Membership. The Executive Director will notify all applicants of the action taken.

Application for Membership. All applications for membership shall be transmitted to the Executive Director, who will give them to the Committee on Membership. The Membership Committee must review the applicants within thirty days of receipt of the application.

Each application for Membership shall be accompanied by an amount equal to the dues for one year as well as a signed Membership Application certifying that the applicant, unless an osteopathic medical student or osteopathic physician in postdoctoral training, has a current license to practice medicine in all of its branches in the State of Illinois, has never had a suspended license in this or any other state, and has never been convicted of a felony offense.

Applicants who have had their license suspended or been convicted of a felony offense may request consideration on an individual basis from the committee on membership, which shall make a recommendation to the Board of Trustees for final action.

Once the application for membership is reviewed and action determined by the Committee on Membership, a summary of the action, will be forwarded to the Board. Any communication regarding the applicant must be sent in writing to the Executive Director before the indicated time of the Board meeting. If there are no objections to the applicant, the action of the Board of Trustees shall be final. If objections are filed, the applicant may be requested to attend a Board meeting for discussion of the problem. The Board of Trustees may require further documentation and reconsideration of the application. The Board will make the final determination on membership and the action of the Board will be forwarded in writing to the applicant by the Executive Director. All communication may be done in writing and or electronic method.

Section 3. Waiver of Dues. Upon recommendation from the Membership Committee, The Board of Trustees shall have the authority to remit or adjust dues presented with sufficient evidence for any type of membership as in its judgment is proper in each case for a limited period of one year. Applicant will have to reapply each year for renewal.

Article IV – Code of Ethics

The Code of Ethics of the American Osteopathic Association shall serve as the Code of Ethics of the Illinois Osteopathic Medical Society.

Article V – Finance

Section 1. Fiscal Year. The fiscal year is from October 1 through September 30.

Section 2. Dues

The annual dues of the Society shall be payable in advance on or before the beginning of the fiscal year. A member whose dues remain unpaid for two months shall become suspended, and those who remain unpaid for eleven months shall be dropped. Suspended members lose all membership benefits. The suspended member may be reinstated upon payment of current year dues and provision of updated required membership information as appropriate. Dropped members may apply as a new member. The annual dues of all members of the Society shall be determined by the Board of Trustees.

Section 3. Assessments. Assessments may be levied on all Society members except Life Members, Honorary Members, Students and Postgraduates with the approval of the Board of Trustees. Failure to pay assessments shall incur the same penalty as the failure to pay dues.

Section 4. Refunding Dues. No dues will be refunded to a member if that individual's membership has been terminated for cause.

Section 5. Reserve Fund. IOMS will fund a percentage of net assets appropriated for contingencies in an amount to be determined by the Board of Trustees and reviewed annually.

Article VI - Grievance and Disciplinary Procedures

Section 1. There shall be a Committee on Ethics, appointed pursuant to the provisions of these Bylaws relating to appointed positions.

Section 2. The Committee on Ethics shall, pursuant to procedures to be established by that Committee, and in accordance with the provisions of the Articles and Bylaws of this society, initiate investigations, conduct hearings, and submit reports to the Board of Trustees regarding complaints of the professional misconduct of any member of this society. The Society shall comply with all laws of the state of Illinois.

Section 3. The term "complaint" shall include (without limitation) any complaint or charge of professional misconduct brought to the attention of a member of the Committee on Ethics, a member of the Board of Trustees, or the Executive Director. Any of the aforesaid persons shall upon receipt of a complaint, promptly forward it to the Chairman of the Committee on Ethics.

Section 4. The term "professional misconduct" shall be limited to:

- 1) Any willful violation of the Code of Ethics of this Society.
- 2) Fraudulent, dishonorable or immoral conduct in connection within the profession of osteopathic medicine.
- 3) Conviction of any felony involving moral turpitude, provided the judgment of conviction has become final, or a plea of guilty or nolo contendere thereto.

Section 5. All complaints shall be referred to the Committee on Ethics and the Committee shall require said complaints to be reduced to written form before any formal action is taken thereon.

Section 6. If the Committee, upon receipt of a complaint, determines that any form of further investigation is appropriate, a copy of the complaint shall promptly be sent to the accused by registered U.S. mail or personally delivered. If the Committee determines that the complaint does not warrant its further consideration, it shall notify the complainant in writing of its decision and the reasons therefore.

