

ARTICLES OF INCORPORATION  
and  
BY-LAWS  
of the  
WISCONSIN ASSOCIATION OF OSTEOPATHIC PHYSICIANS & SURGEONS

Organized August 28, 1899

Incorporated June 30, 1903 as Wisconsin Osteopathic Association

Name Amended June 11, 1946 to

Wisconsin Association of Osteopathic Physicians & Surgeons

By-Laws Amended April 29, 1968

Articles of Incorporation Amended June 11, 1968

Revised July 1, 1973

By-Laws Amended May 3, 1974

By-Laws Amended May 7, 1976

By-Laws Amended June 25, 1977

By-Laws Amended May 13, 1980

By-Laws Amended April 22, 2005

Articles of Incorporation Amended April 22, 2005

Articles of Incorporation Amended June 30, 2009

Articles of Incorporation Amended March 21, 2012

Articles of Incorporation Amended October 23, 2016

Articles of Incorporation Amended February 22, 2017

ARTICLES OF INCORPORATION  
OF THE  
WISCONSIN ASSOCIATION OF  
OSTEOPATHIC PHYSICIANS & SURGEONS

RESTATED ARTICLES OF INCORPORATION

Executed by the undersigned for restating the Articles of Incorporation of a Wisconsin Corporation under Chapter 181 of the Wisconsin statutes, WITHOUT STOCK AND NOT FOR PROFIT.

- Article 1. The name of the corporation shall be Wisconsin Association of Osteopathic Physicians and Surgeons.
- Article 2. The period of existence shall be perpetual.
- Article 3. The purposes shall be to promote the advancement of the science of Osteopathic Medicine and Surgery in all its branches as now taught or may hereafter be taught in reputable colleges Osteopathic Medicine and Surgery, in such manner and by such means as are ethical, legal and in keeping with the progressive development of the sciences relating to the preservation of health and to the treatment of the sick and the injured.
- Article 4. Location of the Principal office:  
563 Carter Court, Suite B, Kimberly, WI 54136
- Article 5. Name of the registered agent:  
Refer to staffing roster maintained by the Board of Trustees
- Article 6. Address of the registered agent:  
563 Carter Court, Suite B, Kimberly, WI 54136
- Article 7. The number of Board of Trustees may be fixed by by-law but shall be not less than three.
- Article 8. The articles may be amended in the manner authorized by law at the time of amendment.
- Article 9. Membership shall be determined in accordance with the By-Laws of this corporation or as set forth and authorized by law.
- Article 10. These Articles may be amended in the manner authorized by law at the time of amendment.

## BY-LAWS

### WISCONSIN ASSOCIATION OF OSTEOPATHIC PHYSICIANS & SURGEONS

#### ARTICLE I: NAME

SECTION 1. The name of this organization shall be the Wisconsin Association of Osteopathic Physicians & Surgeons

SECTION 2. This Association is hereby declared to be a divisional society of the American Osteopathic Association and shall be subject to the constitution and bylaws.

SECTION 3. The association has been incorporated under the laws of Wisconsin as a non-profit corporation.

#### ARTICLE II: STATEMENT OF PURPOSE

To promote the advancement of osteopathic medicine through professional education, member services, advocacy, and public awareness to ensure the availability of quality osteopathic healthcare to the people of Wisconsin.

#### ARTICLE III: MEMBERSHIP

The membership of this Association is composed of active, student, honorary lifetime, retired, and postgraduate.

##### SECTION I. 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, or who are in post graduate training.
  - 3. Have paid any required entry fees and dues to the Association. Active members have all the privileges of membership in the Association and are subject to all the obligations of membership as set forth in these bylaws.
- B. Honorary Life Membership. Honorary life membership may be granted to an osteopathic physician who has reached the age of 70 years, or who has been in practice for 40 years,

whichever comes first, and has been a member of WAOPS for 25 years immediately preceding his or her 70th birthday. Membership Committee may waive this requirement on individual consideration. Upon recommendation of a board of trustee, honorary life membership may also be granted to any member who is retired due to disability. An honorary life member is entitled to all the privileges and duties of the Association except the payment of dues or assessments. Individuals requesting honorary lifetime membership status must fill out the appropriate form to be submitted and approved by the Board of Trustees. An approved certificate shall be awarded for such honorary life membership.

