

Osteopathic Physicians and Surgeons of California (OPSC)

Bylaws

ARTICLE I: Name of Organization

The name of the organization is the Osteopathic Physicians and Surgeons of California.

ARTICLE II: Membership

Section 1. Classes of Membership. There shall be eleven (11) classes of membership: Active, Military, Retired, Intern, Resident, Resident Associate, Out of State Associate, Life, Honorary, Sustaining, and Student.

Section 1a. Active. Active members shall meet the requirements of Section 2, Article II, as set forth in these Bylaws. They shall have voting privileges and be eligible to hold office.

Section 1b. Military. Military members must be in active military service, not reserves, or a reserve member on active duty status, and shall meet the requirements of Section 2, Article II, as set forth in these bylaws. They shall have all the privileges and responsibilities of Active membership except that of voting and holding office. Military physicians have the option of joining as active members with all benefits and privileges.

Section 1c. Retired. Retired members shall meet the requirements of Section 2, Article II, as set forth in these Bylaws. They shall have reduced their employment or practice status by at least 80%. They shall have all the privileges of membership except that of holding office.

Section 1d. Intern/Resident. Intern and Resident members shall meet the requirements of Section 2, Article II as set forth in these Bylaws. They shall be in an AOA or ACGME approved internship, residency or fellowship program in which there is direct and continuing responsibility for the care of patients in a setting with systematic faculty supervision. They shall have the privileges and responsibilities of Active membership except that of holding office.

Section 1e. Resident Associate. Resident Associate members shall be osteopathic physicians residing, but unlicensed to practice in California and shall have all the privileges of membership except that of voting and holding office. They shall meet the requirements of Section 2, Article II, as set forth in these bylaws.

Section 1f. Out of State Associate. Out of State Associate members shall be licensed osteopathic physicians not practicing in California. They shall meet the requirements of Section 2, Article II, as set forth in these bylaws. They shall have all the privileges of membership except that of voting and holding office.

Section 1g. Life. Life membership may be granted to an actively practicing osteopathic physician upon payment of a one-time membership dues established by the Board of Directors (the fee may be paid in advance). To qualify for Life membership, an Active member shall have reached the age of 60, been a continuous member for five years, and be in active practice. Life membership can only be terminated for unprofessional conduct as determined by unanimous action of the Board of Directors. Such members shall have the privileges and responsibilities of Active membership. Upon retirement, section 1c will apply.

Section 1h. Honorary. Honorary membership may be granted by the Board of Directors to members of the osteopathic profession or persons outside the osteopathic profession who have made unusual contribution to the objectives of this Association - they shall be without vote and cannot hold office.

Section 1i. Sustaining. The Board may grant sustaining membership to persons, other than osteopathic physicians, who are professionally associated with osteopathic medicine and thereby concerned with the function and purposes of OPSC. They shall have all privileges except voting and holding office.

Section 1j. Student. Student members shall be enrolled in an accredited osteopathic medical school. They shall have all privileges except voting.

Section 2. Physician Eligibility. Any physician who has been granted the degree Doctor of Osteopathy or Doctor of Osteopathic Medicine from a school which was then approved by the American Osteopathic Association is eligible to apply for Active, Military, Retired, Resident, Intern, Resident Associate or Out of State Associate membership in this association. Such physician shall make application for membership in writing on the prescribed form as furnished by the Executive Director of this association. The application for Active membership shall require residence in California and licensure by the Osteopathic Medical Board of California and shall be referred to the Membership Committee for investigation and recommendation as to acceptance.

Section 3. Application for Membership. All applications for membership shall be transmitted to the Executive Director. Credentialing will be determined and the applications will be forwarded 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 has a current unrestricted license to practice medicine in the State of California, has never had a license suspended in this or any other state, and has never been convicted of a felony offense. The Board of Directors will consider those who cannot sign this application and wish to pursue membership on an individual basis.

Once the Committee on Membership reviews the application for membership, a summary of the action recommended will be forwarded to the Board of Directors. The Board will have thirty days from the time they receive the Committee's recommendation to take action on the applications. Any board member may file an objection to the applicant within this thirty day timeframe. The objection must be submitted in written form to the executive director, and must state the reason for objection. If there are no objections to the applicant, the action of the Board shall be final. If objections are filed, the applicant may be requested to attend a Board meeting for discussion of the problem. The Board may require further documentation and reconsideration of the application. The Board will make the final determination on membership and the Executive Director will forward the action of the Board in writing to the applicant. All communication by the applicant and the association may be done in writing and/or by electronic method.