Section 7. The Committee may in its discretion, conduct such investigations and hearings, as it deems appropriate under the circumstances of each case. The name of the accused and the proceedings before the Committee shall be kept confidential, so far as is consistent with the development of the facts and requirement of law.

Section 8. Upon conclusion of its inquiry, the Committee on Ethics shall take action on the complaint as follows:

- 1) If the Committee shall be of the opinion that no disciplinary action is warranted, it shall dismiss the complaint and notify in writing both the complainant and the accused member of its action and the reason thereof.
- 2) If the Committee shall be of the opinion that the facts warrant a reprimand, probation, or expulsion, such opinion shall be reduced to writing, the reasons therefore, and a copy shall be personally delivered or sent by registered U.S. mail to the accused member. The Committee shall also file with the Board of Trustees copies of the complaint and the Committee's decision.

Section 9. Upon receipt of the Committee's decision, the accused member shall have fourteen (14) calendar days to notify the Board of Trustees of his appeal therefrom. Failure of the accused member to so object shall be deemed an acceptance of the Committee on Ethics' decision. In such case, the Board of Trustees may, in its discretion, either accept or revise the Committee's decision. No such revision, however, shall result in a more severe discipline than that imposed by the Committee.

Section 10. If the accused member rejects the Committee on Ethics' decision, as provided herein, the Board of Trustees shall schedule a timely hearing before the Board. At such hearing the Committee on Ethics shall prosecute and the Board of Trustees shall sit as a Board of Inquiry. The accused member shall have the right to be present at all times and to be represented by counsel. The accused member shall have the right to present witnesses and evidence in his own behalf and to examine all witnesses and evidence offered by the Committee on Ethics. Decision of the Board of Trustees shall be by majority vote, but no judgment shall result in a more severe discipline than that imposed by the Committee on Ethics. At the conclusion of proceedings as provided in paragraphs nine and ten herein, the Board of Trustees shall determine what publicity, if any, shall be given to the results thereof. While such proceedings are in progress, confidentiality shall be maintained so far as is consistent with the development of the facts.

Section 11. Disciplinary measures that may be imposed by the Board of Trustees, in order of severity, are:

- 1) Reprimand,
- 2) Probation not to exceed three years,
- 3) Expulsion.

Section 12. If a member is expelled, the Executive Director shall formally notify the central office of the American Osteopathic Association of this action. The fact that an individual has been expelled shall not bar him from future application for membership in this Society.

Section 13. Expulsion shall be mandatory upon proof of conviction of a felony involving moral turpitude, or upon a plea of guilty or nolo contendere thereto, provided such judgment has become final.

Article VII – Officers

Section 1. Officers. The officers of this Society are the President, President-Elect, Vice President, Immediate Past President, Treasurer and the Executive Director, who is employed by the Board of Trustees, serves as Secretary of the Board, and serves in all assigned capacities without voting rights. Other than the Secretary, a prerequisite for serving on the Executive Committee shall be prior service as a District Trustee.

Section 2. Duties of Officers. Duties of the officers include the following, but are not limited to the information provided below.

- A. President. The President shall preside at all meetings of the Society, the Board of Trustees, Executive Committee and shall serve as Chair of the Executive Committee. He or she shall appoint all committees and their chairpersons, and shall be an ex-officio member of all committees except the Nominating Committee. He or she

also shall appoint members of the Society to the organizations and committees outside the Society structure with the approval of the Executive Committee.

