

CERTIFICATE OF AMEMDED ARTICLES OF INCORPORATION
OF
AAMA, OHIO STATE SOCIETY OF MEDICAL ASSISTANTS

Doris Hirschak, CMA-AC, President, and Helen Teetrick, CMA, Secretary, of the AAMA, Ohio State Society of Medical Assistants, an Ohio non-profit corporation, do hereby certify that the Annual Meeting of the House of Delegates of the Corporation was duly called and held on April 12, 1985; that the House of Delegates constitutes the voting members of the Corporation; that the Amended Articles of the Corporation as hereinafter set forth was approved for presentation by the Advisory Committee of the Ohio State Medical Association prior to the publication of the proposed Amended Articles of Incorporation in the AAMA, Ohio State Society of Medical Assistants official publication; That the Amended Articles of Incorporation were published in the AAMA Ohio State Society of Medical Assistants official publication at least sixty (60) days prior to the meeting; that a copy of such proposed Amended Articles of Incorporation have been sent the President of each component chapter and to each member-at-large at least sixty (60) days prior to the meeting; that by two-third (2/3) votes of the Delegates in attendance of such Annual Meeting held April 12, 1985, all in compliance with the provisions of Article Ten of the Amended Articles of Incorporation of the Corporation, the following resolutions was adopted.

“That the following Amended Articles of Incorporation is and the same hereby are adopted to supersede and take the place of existing Amended Articles of Incorporation”.

AMENDED ARTICLE OF INCORPORATION

FIRST: The name of the Corporation shall be the Ohio State Society of Medical Assistants. This corporation is a constituent society of the American Association of Medical Assistants.

SECOND: The place in Ohio where the principle office of the corporation is located is the City of Toledo, Lucas County.

THIRD: The purpose for which the Corporation is formed is to promote the profession identity and stature of its members and the medical assisting profession through education and credentialing.

No part of the net earnings of the Corporation shall inure to the benefits of or distributable to its member, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Article.

FOURTH: The Ohio State Society of Medical Assistants shall not become affiliated with any organization without the approval of the Ohio State Medical association. It is not, and shall not be used as a collective bargaining agent for its members in regard to matters pertaining to their employment.

FIFTH: A component chapter of the Ohio State Society of Medical Assistants shall be:

1. Any organization of medical assistants within a county and/or;
2. Any two or more county organizations of medical assistants within the Councilor district which:
 - (A) Has been organized with the approval of the component medical society of the Ohio State Medical Association of that county;
 - (B) Has a membership of at least six (6) people who are eligible for active membership as defined in the Bylaws of the Ohio State Society of Medical Assistants;
 - (C) Has been expressly approved and recognized by the Board of Trustees of the Ohio State Society of Medical Assistants as a component chapter thereof;
 - (D) The Bylaws of a component chapter shall not conflict with the Articles of Incorporation of the Ohio State Society of Medical Assistants Bylaws. The Articles of Incorporation of the Ohio State Society of Medical Assistants shall supersede those of a component chapter.

SIXTH: The classes of membership of the Ohio State Society of Medical Assistants shall be the same as enumerated in Article V – Membership of the Bylaws of the Ohio State Society of Medical Assistants.

SEVENTH: The legislative body of the Ohio State Society of Medical Assistants shall be the House of Delegates composed of such members and meeting at such times as specified in the Bylaws, Article VII.

EIGHTH: The Officers of the Ohio State Society of Medical Assistants shall consist of a President, Vice President, Secretary, Treasurer, Immediate Past President, Speaker of the House, and Vice Speaker of the House. All officers must be active members in good standing.

NINTH: The Board of Trustees of this Society shall consist of the elected officers, the immediate Past President, and one member from each Council District for which nominated and elected, and one representative from the Members-at-Large. The Board of Trustees shall have full authority and power of the House of Delegates between meetings of the House of Delegates, but shall take no action contravening any general policy which shall have been adopted by the House of Delegates and which at the time is still in effect.

TENTH: The Articles of Incorporation of the Ohio State Society of Medical Assistants may be amended by the House of Delegates at any Annual Meeting by a two-thirds (2/3) vote of the delegates in attendance at such meeting, provided that:

- (A) Such proposed amendments shall have been first approved for presentation by the Advisory Committee of the Ohio State Medical Association prior to publication of such proposed amendment in the Ohio State Society of Medical Assistants official publication, and no amendment shall become effective until the amendment in its adopted form shall have been approved for presentation by the Advisory Committee;
- (B) It shall have been published in the Ohio State Society of Medical Assistants' official publication at least sixty (60) days prior to the Annual Meeting; and
- (C) A copy of such proposed amendments had been sent to the President of each component chapter and to each member-at-large at least sixty (60) days prior to the Annual Meeting; and

ELEVENTH: These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation as heretofore amended.

IN WITNESS WHEREOF, Doris Hirschak, CMA-AC, President, and Helen Teetrick, CMA, Secretary, of the Ohio State Society of Medical Assistants, acting for and on behalf of said Corporation have hereunto subscribed their names.