- C. Post-graduate membership (intern/resident/fellow). Postgraduate membership may be granted to graduates of AOA approved osteopathic colleges. Those members who are in residency programs shall pay reduced or free dues and other meeting registration fees as designated by the Board of Trustees. This classification of membership entitles the individual to all the privileges of membership in the Association except a position on the executive committee unless approved by the Board of Trustees.
- D. 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. They are eligible to participate on the Board of Trustees but not hold an associate office and may have voting privileges at the discretion of the Board of Trustees.
- E. Retired. Retired membership may be granted to osteopathic physicians who are completely retired from practice. Retired members pay reduced dues and conference fees as set by the Board of Trustees. Retired members are not required to maintain licensure.

## SECTION 2. Application for Membership

- A. All applicants for membership shall be transmitted to the Executive Director, who will give them to the Membership Committee. The Membership Committee must review the applicant within thirty days of receipt of the application.
- B. 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 is in good standing with the state licensing board in the state of Wisconsin, has never had a suspended or voluntarily surrendered license in this or any other state, and has never been convicted of a felony offense.
- C. Applicants who have had their license suspended or been convicted of a felony offense may request consideration on an individual basis from the Membership Committee, which shall make a recommendation to the Board of Trustees for final action.

- D. Applicants who do not qualify under the above criteria may apply to the Board of Trustees on an individual basis and would require a majority consensus of the Board before approval.
- E. Special consideration for individuals who do not qualify under the above categories of membership may have privileges of membership per the discretion of the Board of Trustees.

### SECTION 3. Disciplinary Action

- A. Membership in this Association is a privilege granted by this Association and not the right of an eligible member. The membership of any member of the Association who, in the opinion of the Board of Trustees of the Association, purposely and persistently violates the established policy of the Association, or who seeks to undermine the welfare of the Osteopathic profession or any of its district societies or affiliated organizations may be provisionally revoked, suspended, or placed on probation by action of the Board of Trustees of the Association.
- B. The member shall be entitled to due process and an opportunity to be heard-within 1 calendar year by the Board of Trustees before such an action is final. Due process shall consist of:
  - 1. An impartial hearing at which he may be accompanied by one member and/or one other counsel of his choice
  - 2. Reasonable notice, not less than 30 days.Any individual whose membership has been so revoked, suspended, or placed on probation, altered or denied (in the case of a new applicant) shall have the right of appeal to the Board of Trustees of the Wisconsin Association of Osteopathic Physicians & Surgeons at its next regular meeting, requesting a review of the Board of Trustees. He or she shall thereupon have the same rights of due process as described above. The Board of Trustees on review, may in its discretion, takes such action in regard thereto as it deems appropriate.
- C. If a member of the Wisconsin Association of Osteopathic Physicians & Surgeons or any other individual whose membership has been denied, revoked, suspended, or placed on probation brings legal action against the Wisconsin Association of Osteopathic Physicians & Surgeons and fails in the suit, that person will be required to reimburse the Wisconsin Association of Osteopathic Physicians & Surgeons for the cost of defending the legal action. Provision of a satisfactory bond insuring said reimbursement will be a requirement for being heard in the appeal process described immediately above.

## SECTION 4. Waiver or Reduction 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 judgement is proper in each case for a limited period of one year. Applicant must 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 Wisconsin Association of Osteopathic Physicians & Surgeons

## ARTICLE V: FINANCE

### SECTION 1. Fiscal Year

The fiscal year is from January 1 through December 31

### SECTION 2. Dues

The annual dues of the Association shall be payable in advance on or before the member due date. The annual dues of all members of the Association shall be determined by the Board of Trustees.