Section 4. Membership Privileges. Pursuant to the provisions of Article III, the Board of Directors has the power to suspend, place on probation or revoke the membership of any member. A member on probation shall not retain voting privileges he enjoyed prior to probation.

The membership of any member who, in the opinion of the Board of Directors, violates the established policies of this Corporation as defined in the Articles of Incorporation, these Bylaws, or resolutions of this Corporation adopted pursuant thereto, or who seeks to undermine the unity of the osteopathic profession, this Corporation or affiliate organization, may be revoked, suspended, or placed in probationary status by action of the Board of Directors. The member shall be given written notice of any alleged violation and shall be given an opportunity to appear before the Board of Directors before any action is taken.

ARTICLE III: Nominations, Elections, Voting and Meetings

Section 1. Nominations. No later than July 1, the President shall appoint a Nominating Committee to be composed of three board members, including the President-Elect as Chair, the Immediate Past President as Vice Chair and one other chosen by the President. No later than July 15 the Nominating Committee shall notify each regional affiliate organization, by registered mail, of the nominations process, inviting said organizations to put forth recommendations for consideration by the Nominating Committee. Active OPSC members will also be notified of the nominations process by mail and or electronic means. All recommendations for nominations shall be forwarded to the Nominating Committee on or before Sept. 1, by registered mail. The Nominating Committee shall report to the Board of Directors. A proposed slate of interested and qualified nominees shall then be mailed and/or electronically transmitted to the membership. Additional nominations of active OPSC members may be made by a petition signed by at least twelve (12) Active members and received in the OPSC office before November 15, along with the individual's acceptance of the nomination and current curriculum vitae, via registered mail. Nominations shall be closed after November 15.

Section 2. Election/Annual Meeting. Election of the President-Elect, Vice President and Directors shall be at the Annual Meeting. The Annual Meeting shall be held at such time and place as determined by the Board of Directors. No new business shall be introduced on the last day of the Annual Meeting unless by unanimous consent.

Section 3. Voting – Election. Voting shall be by those Active members in attendance and those represented by mail and/or electronic ballot. If there is more than one nominee for any office, a majority of votes cast shall be necessary for election. The Secretary/Treasurer shall preside over the tabulation of the ballot voting. Ballots shall be mailed or electronically transmitted to the membership at least thirty days prior to the Annual Meeting and ballots must have been registered with the Secretary/Treasurer of the Board of Directors at least fifteen (15) days before the Annual Meeting. Attendee, mail, and electronic ballots shall be in such form as provided by the Executive Director and approved by the Board of Directors.

Section 4. Voting – Other. Voting on matters other than elections and bylaw changes, referred to the membership by the Board of Directors, may be held by mail and/or electronic vote. Mail and electronic ballots are to be attested to by a certified public accountant chosen by the Executive Director and approved by the Board of Directors.

Section 5. Term of Office. All officers except for the Secretary/Treasurer shall take office at the conclusion of the Annual Meeting. The Secretary-Treasurer shall be selected and shall take

office at the first meeting of the board of directors after the Annual Meeting. The President-Elect shall succeed to the Presidency for a one-year term upon installation during the Annual Meeting. A Vice-President shall be elected at each Annual Meeting. Three directors shall be elected at each Annual Meeting and shall serve three-year terms beginning at the conclusion of the Annual Meeting. Vacancies on the Board shall be filled at the Annual Meeting, or by appointment by the Board. No officer may hold more than one office at one time.

Section 6. Voter Eligibility. Only those members of OPSC in good standing may vote at the annual meeting. A list of eligible voters will be made available to the attendees at the Annual Business Meeting.

Section 7. Special Meetings. Special meetings of OPSC may be called by a majority of the Board of Directors, or a petition signed by not less than ten (10) percent of the total membership. Business transacted at a special meeting shall be limited to items noticed in the call of such meeting.

Section 8. Voting Method. Voting at the Annual Meeting and special meetings shall be by actual attendance and by mail ballot or by electronic means, as provided in these Bylaws.

ARTICLE IV: Regional Affiliate Organizations

Section 1. Regional Affiliates. There shall be regional affiliate organizations within OPSC. Such regional affiliates may be encompassed in one or more counties.

Section 2. Organization. Regional affiliates may be organized as part of this Association by direction and approval of the Board of Directors according to the Manual of Procedure and the regulations of the American Osteopathic Association.

Section 3. Bylaws. Each regional affiliate shall adopt bylaws and other rules to regulate its activities, which shall not conflict with or supersede the Bylaws of this Association. These documents shall be submitted to the Board of Directors for approval.

Section 4. Membership List. Each regional affiliate shall submit a list of members in good standing upon request of the Executive Director of this Association.