Doris Hirschak, CMA-AC, President March 12, 1988

Helen Teetrick, CMA, Secretary March 15, 1988

CODE OF ETHICS

These principles of ethics are intended to aid medical assistants individually and collectively to maintain a high level of ethical conduct. They are not laws, but are standards by which a medical assistant may determine the propriety of conduct in relationship with patients, with colleagues, with members of allied professions, and with the public.

- Section 1: The principle objective of the profession is to render service to humanity with full respect for the dignity of man. Medical assistants should merit the confidence of patients entrusted to their care, rendering to each a full measure of service and devotion.
- Section 2: Medical Assistants should strive continually to improve their medical knowledge and skill and should make available to their patients and colleagues the benefits of their professional attainments.
- Section 3: The profession should safeguard the public and itself against persons deficient in moral character or professional competence. The profession should observe all laws, uphold the dignity and honor of the profession and accept its self-imposed disciplines. They should expose, without hesitation, illegal or unethical conduct, of fellow members of the profession.
- Section 4: A medical assistant may not reveal the confidence learned in the course of her profession, unless required to do so by laws, or unless it becomes necessary in order to protect the welfare of the individual or of the community.
- Section 5: The honored ideals of the profession imply that the responsibilities extend not only to the individual, but also to the society as a whole and require participation by the profession in extra-professional activities which have the purpose of improving the health and well-being of the community.

BYLAWS

OHIO STATE SOCIETY OF MEDICAL ASSISTANTS, INCORPORATED

ARTICLE I

Name

The name of the Corporation shall be Ohio State Society of Medical Assistants. This Corporation is a constituent society of the American Association of Medical Assistants.

ARTICLE II

Objective

The purpose of the Ohio State Society of Medical Assistants is to enable medical assisting professionals to enhance and demonstrate the knowledge, skills and professionalism required by employers and patients; protect medical assistants' right to practice; promote effective, efficient health care delivery through optimal use of multi-skilled Certified Medical Assistants (CMAs).

ARTICLE III

Organizational Policy

The Ohio State Society of Medical Assistants shall not become affiliated with any organization without the approval of the Ohio State Medical Association. The Society is hereby declared to be nonprofit. It is not nor shall it ever become as trade union or collective bargaining agency. No person otherwise qualified for membership in the Society will be denied membership because of race, religion, sex, national origin or political party affiliation. No person who participates in the activities of an organization whose purpose is to overthrow the government of the United States may become a member of this Society.

ARTICLE IV

Component Chapters

A component chapter of Ohio State Society of Medical Assistants shall be:

- (1) Any organization of medical assistants within a county and/or ;

- (2) Any two or more county organizations of medical assistants within the same councilor district which:
 - (A) Has been organized following a request for approval of the component medical society of the Ohio State Medical Association of that county. However, any group of medical assistants which meets the requirement of a component chapter, may not be denied a charter if approval is not given.
 - (B) Has individuals who are eligible for membership as defined in the Bylaws, Article V.
 - (C) Has been expressly approved and recognized by the Board of Trustees of Ohio State Society of Medical Assistants as a component chapter thereof;
 - (D) The Bylaws of a component chapter shall not conflict with the Articles of Incorporation and Bylaws of the Ohio State Society of Medical Assistants or the American Association of Medical Assistants Bylaws. The Articles of Incorporation and Bylaws of the Ohio State Society of Medical Assistants and the Bylaws of the American Association of Medical Assistants shall supersede those of a component chapter.
- (3) A constituent society or a component chapter of the American Association of Medical Assistants found guilty of any conduct or action deemed in violation of the Code of Ethics or the Bylaws of the American Association of Medical Assistants or the Ohio State Society of Medical Assistants shall be subject to revocation of its charter by a three-fourths vote of the Board of Trustees.
- (4) Every three years each component chapter shall submit for review three copies of its bylaws to the Board of Trustees. Following its annual meeting, each component chapter shall submit for review three copies of any amendment adopted.

ARTICLE V

Membership

Section 1: The eight classes of membership in the Ohio State Society of Medical Assistants are as follows:

Section 2: Qualifications

- A. **ACTIVE:** An Active member shall be one of the following:
- (1) An AAMA Certified Medical Assistant (CMA) whose CMA credential has not been revoked as provided by the AAMA Certifying Board Disciplinary Standards and Procedures for CMA's (www.aama-ntl.org).
 - (2) Anyone who was an active member on December 31, 1987 and who maintains continuous active membership. (Continuous active membership shall be defined as having dues postmarked to the AAMA Executive Office by December 31st of each year
- B. **ACTIVE – AT –LARGE:** An active Member-At-Large shall be one who is employed in the county which does not have a component chapter, but who meets the other requirements enumerated in Section 1 (A) of the Article. If a component chapter is organized in the area of employment of such a member, active –at- large status can no longer be maintained. An active-at-large member may vote and hold office.
- C. **SUSTAINING:** A Sustaining member shall be anyone who has been an active member for at least two years, who has retired from medical assisting, and who has not entered into another field is eligible for sustaining membership. This membership shall be forfeited if not renewed annually.
- D. **ASSOCIATE:** An Associate member shall be one who is not eligible for another category of membership, but who is interested in the profession of medical assisting.
- E. **STUDENT:** A Student member shall be enrolled in a medical assisting program, carrying a minimum of six (6) contact hours, per week per term, and may be retained for one (1) additional dues year after graduation, if active or associate membership is not chosen and shall be limited to a maximum of three (3) years.