### SECTION 3. Assessments

Assessments may be levied on all active Association members with the approval of the Board of Trustees.

### SECTION 4. Refunding Dues

No dues will be refunded to a member if that individual's membership has been terminated for cause or because of resignation.

### SECTION 5. Reserve Fund.

The Wisconsin Association of Osteopathic Physicians & Surgeons 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: ELECTIONS

### SECTION 1. Qualification of Officers

Membership in the Wisconsin Association of Osteopathic Physicians & Surgeons shall be a prerequisite for qualification for any general officer or any committee of the Association, however selected.

### SECTION 2. Nominations

Nominations shall be made by the Nominating Committee and/or from the floor.

### SECTION 3. Vote

All elections shall be by secret ballot unless a motion is carried to suspend the rules and elect unanimously. If by ballot, a majority of all votes cast shall be necessary to elect. In case of no election of the first ballot, the candidate receiving the fewest number of votes shall be dropped from the list before taking the next ballot, which process shall be repeated until a majority vote is cast for one candidate.

## ARTICLE VII: OFFICERS AND EXECUTIVE COMMITTEE

### SECTION 1. Officers

The general officers of the Association are: President, President – elect, Immediate Past President and Treasurer. Members of the Executive Committee shall include the general officers, the Executive Director and additional members at the discretion of the Board of Trustees. The Executive Director who is employed by the Board of Trustees and serves in all assigned capacities without voting rights.

### SECTION 2. Terms

- A. All Officers shall be elected by the voting members at the annual meeting and serve for term of 1 or 2 years or until their successors are duly elected and installed.
- B. The Executive Director term of service is for 1 year and renewed at the discretion of the Board of Trustees.

### SECTION 3. Duties

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

shall have general supervision of the affairs of the Corporation, and perform such other duties as usually pertain to this office.

- B. The President-elect shall preside in the absence of the President, should he or she be unable to fulfill the duties of office. The President-elect is a member of the Board of Trustees and the Executive Committee.
- C. Immediate Past President. The Immediate Past President is a member of the Board of Trustees and the Executive Committee and serves as Chair of the Nominating Committee.
- D. Treasurer. The Treasurer acts in a supervisory capacity to the Executive Director and is a member of the Executive Committee.
- E. Executive Director. The Executive Director shall maintain an adequate office and be responsible for the Articles of Incorporation, copies of the Association bylaws, and all records and contracts of the Association. He or she shall be responsible for business matters pertaining to the Association and its membership, including maintenance of the website, the collection of dues and assessments, disbursements of funds, maintenance of bookkeeping records, roll and attendance of membership, preparation of an annual budget, preparation of reports, which include the income and debts for the fiscal year, to be distributed before each meeting to the Board of Trustees, and notification of the membership meetings. The Executive Director shall conduct the general correspondence of the Association. He or she is responsible for the business management of the Association. 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. The Executive Director shall receive and process all legal problems submitted to the office by members, using legal counsel as required. All significant unbudgeted expenses must be approved by the Board of Trustees.
- F. The Board may design and approve additional offices for executive positions at their discretion. The board must maintain an adequate description of said office for executive positions during term of service of said officer or executive personnel.

#### SECTION 4. 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 other offices, the President has the authority to fill an unexpired term or the position shall remain vacant until the next official election with the consent of the Board of Trustees.

### ARTICLE VIII BOARD OF TRUSTEES

#### SECTION 1. Composition

The Board of Trustees shall consist of the officers of the Association and six members at large. Up to 2 student's members and 2 postgraduate members may be recommended by members to the Board for a 1-year term and they may serve and vote at the will of the Board of Trustees.