Section 5. Membership Basis. Membership in a regional affiliate is to be predicated upon either the member's residence or primary place of practice. In the absence of a regional affiliate, the member may join one adjacent to the above.

Section 6. Membership In Multiple Regional Affiliates. Membership may be held in more than one regional affiliate.

Section 7. Qualification. To qualify for membership in a regional affiliate, an applicant must be a member of OPSC.

Section 8. Regional Affiliate Application. Upon application from an organization for acceptance as a regional affiliate, the Executive Director shall investigate the organization and, upon satisfactory proof to the Board of Directors of a general agreement of policy and governing rules with those of this Association and, if so directed, shall issue notice of acceptance and make record of same.

ARTICLE V: Dues

Section 1. Finances. The finances of OPSC shall be provided by membership fees, dues, special assessments, fines, and by such other means as may be determined by the Corporation.

Section 2. Dues Rates. The annual dues of this Corporation for all classes of membership shall be determined from time to time by the Board of Directors. Dues rates for associate, sustaining, intern, resident and student classes shall become effective as determined by the Board of Directors. Dues rates for all other classes of membership shall become effective upon approval by the membership. Present rates of dues shall apply until reassessed. Dues shall be payable in advance on or before July 1, beginning of the fiscal year. This sum may also be paid in equal quarterly or semiannual installments provided that the Treasurer is informed of this intention in advance. The Board of Directors may establish special rates of dues.

Section 3. Hardship Cases. When presented with sufficient evidence and upon recommendation of the Membership Committee, the Board of Directors shall have the authority to waive or adjust dues for any type of membership, based on Board policy as established in the Manual of Procedure.

Section 4. Honorary Members. Honorary members shall not be required to pay dues.

Section 5. Life Members. Life members shall not be required to pay dues.

Section 6. Assessments. Assessments may be levied on all members except Life Members, Sustaining Members, Honorary Members, Students, Interns and Residents, with the approval of the Board of Directors. Failure to pay assessments shall incur the same penalty as the failure to pay dues.

Section 7. Refunding Dues. No dues will be refunded if a membership is terminated for cause.

Section 8. Unpaid Dues. Any member whose dues remain unpaid for three (3) months shall automatically be suspended from this Association. Such member shall be reinstated upon payment in full of all dues in arrears within thirty (30) days from the date of receipt of notice of automatic suspension for unpaid dues; otherwise such suspended member shall be dropped from the rolls of this Association, and the American Osteopathic Association shall be notified of such action.

Section 9. Suspension for Non-Payment. The Executive Director shall notify any member of his automatic suspension for nonpayment of dues and shall give such member full information as to the right of reinstatement and the condition thereof.

Section 10. Dues Reduction. An Active member in good standing, for reason made known to the Membership Committee and the Board of Directors, who has greatly reduced his practice or retired from practice, may request that his dues be reduced. The Membership Committee shall consider the request and make recommendation regarding it to the Board of Directors, which shall take action upon it.

ARTICLE VI: Grievance and Disciplinary Procedures

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

Section 2. Responsibilities. The Committee on Ethics shall, pursuant to procedures to be established by that Committee, initiate investigations, conduct hearings, and submit reports to the Board of Directors regarding complaints of the professional misconduct of any member of this Association.

Section 3. Complaint. The term "complaint" shall embrace 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 Directors, 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. Professional Misconduct. The term "professional misconduct" shall be limited to:

- 1) Any willful violation of the Code of Ethics of this Association.
- 2) Malpractice or fraudulent, dishonorable or immoral conduct in connection with the practice of osteopathic medicine or surgery.
- 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. Complaint Form. 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. Process. 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. Investigations. 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.

Section 8. Action. 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 Directors copies of the complaint and the Committee's decision.

Section 9. Acceptance/Rejection of Decision. Upon receipt of the Committee's decision, the accused member shall have ten (10) days to notify the Board of Directors of his rejection thereof.

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 Directors 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. Rejection Process. If the accused member rejects the Committee on Ethics' decision, as provided herein, the Board of Directors shall schedule a timely hearing before the Board. At such hearing, the Committee on Ethics shall prosecute and the Board of Directors 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 Directors 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 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. Disciplinary measures that may be imposed by the Board of Directors, in order of severity, are:

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

Section 12. Expulsion. 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.

Section 13. Expulsion Notification. 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 Association.

ARTICLE VII: Duties of Officers

Duties of the officers include but are not limited to:

Section 1. President. The President shall be the chair of the Board of Directors and of the Executive Committee and shall perform the duties usually pertaining to that office. The President shall nominate, subject to approval of the Board of Directors, all appointive officers, unless otherwise specified in the Bylaws and in accordance with the directives contained in a Manual of Procedure, or as established by the Board of Directors. The President shall, ex-officio, be a member of all committees with the exception of the Nominating Committee.