- F. HONORARY: Honorary membership shall be conferred upon any individual for having made outstanding contributions to the organization. Nominations for honorary membership may be made to the Board of Trustees who makes recommendations to any regular meeting of the House of Delegates. This shall require a majority vote by the Delegates. There shall be no more than two (2) honorary memberships conferred in one (1) year. The name of the candidate for honorary membership, together with a statement of the individual's contributions shall be submitted to the Board of Trustees at least forty-five (45) days prior to the Annual Meeting of the House of Delegates. Honorary members shall not hold office, be a committee chair, or have a vote. They shall not be required to pay annual dues.

An AAMA Honorary member shall be one who is not eligible for active membership but has made outstanding contributions to the advancement of medical assisting and/or the Association. Honorary membership is conferred by a two-thirds vote of the AAMA Board of Trustees. No more than two (2) honorary memberships may be conferred in any year. Nominations with supporting documentation shall be submitted to the AAMA Board by a constituent society or a member of the Board of Trustees. This documentation must be received by the AAMA Executive Office no later than June 1.

- G. LIFE: A Life membership may be conferred upon an active member for having made an outstanding contribution to this Society, and he/she shall be permitted to continue to enjoy the rights and privileges under the Articles of Incorporation and Bylaws. He/She shall not be required to pay dues. The name of the candidate for life membership, together with a statement outlining his/her contributions shall be submitted to the Board of Trustees for its approval at least sixty (60) days prior to the Annual Meeting of the House of Delegates. This shall require a two-thirds (2/3) vote of the Board of Trustees. There shall be no more than one (1) life membership conferred in one year.
- H. AFFILIATE: An affiliate member shall be one who is not eligible for another category of membership but who is interested in the profession of medical assisting.

Section 3: Members of a component chapter who are eligible for membership in the Ohio State Society of Medical Assistants as defined in the Bylaws, Article V, Section 1, need not file an application for membership, inasmuch as membership in a component chapter shall automatically qualify any such person for membership in Ohio State Society of Medical Assistants by the AAMA Executive Office who at the time shall transmit to the Treasurer of Ohio State Society of Medical Assistants the required dues for each member certified.

Section 4: Any State of Ohio individual eligible for active-at-large, sustaining, associate, or student membership shall make application for membership directly to the AAMA Executive Office. After verification of the application, the individual shall, upon payment of dues, become a member of the Ohio State Society of Medical Assistants. The Membership Committee Chairman shall report the names of the members at the next meeting of the Board of Trustees.

Section 5: Revocation

Any member who has had their CMA credential revoked by the Certifying Board as provided by the AAMA Certifying Board Disciplinary Standards and Procedures for CMAs (see www.aama-ntl.org), will immediately lose their membership and all privileges attached thereto and shall not be allowed reinstatement, unless the revocation of the credential is rescinded by the Certifying Board. No refund of any dues amount paid will be made.

Section 6: Any member shall be liable for expulsion or suspension from membership in the Ohio State Society of Medical Assistants by, two-thirds (2/3) vote of the Board of Trustees for violation of the provisions of the Articles of Incorporation and Bylaws of the Ohio State Society of Medical Assistants. Before such action is taken, the accused shall be furnished with a written statement to the charge and shall be given the opportunity to appear before the Board of Trustees to present a defense. Any member expelled or suspended shall have the right to appeal to the Judicial Council of the Ohio State Society of Medical Assistants and/or the AAMA Judicial Council from the order of expulsion or suspension, and they shall have the authority, after hearing such appeal, to recommend and affirmation, modification, or reversal of the order of the Trustees. Any appeal must be filed in time to be considered at the next regular meeting of the Judicial Council following the original action, unless such disciplinary action was taken within sixty (60)

days immediately proceeding the next regular session of the Judicial Council, in which event the deadline for filing an appeal shall not apply. A member expelled from membership shall be eligible for reinstatement on the same terms as an original application for membership at any time after the expiration of a period of one year following the effective date of expulsion.

Section 7: Privileges:

Any active, active-at-large, associate, or life member may serve as an officer, councilor, delegate, alternate delegate, or committee chair. Privileges on a chapter level shall be determined by the individual chapter.