- B. President-Elect. The President-Elect, in the absence of or at the request of the President, shall perform the duties of the President. The President-Elect is a member of the Board of Trustees and the Executive Committee and shall be a member of the Legislative and Education Committees. Upon automatically succeeding to the presidency at the Annual Meeting, he or she shall announce all committee chairperson appointments before adjournment of that meeting.
- C. Vice President. The Vice President is a member of the Board of Trustees and the Executive Committee. The Vice President shall automatically succeed to the President-Elect at the Annual Meeting.
- D. Immediate Past President. The Immediate Past President acts in an advisory capacity to the Board of Trustees and the Executive Committee and is a member of both and serves as the Chair of the Nominating Committee.
- E. Treasurer. The Treasurer acts in a supervisory capacity to the Executive Director and shall serve on the Membership Committee. The Treasurer shall automatically succeed to the Vice President position at the Annual Meeting.
- F. Executive Director. The Executive Director is responsible to the Executive Committee and the Board of Trustees for all phases of his or her work. He or she is the Secretary of the Board of Trustees and the Executive Committee and is a member of all committees except the Nominating Committee. The Executive Director may designate a surrogate for committee memberships.
 - 1. Business Duties. The Executive Director shall maintain an adequate office and be responsible for the Seal, Articles of Incorporation, copies of the Society Bylaws, and all records and contracts of the Society. He or she shall be responsible for business matters pertaining to the Society and its membership, including the collection of State dues and assessments, disbursements of funds, maintenance of bookkeeping records, roll and attendance of membership, preparation of an annual budget, preparation of quarterly reports, which include the income and debts for the fiscal year, to be distributed before each quarterly meeting to the Board of Trustees, and notification of the membership meetings. He or she shall employ all lay employees of the Society. The Executive Director shall conduct the general correspondence of the Society, may execute a bond satisfactory to the Board of Trustees for security of the funds of the Society, and shall maintain a manual of procedure for the business office. He or she is responsible for the business management of the annual convention. He or she shall perform such other duties as may be required of him or her by the Board of Trustees and the Executive Committee.
 - 2. Legal Duties. The Executive Director shall receive and process all legal problems submitted to the office by members, using legal counsel as required.
 - 3. Public Relations Duties. The Executive Director is responsible for Public Relations activities of the Society and shall work with and advise all Committees involved in publicity and similar functions related to the education of persons and groups important to the welfare of the Society.
 - 4. Government Relations Duties. The Executive Director or his/her designee is the chief liaison to the Illinois General Assembly and the United States Congress.

Section 3. Vacancies. In the event of a vacancy in the office of the President, the President-Elect shall be promoted to the office of President. In the event of a vacancy in the office of President-Elect, the office shall be filled by election at a special vote of the Society in the manner prescribed for meetings and election in these Bylaws.

Article VIII – Board of Trustees and the Executive Committee

Section 1. The Board of Trustees is composed of the officers of the Society, one representative of each District (as defined by the policy manual), a Student, an Intern/Resident, and one member at large. The position of Student shall be the President of Student Council of CCOM or his/her designee.

- A. Duties of the Board of Trustees include the following, but are not limited to the information below:
 - 1. The Board of Trustees shall manage the affairs of the Illinois Osteopathic Medical Society.
 - 2. The Board of Trustees shall meet the requirements of the “General Not for Profit Corporation Act,” and shall have the powers set forth by the Act.
 - 3. The Board of Trustees shall transact the business of the Society between meetings and shall meet at such times and places as its business may require. In any case, this Board shall meet at least quarterly.
 - 4. The Board of Trustees shall employ or appoint an Executive Director and shall direct the duties of that office. It shall authorize the Executive Director to employ such other persons as may from time to time be required to carry out normal or special undertakings of the Society. It shall require an annual review of the financial records of the Society and shall ensure that any required federal tax forms are filed in a timely manner. It shall require the Executive Director to present a report of the affairs of the Society at each annual meeting of the Society.
 - 5. The Board of Trustees shall be responsible for arrangements of Society meetings, including the annual convention.

6. The Board of Trustees shall provide for the preparation and dissemination of information concerning the principles of osteopathic medicine and surgery concerning the work of the Society and its members as may seem wise and necessary.
 7. The Board of Trustees shall serve as liaison between the Society and the Districts. Each Trustee is responsible for carrying information from the Board to his or her district members and for referring the needs, wishes, and opinions of the members back to the Board of Trustees.
 8. The Board of Trustees shall cause to be prepared and kept current a manual of procedure for each office, department, committee and for the employees of the Society. The current revision of Robert's Rules of Order and Robert's Parliamentary Law shall govern this Society in all cases to which they are applicable and in which they are consistent with these Bylaws.
 9. The Board of Trustees may enact rules to govern its proceedings.
 10. The Board of Trustees shall review the Bylaws on an annual basis.
 11. All Board of Trustee members must sign the IOMS Leadership Code of Ethics.
- B. Terms and term limits. The Member at Large on the Board shall serve a one-year term of office. The district trustees shall be elected each year to a three-year term of office, with starts of their terms staggered. The Member at Large and District Trustees may serve no more than three consecutive terms in that position.
 - C. The term of each officer will be one year.
 - D. The position of Student and Intern/Resident will serve a one-year term.
 - E. Vacancies. With consent from the Board of Trustees, the President has the authority to fill an unexpired term of a Trustee or the position shall remain vacant until the next official election of the Trustees. Every effort will be made to fill the unexpired term from the same district.
 - F. Quorum. A 1/3 majority of the members of the Board of Trustees present at any meeting shall constitute a quorum.
 - G. All Trustees of this Society shall be members of the Illinois Osteopathic Medical Society.
 - H. Unless excused by written or oral notice to the Executive Director or President prior to the meeting, each Board member must attend 75% of the yearly four regularly scheduled Board meetings, not to exceed three excused absences over a 2 year period, or his/her seat shall be declared vacant and the ensuing vacancy shall be filled by a majority vote of the Board of Trustees until the next annual meeting. In addition, committee members must adhere to the same attendance policy as the Board except if a position is declared vacant, the position shall be filled by presidential appointment.

