BYLAWS AND STRATEGIC PLANNING COMMITTEE

August 27, 2012
7:00 pm
Webinar

MINUTES

I. Neal LaPointe, DO, Chair called the meeting to order.

II. Roll Call - Ramona Mundwiller, Executive Assistant.

John Bailey, DO  Deborah Krause, DO
Michael Brown, DO  Neal LaPointe, DO, Chair
Gina Carter, DO  Rex Lee, DO
John Dougherty, DO  Dave Linsenbardt, DO
Jeffrey Dryden, DO  Lee Parks, DO
Darin Haug, DO  Ken Ross, DO
Ken Jones, DO  Robert Scanlon, II, DO, ex-officio
                James Stoneking, DO

Committee members not in attendance:

Jack Bragg, DO - excused
David Tannehill, DO - unexcused
Student Doctor Ashley Warren ex-officio - excused

Eighty-six percent of voting committee members were present.

MAOPS Staff in attendance:

Brian Bowles, Executive Director
Ramona Mundwiller, Executive Assistant

III. Chair and Staff Update

There was no chair or staff report given.

IV. New Business

- Review of MAOPS Strategic Dashboard - The current strategic dashboard was reviewed and discussed by committee members. All agreed the association is doing a good job and the report can be submitted to the Board in September.
• Strategic Plan Review – Brian presented the current strategic plan and indicated the association has come a long way over the past few years in developing this document. Brian also presented amendments to the plan which are being requested in order to provide flexibility over the types of projects and tasks the staff and committees would like to see completed. The plan would be more general in nature. A discussion ensued regarding the need to continue to document the projects and tasks and how to do that. The Strategic Dashboard will be an appendix to the Strategic Plan and it will contain all projects and tactical components staff and committees are currently working toward. Strategies will be listed under each overarching goal on the Strategic Plan.

Motion David Linsenbardt, DO, second Darin Haug, DO to recommend to the Board of Trustees amendments to the Strategic Plan. Motion carried.

• 2011-2012 Annual Report -The committee briefly reviewed the annual report. The association’s goal is to produce this report each year and make it available to membership. The report details progress towards strategic goals.

• AOA approval of 2012 Bylaws changes – Brian reported that the AOA has approved all requested changes to the Bylaws. Changes were editorial in nature.

• Review of MAOPS Bylaws with staff recommendations – Brian presented the Bylaws with the following recommended major changes:
  • Article II Section 1, 2, and 3 –
    • Part-time members are included in the definition of member.
    • Part-time and disabled members are included as voting members.
    • The life membership definition was changed as follows:
      • A member who has reached the age of seventy years or who has completed forty years “as an osteopathic physician” whichever comes first, and who has been a regular member (as defined in Article V, Section 1 of these bylaws) in good standing in the Association since 2002 or for the past twenty-five consecutive years, whichever is lowest. The previous wording of “osteopathic services” was deemed difficult to define.
      • A part-time membership definition was added.
  • Article V, Section 1 and 2 –
    • Regular members are to be considered full dues paying.
    • Regular members who are in their first, second and third full fiscal year of membership can pay reduced dues.
    • A part-time category was added.
    • Language was added to allow the Board to determine a date after which member dues are lapsed.
    • Reapplication for membership was extended to eighteen months from six months.
  • Article VII, Section 1 change included adding part-time and disabled members as being eligible to hold office.
  • Article VIII, Section 3 will allow a member to request a transfer to a district in which they practice or reside rather than just an adjacent district.
  • Article IX, Section 1 allows a post-graduate physician Trustee and one student Trustee from each College of Osteopathic Medicine to be appointed annually by the President and approved by the Board.
- Article VIII, Section 2 includes part-time, retired and disabled members as being eligible to serve as district Trustees or Alternate Trustees.
- Article VIII, Section 4 would define the MAOPS President as the official spokesperson of the Association.
- Article X, Section 3 includes part-time and disabled members in the types of members who may vote at the House of Delegates.
- Several editorial changes were also suggested and reviewed.

**Motion, Darin Haug, DO, second, Rex Lee, DO to recommend the above listed changes to the Bylaws to the Board of Trustees. Motion Carried.**

- Review of Wetzel Bylaws – After a review of the Bylaws, there were no changes recommended at this time.

**VI. Old Business**

- MAOPS Articles of Agreement and accompanying Bylaws changes – Dr. Scanlon, MAOPS President, proposed reintroducing the changes to the Articles of Agreement dissolving the House of Delegates and the changes to the Bylaws which would also be required to outline a new governance structure. He feels the association needs to move at a faster pace to take care of association business and to stay relevant. A lively discussion took place among committee members. Some members voiced concern that this move would be perceived among membership as a circumvention of the current plan. That plan is to allow the MAOPS Task Force to meet over the next few months and brainstorm ideas on how to move the association forward. Other members thought it proactive to move forward with proposing these changes in case strategies developed by the Task Force do not win approval among Board members.

**Motion, Jeffrey Dryden, DO, second, James Stoneking, DO recommend to the Board of Trustees to reintroduce the 2012 resolutions regarding dissolution of the House of Delegates to the 2013 House of Delegates but only if necessary pending recommendations from the MAOPS Governance Task Force. Motion Carried.**

A voice vote was taken among voting members present on the call. The results are below.

<table>
<thead>
<tr>
<th>Name</th>
<th>Vote</th>
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<tbody>
<tr>
<td>John Bailey, DO</td>
<td>No</td>
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<tr>
<td>Michael Brown, DO</td>
<td>Yes</td>
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<td>Gina Carter, DO</td>
<td>Yes</td>
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<td>John Dougherty, DO</td>
<td>No</td>
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<td>Jeffrey Dryden, DO</td>
<td>Yes</td>
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<td>Darin Haug, DO</td>
<td>Yes</td>
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<td>Ken Jones, DO</td>
<td>No</td>
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<tr>
<td>Deborah Krause, DO</td>
<td>Not present</td>
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<tr>
<td>Neal LaPointe, DO, Chair</td>
<td>No</td>
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<td>Rex Lee, DO</td>
<td>Yes</td>
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<td>Dave Linsenbardt, DO</td>
<td>No</td>
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<td>Lee Parks, DO</td>
<td>Yes</td>
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<td>Ken Ross, DO</td>
<td>Not present</td>
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<tr>
<td>James Stoneking, DO</td>
<td>Yes</td>
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VII. Recommendations to the Board of Trustees

- Approval of Strategic Plan amendments.
- Approval of resolution regarding staff recommended changes to the Bylaws as outlined above and on the attached edited Bylaws.
- Approval of resolution addressing changes to Articles of Agreement.
- Approval of resolution addressing changes to Bylaws in conjunction with changes to Articles of Agreement.

VIII. Staff Directives

- Prepare a single resolution for recommended Bylaws changes: -Dues categories, post-graduate and student trustees, part-time members defined, district transfers, editorial changes and life membership criteria.
- Submit to the Board of Trustees in September the 2012 resolutions regarding the dissolution of the House of Delegates.
- Submit amended strategic plan to Board of Trustees in September for approval.

IX. Good and Welfare of the Order

X. Next Meeting Date to be determined.