## SECTION 2. Duties

- 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 Wisconsin Association of Osteopathic Physicians and Surgeons
  2. The Board of Trustees shall transact the business of the Association between meetings and shall meet at such times and places as its business may require.
  3. 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 Association.
  4. The board of Trustees shall be responsible for arrangements of Association meetings.
  5. 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 Association and its members as may seem wise and necessary.
  6. The Board of Trustees may enact rules to govern its proceedings.
  7. All Board of Trustee members will act according to the AOA code of ethics.
- B. Vacancies. With the 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.
- C. Quorum. A majority of the voting members of the Board of Trustees shall constitute a quorum.
- D. All Trustees of this Association shall be members of the Wisconsin Association of Osteopathic Physicians & Surgeons.
- E. Total length of service as an officer or member of the Board of Trustees shall not exceed 10 consecutive years unless approved by the Board and the general membership.

## SECTION 3. Employees

The Board of Trustees is authorized to employ full or part-time agents to help promote and manage the affairs of the Association.

## ARTICLE IX: MEMBERSHIP MEETINGS AND QUORUM

### SECTION 1. Membership Meetings

- A. Annual and special meetings
1. An annual meeting of the Association 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. It shall be held in conjunction with the annual convention.

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 or electronic 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 to each member not less than five or not more than ninety days before the day of the meeting.
- C. Admission to meetings. Only 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 Association members present.
- D. Quorum. The presence of a majority of the Board of Trustees is required for a quorum and before the transaction of business.
- E. Proxy voting. There will be no proxy voting allowed at any meetings of the Wisconsin Association of Osteopathic Physicians & Surgeons.

#### ARTICLE X: COMMITTEES

SECTION 1. The following are standing committees of this society:

- A. Nominating
- B. Legislative/Advocacy
- C. Membership
- D. Education
- E. Student & Postgraduate

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

#### ARTICLE XI: DELEGATES TO THE A.O.A.

SECTION 1. Selection

Delegates shall consist of Officers of the Association based on seniority. Remaining Delegate positions shall be assigned by general membership election.

SECTION 2. Compensation

Delegates and alternate delegates shall be reimbursed for reasonable, actual and necessary expenses as determined annually by the Board of Trustees.

### SECTION 3. Direction

It shall be the duty of the delegates to inform the membership at the annual meeting of issues likely to come before the House of Delegates and seek an expression for presentation to the House of Delegates.

### SECTION 4. Reporting

Delegates shall make a report to the membership at the earliest possible Board of Trustees or membership meeting following the meeting of the House of Delegates.

## ARTICLE XII: COMPONENT SOCIETIES

### SECTION 1. Subsidiary Societies

Any district society wishing to become a subsidiary of this Association shall submit a report to any business sessions of this Association of such action of its society authorizing the application for affiliation and evidence that its purpose conforms generally to those of this Association, and if in conformity thereto, such district society may be made a component society by majority vote.

### SECTION 2. Obligations

The officers of each district society shall be members of and represent this Association in their districts and shall be obligated to the maintenance of departments in their districts when practical, conforming generally to those of this Association, and prepared to cooperate with such departments of other districts on all matters pertaining to their district and this Association. To maintain subsidiary status, regular meeting minutes must be submitted to the Board and approved yearly. Failure to provide this acceptable documentation will lead to the assumed dissolution of the subsidiary society.

### SECTION 3. Grandfather Clause

All presently approved component societies initiated before 2016 do not need to reapply but must submit minutes' yearly to the Board for approval. Failure to obtain approved minutes will lead to the assumed dissolution of the subsidiary society.

### SECTION 4. Costs

Subsidiary societies will be responsible to the Wisconsin Association of Osteopathic Physicians & Surgeons for all reasonable costs incurred by WAOPS because of their affiliation. This includes all

legal and administrative expenses. Failure to comply with these payments will result in dissolution of the subsidiary society status.

### ARTICLE XIII: GENERAL RULES

#### SECTION 1. Order of Business

Order of business at the annual and special meeting shall be under control and subject to the order of the Board of Trustees.