ARTICLE VI

Dues and Assessments

Section 1: The annual dues will be determined by the House of Delegates at the Annual Meeting and shall be levied per capita on the membership. Special assessment for unusual or extra-ordinary activities or expenses of the Ohio State Society of Medical Assistants may be voted and levied against dues paying members by the House of Delegates present and voting. The Ohio State Society of Medical Assistants membership shall be notified of a pending dues increase. To be considered, this pending dues increase shall be published in the official publication of the Ohio State Society of Medical Assistants at least six (6) months prior to the Annual Meeting of the House of Delegates.

Section 2: Tri-level dues shall be collected by the AAMA Executive Office for each member of the Ohio State Society of Medical Assistants with the exception of members-at-large who will pay only the state and national dues. AAMA will disburse the state and local dues to the appropriate Treasurer. Dues shall become due and payable November 1st and shall be delinquent if not postmarked by December 31st. Ohio State Society of Medical Assistants honorary and life members shall not pay state dues. Dues for new members shall be payable at the time of their acceptance for membership. New members joining after September 1st shall pay full dues which shall be credited to the following year and certification of this shall be sent to each member.

Section 3: Membership belongs to the individual and is nontransferable to another person. Dues are not refundable.

Section 4: The Ohio State Society of Medical Assistants shall offer reciprocity to membership from any other constituent society of the American Association of Medical Assistants. The transferring member shall present proof of current AAMA membership status.

ARTICLE VII

House of Delegates and Nomination and Election of Officers and Trustees

Section 1: The governing body of the Ohio State Society of Medical Assistants shall be the House of Delegates which consists of the certified delegates and/or alternate delegates of all component chapters and the certified delegates and/or certified delegates representing the members-at-large as provided by the Bylaws and which shall have the authority to determine the policies of the society, the power to amend the Articles of Incorporation and Bylaws, act upon such business as may be presented, and conduct the annual election of officers.

Section 2: The officers shall be ex-officio members of the House of Delegates without the right to vote. The District Councilors and the past presidents shall be ex-officio members without the right to vote, unless serving as an elected delegate.

Section 3: The House of Delegates shall meet annually at the time and place of the Annual Meeting of the Ohio State Society of Medical Assistants. Special meetings of the House of Delegates may be called by a two-thirds (2/3) vote of the Board of Trustees or upon petition of at least twenty-five (25) percent of the active members and members-at-large.

Section 4: Each component chapter and the members-at-large of the Ohio State Society of Medical Assistants shall be entitled to one delegate and one alternate delegate for each twenty-five (25) members or fraction thereof.

- (A) Each delegate and alternate shall be a member in good standing as enumerated in Article V, and certification shall not be delayed for any cause.
- (B) The number of delegates shall be determined by the total active paid membership on December 31st prior to the Annual Meeting as established by dues post-marked at the AAMA Executive Office. There shall be no deviation from this deadline.
- (C) The names of delegates and alternate delegates must be certified to the Secretary, Treasurer, and Speaker of the House of the Ohio State Society of Medical Assistants by the component chapter at least sixty (60) days prior to the Annual Meeting.
- (D) The members-at-large delegates shall be nominated and elected by the members-at-large in attendance at the Annual Meeting in a special session preceding the first session of the House of Delegates. The senior member-at-large will act as Chair at this meeting.
- (E) New component chapters which have been approved by the Board of Trustees at least forty-five (45) days prior to the Annual Meeting shall be eligible for delegate representation based on the number of active members at the time of approval.

Section 5: In order to be seated in the House of Delegates at the Annual Meeting of the Ohio State Society of Medical Assistants, the dues of each delegate and alternate delegate must be received on or before December 31st.

Section 6: Delegates presenting at least fifty-one (51) percent of the component chapters shall constitute a quorum of any meeting of the House of Delegates.

Section 7: There shall be a Nominating Committee of five (5) members elected by the House of Delegates as follows:

- (A) Four members shall be elected by ballot by the House of Delegates following nominations from the floor. No two members of the committee elected by the House of Delegates shall be from the same component chapter. One member shall be elected by and from the Board of Trustees at its post-convention meeting and shall be designated as Chairman.

- (B) The Nominating Committee shall be responsible for preparing a slate of candidates for elective officers and trustees. By October 1st, the Committee shall send a request to each President of the component chapters soliciting nominations of members qualified for office, enclosing a “Consent to Serve” form for completion by the nominee.
- (C) Each candidate for a state office must be a member in good standing, shall have attended at least one Annual Meeting of the Ohio State Society of Medical Assistants as a delegate or alternate delegate and served as an officer of a component chapter.
- (D) The slate of nominees and their qualifications shall appear in the pre-convention issue of the official publication of the organization.
- (E) Nominations may be made from the floor of the House of Delegates. The Nominating Committee Chair must have the written endorsement of the nominee and his/her component chapter before the name is placed in nomination. In the case of a member-at-large, written endorsement of their component chapter shall be waived.
- (F) The nominee receiving a plurality of the votes shall be declared elected. When a clear plurality is not evident, the balloting will be repeated on the two candidates receiving the highest number of votes.
- (G) Delegates and alternate delegates to the American Association of Medical Assistants (AAMA) Annual Business Meeting shall be elected in a similar manner with nominations from the floor. The President and Vice President of the Ohio State Society of Medical Assistants shall automatically be the first and second delegates to the American Association of Medical Assistants Annual Business Meeting
- (H) The registration fee for the delegates and alternate delegates attending the Annual Business Meeting of the American Association of Medical Assistants shall be paid for by the Ohio State Society of Medical Assistants. A portion of the delegates’ expenses shall be paid by the Ohio State Society of Medical Assistants.