Section 2. President-Elect. The President-Elect shall serve as Program Chair for the Annual Convention. The President-Elect will assume the duties of the president in the event the president is unable to perform the prescribed duties. The president-elect shall ascend to the presidency after serving a one-year term. In the event the president-elect is unable to perform the duties of the office during the term in office, the board of directors will appoint a nominee from the board to be presented to the membership by ballot election prior to the annual meeting.

Section 3. Vice President. The Vice President shall serve as program chair for the Fall Conference and shall serve a one-year term.

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall serve as chair of the Budget and Financial Review Committee. The Secretary/Treasurer shall review monthly financial statements and report the financial status of the association to the Board of Directors at board meetings and present the financial condition of the association at the Annual Meeting.

ARTICLE VIII: Executive Director

Section 1. Responsibilities. An Executive Director shall be employed by and be responsible to the Board of Directors. The Executive Director shall keep a record of all business of this Association, and of the Board of Directors, and shall preserve carefully all records and papers of this Association. Notices of all meetings and all mail votes shall be given by the Executive Director. The Executive Director shall keep on file an accurate record of all transactions of the State Office that at all times shall be subject to examination by the President or the Board of Directors and shall cooperate with the chairs of committees of the Association.

Section 2. Bond. The Executive Director shall, if requested by the Board of Directors, execute a bond, such bond to be approved by the Board, for the faithful performance of duties. The cost of said bond shall be defrayed by the Association.

Section 3. Salary. The Executive Director shall be paid a salary based upon a written contract in an amount to be determined by the Board of Directors.

Section 4. Activities. The Executive Director shall direct and manage the activities and personnel of the OPSC Office and shall be the actual custodian of records.

Section 5. Deputy Treasurer. The Executive Director shall be the Deputy Treasurer of the Association and shall:

- (a) Collect and receipt all money received by the Association and deposit the same in such banks or depositories as may be approved by the Board of Directors from time to time. And shall disburse the funds for purposes approved by the Board of Directors, or in emergencies, by the Executive Committee. All disbursements shall be by check or other voucher. A monthly financial statement shall be submitted to the Treasurer.
- (b) Be responsible for the collection of fees, special assessments, and dues, as provided by the Bylaws.
- (c) Keep on file an accurate record of the transactions of the office, which shall be at all times subject to examination by any member of the Board of Directors.
- (d) Make interim reports to the Treasurer and report to the Board of Directors at Board meetings and annually to OPSC members.

Section 6. Financial Review. The Executive Director shall have made an annual review of the financial statement of this Association and include same in the annual report.

Section 7. Report of Financial Condition. The Executive Director, at the Annual Meeting and as requested, shall present to the Board of Directors a report of the financial condition and general activities of the Association.

Section 8. Delegates. The Executive Director, at a date not later than forty-days before the annual session of the House of Delegates of the American Osteopathic Association, shall furnish the Executive Director of the national association a list of the duly elected delegates and alternates to that body.

Section 9. Legislative Liaison. The Executive Director will serve as chief liaison to the California legislature.

Section 10. Additional Duties. The Executive Director shall have additional duties as prescribed by other Articles of these Bylaws and the Board of Directors.

Section 11. End of Employment. The Executive Director, at the end of employment, shall deliver to this Association all monies, books, papers, and property of the Association.

ARTICLE IX: Duties of Directors

Section 1. Powers and Duties. The Board of Directors shall have full power and authority to manage and conduct all of the affairs of OPSC in accordance with the Articles of Incorporation, Bylaws, Manual of Procedure and Resolutions adopted by the Board of Directors and to act as their judgment and deliberations may determine in intervals between Annual Meetings.

It shall be the duty of the Board of Directors to hold in the name of this Corporation, should occasion require, title to any and all real and personal property.

The Executive Committee shall transact the business of OPSC between Board Meetings and shall have authority to implement action taken by the Board of Directors in accordance with the Articles of Incorporation, Bylaws, and Resolutions of the Board of Directors not in conflict therewith.

Section 2. Meetings. The Board of Directors shall meet at a minimum four (4) times per year. Special meetings of the Board of Directors may be held at any time or place at the call of the President or Secretary/Treasurer, or of not less than two (2) Directors then in office. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice of time and place and purpose of said meeting, in writing, either before or after the holding thereof. The majority vote of the members of the Board of Directors present shall be required for the transaction of business. The act of a majority of the Directors present at a meeting shall be the act of the Board of Directors. In the event urgent association business demands Board policy declaration, Board voting and decisions by mail or electronic ballot will be considered to be the act of the Board of Directors.