### ARTICLE XIV: AMENDMENTS AND SUSPENSION OF RULES

#### SECTION 1. Suspension of Rules

Any article or section of these By-Laws, except those pertaining to a quorum and to amendments may be suspended temporarily by a two-thirds vote of the members present and voting, at any regular or special meeting of the Association. This provision also applies to Board meetings.

#### SECTION 2. Amendments

The voting members of this Association at any annual meeting or special meeting shall have the power to promulgate, enact, and amend By-Laws, not inconsistent with these articles as may be deemed necessary to carry out the provisions of these articles and to conduct the business and further the purposes of this Association.

#### SECTION 3. Changes in By-Laws

These By-Laws may be amended, repealed, or changed at any annual or special meeting, called for that purpose by a two-thirds vote of the voting members present, plus those mailed or electronically submitted in on time, as outlined below. At least 30 days' notice of such proposed amendment shall be given to all the members of the Association before the amendment is put to vote. Each voting member shall be sent a copy of the proposed changes 30 days or more before a meeting.

### ARTICLES XV: INDEMNIFICATION

#### SECTION 1. Indemnification of Trustees and Officers

Each person who was or is a party or is threatened to be a made 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 he or she, or a person of who he or she is the legal representative, is or was a Trustee or Officer of the Association or is or was serving at the request of the Association 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 Association to the fullest extent authorized by the laws of Wisconsin 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, judgements, 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 XV, SECTION 1, shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt by the Association 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 Association may, by action of its Board of Trustees, provide indemnification to employees and agents of the Association 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 XV, SECTION 1, is not paid in full by the Association within thirty days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association 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 Association) that the claimant has failed to meet a standard of conduct which makes it permissible under the laws of Wisconsin Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (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 Association (including is Board of Trustees or independent legal counsel) that the claimant has not met such standard of conduct, nor the termination of any proceeding by judgement, 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 XV, SECTION 1, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any By-Law, 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 Association will purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Association, or who is or was serving at the request of the Association 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 Association would have the power to indemnify him against such liability under the provisions of article XV, section 1.

### SECTION 5. Definitions.

For purposes of ARTICLE XV, SECTION 1, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include service as a trustee or officer of the Association which imposes duties on, or involves services by such trustee or officer with respect to an employee benefit plan; and references to "serving at the request of the Association" shall include service as a trustee or officer of the Association which imposes duties on, or involves good faith and in a manner he or she reasonably believed to be in the best interests of the participants and 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 Association

### SECTION 6. Expenses as a Witness.

To the extent that any trustee or officer of the Association is by reason of such position, or a position with another entity at the request of the Association, a witness in any proceeding, he shall be indemnified against all costs and expenses actually and reasonably 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 XV, SECTIONS 1 to 7, by the trustees of the Association 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 to threatened based in whole or in part upon any such state of facts.

## ARTICLE XVI: DISSOLUTION CLAUSE:

WAOPS may be dissolved only with authorization by two-thirds vote of its Board of Trustees given at a special meeting called for that purpose and with subsequent approval by two-thirds (2/3) vote of the Voting Members present at a special Membership Meeting. Upon dissolution or other termination of WAOPS all assets remaining after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefor, shall be distributed to such Section 501© (3) tax-exempt organizations (with purpose similar to those of the WAOPS) as shall be chosen by the then existing Board of Trustees with instructions that such assets shall be used for the advancement of osteopathic medical education of osteopathic medical research.

## ARTICLE XVII

### SECTION 1. Roberts Rules of Order

Any procedural questions not addressed in these bylaws will follow Roberts Rules of Order.

## ARTICLE XVIII

### SECTION 1.

The Wisconsin Association of Osteopathic Physicians and Surgeons is committed to equality for all people. It does not discriminate with regards to race, sex, color, creed, religion, national origin, age, gender identity, sexual orientation, marital status, veteran status, family status, or physical and mental health status.

The working document herein imparting the masculine or feminine gender includes the other gender and imports no such discrimination.