Section 8: Representation of this society in the AAMA House of Delegates shall be in accordance with the Bylaws of the AAMA (Article XV Section 2C 1-4) as follows:

- (A) Delegates and alternates shall be active or AAMA life members in good standing in AAMA.

- (B) The number of delegates shall be determined by the constituent society's total active and associate membership of the membership year prior to the date on which names of delegates and alternates shall be submitted to the Speaker of the House.
- (C) Delegates and alternates shall be elected to serve one year from the opening of the House of Delegates for the elected until the opening of the House of Delegates the following year.
- (D) The names of the delegates and alternates shall be submitted to the Executive Office at least 90 days prior to the Annual Meeting of the House of Delegates.

Section 9: Officers and Trustees, except for the President and the Vice President, may hold the same office for two consecutive terms.

Section 10: Officers, Trustees and alternate Trustees shall be elected by the House of Delegates during the Annual Meeting. The term of office shall commence at the time of installation. The term of office for representative of Councilor Districts and for the representative of the members-at-large shall be for two (2) years. The term for alternate representatives of the Councilor Districts and for the alternate representative for the members-at-large shall be for one (1) year.

Section 11: Vacancies in an office, except that of President and Vice President, occurring in the interval between Annual Meetings, may be filled by the Board of Trustees and the appointee shall serve until the next Annual Meeting, at which time an election shall be held to choose some member to serve the unexpired term of the vacated office. In the event that the office of President becomes vacant, the Vice President shall succeed to the Presidency. In the event that the office of Vice President becomes vacant, the office shall remain vacant until the next Annual Meeting when a President is elected. In the event a vacancy occurs in the representatives of the district councilors or members-at-large, the vacancy may be filled by the Board of Trustees until the next Annual Meeting.

Section 12: The members of the district councilors, officers and delegates of the predecessor unincorporated society shall serve as the corresponding councilors, officers, and delegates of the Corporation from the date of the adoption of this Bylaws until the next Annual Meeting, with all the powers, functions and duties provided for such officers, councilors, delegates, and trustees herein provided.

ARTICLE VIII

Duties of Officers and Trustees

Section 1: The officers of the Ohio State Society of Medical Assistants shall consist of a President, Vice President, Secretary, Treasurer, Immediate Past President, Speaker of the House and Vice Speaker of the House. All officers must be active members in good standing. The duties of the officers shall be such as are implied by their respective offices and consistent with the standard parliamentary procedures. Specifically, the duties of each office shall be as follows:

- (A) **PRESIDENT:** The President shall preside at all meetings of the Board of Trustees, Annual Meeting, and any special meetings, except meetings of the House of Delegates, which shall be presided over by the Speaker of the House. The President shall address the opening session of the Annual Meeting of the House of Delegates. The President shall appoint, with the approval of the board of Trustees, any vacancy during the year of a committee chairman or member. The President shall be an ex-officio member of all standing committees, except for the Nominating Committee, and shall cast the deciding vote in case of a tie, appoint the Historian, Parliamentarian and the Editor of the Ohio State Society of Medical Assistants official publication for a term of one year, such appointments to be announced at the last session of the Annual Meeting.

- (B) **VICE PRESIDENT:** The Vice President shall assist the President in all duties throughout the year and shall assume the duties of the President in any absence. The Vice President shall serve as Chairman of the Awards Committee and the Continuing Education Committee and shall be ex-officio member of all standing committees. The Vice President shall succeed to the office of President at the end of the term of Vice President. The Vice President shall prepare a list of appointments (i.e., attending and special committee chairmen, historian, parliamentarian) for approval at the pre-convention Board of Trustees meeting for her/his term of office as President.