Section 3. Tenure of Office. Should a board member or officer fail or neglect to perform the duties required, as determined by the Board of Directors, the Board may, by two-thirds (2/3) vote of its members, declare the office vacant and designate a replacement as a new board member, which may or may not fill the vacated office.

Anything to the contrary notwithstanding, all elective officers, directors, and committee members, unless removed, shall hold office until their duly qualified successors are elected.

Section 4. AOA House of Delegates. Delegates and alternate delegates to the House of Delegates of the American Osteopathic Association shall be selected by vote of the Board of Directors.

Section 5. Board Member Emeritus. The Board of Directors may, from time to time, grant the status of Member Emeritus to a member of the Board of Directors as a result of that member's long-term service to the Association, its Board of Directors and membership. A Board Member Emeritus may attend all meetings of the Board of Directors; have voice but no vote in the matters that come before the Board for consideration and action.

ARTICLE X: Committees

Section 1. Standing Committies. The following are the standing committees of this Association:

- A. Nominating
- B. Legislative
- C. Membership
- D. Educational Program
- E. Ethics/Peer Review
- F. Workers Compensation
- G. OPSC Student Clubs
- H. Budget and Finance

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: Management

Section 1. Management. The ultimate management of OPSC is vested in the Active members with full authority vested in the Board of Directors to act between meetings of the Active members in accordance with the policies determined by the Active membership in Annual Meetings, and the powers granted to the Board of Directors by the Articles of Incorporation and the Bylaws.

Section 2. Responsibility. OPSC shall not be responsible or liable for any act or omission of any officer, or any member, or any employee, unless the same shall have been authorized by Resolution of the Board of Directors, or a duly elected officer who has the authority under the Articles of Incorporation, Bylaws, or Resolution of the Board of Directors, unless the same be authorized by the Articles of Incorporation or these Bylaws.

ARTICLE XII: Finances and Obligations

Each officer and committee member may be entitled to compensation, as determined by the Board of Directors, for necessary travels and other expenses in attending regular or authorized special meetings of the Board or Committee. No member shall receive any compensation for services as such; saving and accepting members such as may be regularly employed by OPSC.

ARTICLE XIII: Rules and Orders

Section 1. Parliamentary Process. In the discussion and disposition of all business in the regular or special sessions of the Active members or Board of Directors, parliamentary rules of debate shall be observed, and Robert's Rules of Order Revised shall be the guide in all deliberations except when otherwise provided for in these Bylaws.

Section 2. Manual of Procedure. The Board of Directors shall maintain and revise as necessary a Manual of Procedure. The general purpose of the Manual shall be to provide a handy reference book of concise statements of the policies of the organization and of the duties of all officials, committees, and employees of the organization to the end that there shall be no conflict of jurisdiction or duplication of effort.

ARTICLE XIV: Amendments

Section 1. Process. These Bylaws may be amended at any Annual Meeting or special meeting of the membership called for the purpose of considering amendment, or by mail or electronic vote. Amendments must be proposed by the Board of Directors or the Articles and Bylaws Committee, or by a petition of not less than ten (10) percent of the voting members. The proposed amendment must be submitted in writing to the Secretary/Treasurer at least forty-days prior to the meeting at which it is to be considered, or, if the vote is to be mailed, at least thirty-days prior to the date set for mailing ballots to the membership. The Secretary/Treasurer shall provide a copy of the proposed amendment to each voting member of OPSC at least thirty-days before the meeting at which the proposed amendment is to be acted upon.

Section 2. Approval. If the proposed amendment is to be considered at an Annual or special meeting, passage shall require an affirmative vote of two-thirds (2/3) of the voting membership present or represented by mail ballot, a quorum being present. Approval of amendments by mail or electronic vote only shall require an affirmative vote of two-thirds (2/3) of the votes cast.

ARTICLE XV: DISSOLUTION OF OPSC

If due to unforeseen circumstances, it is determined that the OPSC will dissolve, a 2/3 vote of the entire membership of the Association is required. All debts owed will be paid in full prior to dissolution. Paid dues will be returned to the membership, as financially possible, on a pro-rated basis. Any remaining monies will be distributed by Board decision and vote.

ARTICLE XVI: INDEMNIFICATION

The Association shall indemnify, by virtue of an effective Directors and Officers liability insurance policy, 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 directors of the Association may serve or at any time have served the Association at such time 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 judgements, 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 or 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 negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, or other wise.

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