Section 2. Executive Committee.

- A. Membership. The Executive Committee is composed of the President, President-Elect, Vice President, Immediate Past President, and the Treasurer. The Executive Director serves as the Secretary of the Committee.
- B. Duties. The duties of the Executive Committee include, but are not limited to the information listed below.
 1. The Executive Committee shall meet at the call of the President, as business requires, and shall present a report of its action to the Board of Trustees.
 2. The Executive Committee may act for the Board of Trustees between meetings.
 3. The Executive Committee shall present to the Board of Trustees at least once in every four years its recommendation for the position as the Illinois Medical Licensing Committee Member and Illinois Medical Disciplinary Board Member.
 4. The Executive Committee shall present to the Board of Trustees recommendations for the positions of delegates and alternate delegates to the House of Delegates of the American Osteopathic Association.
- C. Quorum. At least three members of the Executive Committee present at a meeting are required for a quorum.

Section 3. Meetings of the Board of Trustees and the Executive Committee. Between meetings of the Board of Trustees and of the Executive Committee the Board of Trustees or the Executive Committee shall have authority to vote on any matter requiring immediate attention by means of alternate communication designated by the President, including electronic mail, facsimile, or telephonic communication. Provided, however, that a majority of the Board of Trustees or Executive Committee shall have given their consent to such action in a written statement signed by all members of the Board of Trustees or Executive Committee entitled to vote with respect to the subject matter thereof and that such vote and consent be entered into the Board's minutes and records at the next meeting of the Board.

Article IX – Membership Meetings and Quorum

Section 1. Membership Meetings.

- A. Annual and Special Meetings.
 1. An annual meeting of the Society shall be held for the purpose of summarizing the year's activities of the profession, electing officers, and of transacting such other business as may be necessary.
 2. Special meetings may be called by the President, the Board of Trustees, or by members representing one-twentieth of the membership.

- B. Notice of Meetings. Written notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent VIA MAIL to each member not less than five or not more than sixty days before the day of the meeting.
- C. Admission to Meetings. Only active, 3rd year, 2nd year, 1st year, postgraduate, students, retired, military/public health, associate, life and honorary members shall be admitted to meetings unless otherwise provided for by the approval of the Board of Trustees or by vote of a majority of the Society members present.
- D. Quorum. The presence of a 1/3 majority of members at a meeting constitutes a quorum.
- E. Proxy Voting. There will be no proxy voting allowed at any meetings of the Illinois Osteopathic Medical Society.

Article X – Delegates to the House of the American Osteopathic Association

Delegates and their Alternates to the House of Delegates of the American Osteopathic Association's annual meeting shall be chosen by the Board of Trustees except for the student representatives who are selected consistent with the method of selection provided in the AOA's Bylaws.

The number of delegates to which the Society is entitled is governed by the Bylaws of the American Osteopathic Association.

Article XI – Committees

Section 1. The following are the standing committees of this Society:

- A. Nominating
- B. Legislative
- C. Membership
- D. Education
- E. Ethics
- F. Governance (which may address Bylaws, Finance, Awards, and other matters at the direction of the President)

The Committee on Ethics shall consist of a minimum of 3 members and must be chaired by a Past President. Except in special circumstances as approved by both the President and the Chairperson of the Committee on Ethics, current members of the Board of Trustees should not hold a position on this Committee. If for any reason a current member of the Board of Trustees is on the committee when a Board of Inquiry is held, the Board/Committee member must reclude him or herself from the deliberations of the Board of Inquiry.