- (C) SECRETARY: The Secretary shall keep all the minutes of the Board of Trustees meeting, and any other special meetings pertaining to the Ohio State Society of Medical Assistants and be responsible for recording a summary of the OSSMA House of Delegates for the Secretary's file and any issues that would require Board of Trustees consideration. Copies of the minutes of the meetings are to be sent out within thirty (30) days following such meetings to the members of the Board of Trustees and any other special meetings are to be sent out within thirty (30) days following such meetings to the members of the Board of Trustees and such committee chairmen as directed by the President with the approval of the Board of Trustees. The Secretary shall maintain the list of all officers, committee chairmen, advisors, delegates, and alternate delegates of the Ohio State Society of Medical Assistants and shall preserve all important documents. The Secretary shall send notification of meetings as specified in Section 2 of this Article.
- (D) TREASURER: The Treasurer shall be custodian of all money and securities of the Ohio State Society of Medical Assistants and shall pay all authorized self-incurred obligations promptly by check, countersigned by the President. In the interim between Board of Trustees meetings, the Treasurer shall pay authorized self-incurred expenses of the organization allocated in the approved budget. The Treasurer shall keep a detailed account of the receipts and disbursements, shall make a written report for each meeting of the Board of Trustees and House of Delegates at the Annual Meeting. The Treasurer shall be under surety bond, the cost of which shall be paid by the Ohio State Society of Medical Assistants funds. Records shall be available for audit at the request of the President and the Board of Trustees. The Treasurer shall be responsible for having the books audited by an accountant at least thirty (30) days prior to the Annual Meeting. The Treasurer shall be responsible for having the books in order to be turned over to the newly elected Treasurer at the close of the Annual Meeting. The Treasurer shall serve as Chairman of the Budget and Finance Committee.
- (E) IMMEDIATE PAST PRESIDENT: The Immediate Past President shall serve as a member of the Budget and Finance Committee and as a member of the Judicial Council as outlined in Article XII of the Ohio State Society of Medical Assistants Bylaws. The Immediate Past President shall serve as Chairman of the Policy Handbook Committee. This Committee shall be

responsible for maintaining and updating the Policy Handbook of this Society. Should the Immediate Past President no longer be an active member of the Ohio State Society of Medical Assistants, The Board of Trustees shall fill the vacancies on these committees.

- (F) **SPEAKER OF THE HOUSE:** The Speaker shall preside at all meetings of the House of Delegates and perform such duties as customs and parliamentary procedures require. The Speaker shall appoint such reference and credential committees as may be required to consider the items of business before the House.
- (G) **VICE SPEAKER OF THE HOUSE:** The Vice Speaker shall officiate for the Speaker in the latter's absence or request. In the event of a vacancy in the office of the Speaker of the House, the Vice Speaker shall assume the office of the Speaker during the unexpired term and exercise the right to perform the duties of such office for the unexpired term.
- (I) **DISTRICT COUNCILORS:** The District Councilors, who shall be a resident of the Councilor District for which nominated and elected, shall attend meetings of the Board of Trustees and any other special meetings pertaining to the Ohio State Society of Medical Assistants, may serve as a chairman of a state committee; shall report the activities of the OSSMA to the Presidents of the component chapters within their districts within forty-five (45) days after said meetings; and shall assist and work with the Chapter Liaison Committee in organizing new component chapters and in membership extension.
- (J) **ALTERNATE DISTRICT COUNCILORS:** In the event the District Councilor is unable to attend the Board of Trustees meetings, the Alternate District Councilor would assume the duties and responsibilities as representative of the members of the District. The Alternate District Councilor would be entitled to the monetary attendance stipend only when attending the Ohio State Society of Medical Assistants Board of Trustees meetings as the voting representative of their District.
- (K) **BOARD OF TRUSTEES:** The Board of Trustees of this Society shall consist of the elected officers, the Immediate Past President, and one member from each Council District, and one representative from the members-at-large. The Board of Trustees shall have full authority and power of the House of

Delegates, but shall take no action contravening any general policy which shall have been adopted by the House of Delegates and which at the time is still in effect. It shall submit a report of its activities through the President to the House of Delegates at the Annual Meeting. It may fill vacancies as provided in Article VII of the Bylaws. The Parliamentarian and the Editor of the Ohio State Society of Medical Assistants official publication shall be ex-officio members of the Board of Trustees.

Section 2: The Board of Trustees shall be called into regular sessions by the President of the Ohio State Society of Medical Assistants not more than three (3) times a year in addition to the Annual Meeting. Upon written request of three (3) members of the Board to the President, the President shall call a special meeting of the board and said meeting shall be held on or before the date specified in such request, giving Board members sufficient notice of the meeting. All members of the Board of Trustees and the President of each component chapter shall be notified of each regular meeting at least thirty (30) days in advance. A majority of the Board of Trustees shall constitute a quorum for a meeting of the Board of Trustees.

Section 3: In addition to transacting regular routine business and performing the duties as enumerated in the Article of Incorporation and Bylaws, the Board of Trustees shall:

- (A) Provide a surety bond for the Treasurer of the Ohio State Society of Medical Assistants at the expense of the Society.
- (B) Serve as liaison between the Ohio State Society of Medical Assistants and the Ohio State Medical Association or any advisory committee which may be named by them.
- (C) Shall remove from office any officer or committee chairman who fails to perform the required duties of office, or for other good cause.

ARTICLE IX

Committees

Section 1: There shall be the following committee. Standing, Special and Committees of the House of Delegates.

- Section 2: The Chairman and members of the standing committee shall be appointed for a period of one year.
- (A) Each committee shall consist of five (5) members in good standing.
 - (B) At least sixty (60) days prior to the Annual Meeting, the chairman of each standing and special committee shall submit in writing to the President, Speaker of the House and Secretary, a report of the activities during the preceding year, unless requested at an earlier date.
- Section 3: The Standing Committees and their duties shall be:
- (A) **ADVERTISING:** The Advertising Committee will work in conjunction with the Publication Editor in securing advertising for the Ohio State Society of Medical Assistants official publication.
 - (B) **ARTICLES OF INCORPORATION AND BYLAWS:** The Articles of Incorporation and Bylaws Committee may from time to time make recommendations for necessary and desirable changes in the Articles of Incorporation and Bylaws of the Ohio Society of Medical Assistants for review by the Advisory Board of Ohio State Medical Association, and action by the House of Delegates of the Ohio State Society of Medical Assistants. It shall review the Bylaws of each component chapter of medical assistants seeking approval of the Ohio State Society of Medical Assistants and submit recommendations to the Board of Trustees.
 - (C) **AWARDS:** The Vice President shall be chairman of the Awards Committee. This Committee shall be responsible for the membership and publication awards as follows:
 - (1) There shall be two (2) awards for membership given:
 - (a) Increase in number of members per component chapter;
and
 - (b) Percentage increase per component chapter

- (2) There shall be two (2) awards for publication given:
- (a) Publications for more than two (2) pages that will be judged on originality and content (i.e., educational activities, programs, projects, neatness, and artwork); and
 - (b) Newsletter publications of not more than two (2) pages that will be judged on originality and content (i.e., educational activities, programs, projects, neatness, and artwork).
- (D) MARY BUCKLEY SCHOLARSHIP FUND: The Mary Buckley Scholarship Fund Committee shall be responsible for funds for scholarships. They shall select recipients from applications from students enrolled and/or to be enrolled in a CAAHEP accredited medical assisting program in the State of Ohio.
- (E) BULLITEN: The Bulletin Committee shall be responsible for the publication of the Ohio State of Medical Assistants official publication, "The Helping Hands".
- (F) CHAPTER LIAISON: The Chapter Liaison Committee will work with the Membership Committee and the District Councilors in organizing new component chapters and in membership extension.
- (G) CONTINUING EDUCATION: The Vice President will serve as the chairman of this committee and shall have as his/her committee members, the Education Committee Chairman of the component chapters. This committee shall hold not less than two (2) educational seminars per year, and will make sure that it is set up so that a portion of the program will be eligible for AAMA Continuing Education Units.
- (H) CONVENTION: The Convention Committee shall be responsible for the details of the Annual Meeting of the Ohio State Society of Medical Assistants. It shall be appointed by the President of the component chapter hosting the Annual Meeting. The chairman of this committee shall be responsible for the printing of the annual program after it has been approved by the Board of Trustees of the Ohio State Society of Medical

Assistants. The Annual Meeting shall be planned to give adequate time for educational workshops, reference committee meetings, and general sessions. A portion of the program shall be planned as to be eligible for AAMA Continuing Education Units. The hosting component chapter shall retain fifty (50) percent of the profits of an Annual Meeting.

- (I) **MEMBERSHIP:** The Membership Committee shall have the responsibility of stimulating interest in maintaining and increasing the membership of the Ohio State Society of Medical Assistants. The Membership Committee shall be responsible for stimulating interest among the membership to prepare for the certification examination of the American association of Medical Assistants.
- (J) **NOMINATING:** The Nominating Committee shall be responsible for preparing a slate of candidates for elective officers and trustees as enumerated in Article VII, Section 7, of these Bylaws. This Committee shall be composed of:
 - (1) One member elected from the Board of Trustees at the post-convention meeting who will serve as Chairman, and
 - (2) Four members elected by the House of Delegates. No two members elected by the House shall be from the same chapter.
- (K) **POLICY HANDBOOK:** The Immediate Past President shall serve as chairman of this committee. This committee shall be responsible for maintaining and updating the Policy handbook of the Society.
- (L) **PUBLIC POLICY:** The Public Policy Committee shall keep informed of legislation concerning the medical profession. It shall supply each component chapter as to how it may support the Ohio State Medical Association in reference to new and/or old legislation.
- (M) **PUBLIC RELATIONS:** The Public Relation Committee shall provide publicity regarding the Ohio State Society of Medical assistants. It shall provide materials and reports for publication

of the Ohio State Society of Medical Assistants and the American Association of Medical Assistants, and other news media. It shall serve as a liaison between the Ohio State Society of Medical Assistants and other Health Career Organizations in the development of material for recruitment of personnel into the medical assisting field.