With the approval of the Board, the President of the Society has the right to create ad hoc committees when necessary as well as to appoint any and all committee members.

Article XII– Parliamentary Authority

The current revision of Robert's Rules of Order shall govern this Society in all cases to which they are applicable including the membership, Board of Trustees and Executive Committee meetings, and in which they are consistent with these Bylaws.

Article XIII – Amendments

Provision of these Bylaws not governed by the Articles and Laws of Incorporation may be amended by a vote of two-thirds of the members present at any meeting of the Society, provided written notice setting forth the proposed amendment shall have been sent via mail to every member at least thirty days before the meeting at which the amendment is to be acted upon. Notice by mail may refer members to a website address on which the detailed changes are specified. Approved amendments to these bylaws shall be submitted to the Board of Trustees of the AOA for their consideration and approval – per Article 1, Section 4 of the AOA Bylaws.

Article XIV – Indemnification

Section 1. Indemnification of Trustees and Officers. Each person who was or is a party or is threatened to be a made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that the or she, or a person of who he or she is the legal representative, is or was a trustee or officer of the Society or is or was serving at the request of the Society as a trustee or office of another corporation, or of a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Society to the fullest extent authorized by the laws of Illinois as the same now or may hereafter exist (but in the case of any change, only to the extent that such change) against all costs, charges, expenses, liabilities and losses (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a trustee or officer and shall inure to the benefit of his heirs, executors and administrators. The right to indemnification conferred in this Article XIV, Section 1, shall be a contract right and shall include the right to be paid by the Society the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt by the Society of an undertaking, by or on behalf of such trustee or officer, to repay all

amounts so advanced if it shall ultimately be determined that the trustee or officer is not entitled to be indemnified under this Section or otherwise. The Society may, by action of its Board of Trustees, provide indemnification to employees and agents of the Society with the same scope and effect as the foregoing indemnification of trustees and officers.

Section 2. Right of Claimant to Bring Suit. If a claim under Article XIV, Section 1, is not paid in full by the Society within thirty days after a written claim has been received by the Society, the claimant may at any time thereafter bring suit against the Society to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Society) that the claimant has failed to meet a standard of conduct which makes it permissible under Illinois law for the Society to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Society. Neither the failure of the Society (including the Board of Trustees or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is permissible in the circumstances because he has met such standard of conduct, nor an actual determination by the Society (including its Board of Trustees or independent legal counsel) that the claimant has not met such standard of conduct, nor the termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall be a defense to the action or create a presumption that the claimant has failed to meet the required standard of conduct.

Section 3. Non-Exclusivity of Right. The indemnification provided by Article XIV, Section 1, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee or officer, shall inure to the benefit of the heirs, executors and administrators of such a person, except in the instance of gross negligence or intentional misconduct.

Section 4. Insurance. The Society will purchase and maintain insurance on behalf of any person who is or was a trustee, officer or employee or agent of the Society, or who is or was serving at the request of the Society as a trustee, officer, employee or agent of another corporation, partnership, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the provisions of Article XIV, Section 1.

Section 5. Definitions. For purposes of Article XIV, Section 1, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Society" shall include service as a trustee or officer of the Society which imposes duties on, or involves services by such trustee or officer with respect to an employee benefit plan, its participants or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the Society.

Section 6. Expenses as a Witness. To the extent that any trustee or officer of the Society is by reason of such position, or a position with another entity at the request of the Society, a witness in any proceeding, he shall be indemnified against all costs and expenses actually and reasonable incurred by him or on his behalf in connection therewith.

Section 7. Effect of Amendment. Any amendment, repeal or modification of any provision of Article XIV, Sections 1 to 7, by the trustees of the Society shall not adversely affect any rights or obligations then existing, with respect to any state of facts or obligations then existing, or any action, suit or proceeding therefore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

Article XV - Gender Disclaimer

The Illinois Osteopathic Medical Society is open to persons of both sexes and does not discriminate against any person because of sex; therefore, the working document herein importing the masculine or feminine gender includes the other gender and imports no such discrimination.

Article XVI – Dissolution of the Society

If due to unforeseen circumstances, it is determined that the Illinois Osteopathic Medical Society will dissolve, a 2/3 vote of the entire membership, not including students, of this Society is required. All debts owed will be paid in full prior to dissolution. In addition, any monies remaining will be donated to the American Osteopathic Association.