- (N) **STRATEGIC PLANNING:** The Strategic Planning Committee shall be responsible for formulating plans for the future progress and growth of the Ohio State Society of Medical Assistants. They will work in consultation with all committees to develop programs for the on-going expansion of the Society. This committee will consist of six (6) members; the terms of members shall be three (3) years, with the term of two (2) members expiring each year. Members may serve for two (2) consecutive terms.
- (O) **WAYS AND MEANS:** The Ways and Means Committee shall prepare and submit to the Board of Trustees, a method or methods of augmenting the Ohio State Society of Medical Assistants funds. It shall work in conjunction with the Convention Committee for this purpose. It shall pursue the method or methods decided upon for the year. The Ways and Means Committee will be responsible for the maintenance and marketing of OSSMA membership pins and charms.

Section 4: A committee known as the Committees of the House of Delegates shall be appointed by the Speaker of the House and membership on such committees shall be restricted to delegates and alternate delegates. This committee shall serve only during the session for which it is appointed and may include such reference committees as may be required to consider the items of business before the House. All resolutions to be presented to the House of Delegates for action and all items of business to be referred to the reference committee for consideration must be in the hands of the Speaker of the House two (2) weeks prior to the meeting so that the Speaker may assign all matters to the appropriate reference committee, which shall hold a hearing and report to the House of Delegates at the designated time.

Section 5: The President may appoint a special committee and a professional parliamentarian if necessary to carry on the business of the Ohio State Society of Medical Assistants subject to the approval of the Board of Trustees.

Section 6: The Advisory Board shall consist of one (1) or more physicians elected by the Ohio State Society of Medical Assistants, and a liaison member appointed by the Ohio State Medical Association. The term of the elected advisors shall be three (3) years, the term of one member expiring each year. Advisors may serve for two (2) consecutive terms. Physicians, whose names are proposed, should be willing and able to lend advice and counsel to our organization.

ARTICLE X

Meetings

The Ohio State Society of Medical Assistants shall hold an Annual Meeting at a time other than the Annual Meeting of the State Medical Association. The time and place of the Annual Meeting shall be decided by the House of Delegates of the Ohio State Society of Medical Assistants, but authority may be delegated to the Board of Trustees of the Society.

ARTICLE XI

Dissolution

In the event of dissolution of the Ohio State Society of Medical Assistants, the Board of Trustees shall, after payment of all liabilities, distribute and remaining assets to medical or charitable institutions of projects designated by a majority of the delegates at a meeting called for the purpose of dissolution. The President shall notify the AAMA Executive Office of its dissolution within ten (10) days of the meeting at which dissolution is approved by society membership.

ARTICLE XII

Judicial Council

The Judicial Council shall consist of five immediate past presidents who actively participate in organizational activities and ex-officio, the parliamentarian. The term of office on the Judicial Committee shall be for five (5) years. A past president shall be appointed by the President to fill vacant terms with the approval of the Board of Trustees.

Section 1: The judicial power of the Society shall be vested in the Judicial Council, whose decision shall be final.

Section 2: The Council shall have jurisdiction in all questions involving:

(A) Membership as provided in Article V.

(B) All controversies arising under the Articles of Incorporation and Bylaws in its interpretation and the Code Of Ethics of the Society.

Section 3: Request for judicial actions shall be directed to the Chair of the Judicial Council by the House of Delegates, Board of Trustees, President of the Ohio State Society of Medical Assistants, Presidents of component chapters, or members.

Section 4: A resume of the question and the decision of the Council shall be reported to the Board of Trustees.

ARTICLE XIII

Rules of Procedure

The deliberations of the Ohio State Society of Medical Assistants shall be conducted as specified in the Articles of Incorporation and Bylaws, and in accordance with parliamentary usage as defined in Robert's Rules of Order, Newly Revised.

ARTICLE XIV

Fiscal Year

For the purpose of membership, the fiscal and taxable year of the Ohio State Society of Medical Assistants shall begin on January 1, and end on December 31, to coincide with the filing of tax papers and the fiscal year of the American Association of Medical Assistants.

ARTICLE XV

Amendments to the Bylaws

The Bylaws of the Ohio State Society of Medical Assistants may be amended by the House of Delegates at any Annual Meeting by a two-thirds (2/3) vote of the delegates in attendance at such meeting, provided that:

- (1) Such proposed amendment has been first approved by the Advisory Committee of the Ohio State Medical Association prior to publication of such proposed amendment in the Ohio State Society of Medical Assistants official publication and no amendment shall become effective until the amendment in its adopted form shall have been approved by the Advisory Committee.
- (2) It shall have been published in the Ohio State Society of Medical Assistants official publication at least sixty (60) days prior to the Annual Meeting.
- (3) Constituent society bylaws must be in strict conformity with the mandated sections of the AAMA Bylaws: Name and Affiliation, Purpose, Membership, Dues, Reciprocity of Membership, Delegates/Alternates representation to the House of Delegates, Dissolution. It will be the responsibility of the AAMA to notify constituent societies of any changes in those mandated bylaws. It will be the responsibility of the Ohio State Society of Medical Assistants to make the mandated changes with copies of revised bylaws returned to the AAMA within 30 days of notification. Any action taken by a state society that is inconsistent with such mandated language shall immediately be null and void and have no effect.

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