

## ARTICLE XIX

### Board of Directors

This Article has been duly adopted by AAAOM Board of Directors on September 24, 2009. In the event of any conflict with any other Article or provision or policy contained in any other Article or provision or policy previously adopted, the provisions contained in this Article shall control.

#### Section 1. General.

A. The Board of Directors is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association on behalf of the membership. Duties of the directors include but are not limited to:

1. Governing the association by establishing policies and objectives;
2. Selecting, appointing, supporting, and reviewing the performance of the chief executive officer or equivalent;
3. Ensuring the availability of adequate financial resources;
4. Approving the annual budget and making it available to the membership as appropriate; and
5. Accounting to the membership for the Association's performance.

B. Directors shall follow the principles and practices set forth in these bylaws and in official policies approved by the board of directors.

C. The term "*elected director*" shall refer to any person who is elected as a director (voting or non-voting) by the AAAOM general membership in the annual election or in a special election held in conformity with these bylaws.

D. The term "*appointed director*" shall refer to any person who is not elected as a director by the AAAOM general membership in the annual election or in a special election held in conformity with these bylaws but is instead appointed to the board as a director in conformity with these bylaws.

E. The term "*alternate director*" shall refer to any person who is elected as a non-voting director by the AAAOM general membership in the most recent AAAOM general election.

#### Section 2. Number and Composition of Directors

A. The total number of voting directors may be established and changed by a board resolution but at no time shall be less than eleven (11) or more than fifteen (15).

B. The number of non-voting directors may be established and changed by a board resolution but at no time shall be less than one (1) or more than (2).

C. The board shall be comprised of persons who are elected as voting and non-voting directors by the AAAOM general membership during the annual election or in a special election held in conformance with these bylaws, and persons who are appointed as voting and non-voting directors by the board in conformance with these bylaws. Board Directors shall include the following:

1. Immediate Past President (IPP). The outgoing President shall hold the position of IPP if the incoming President has not served as President in the previous election year. The IPP shall be a voting director of the Association and shall serve in this position for a period not to exceed one year. There shall not be more than one IPP serving concurrently. If the IPP is unwilling or unable to serve, this position shall remain vacant, and the Board may appoint a non-voting Special Advisor for a period not to exceed the term that the IPP would have served.

2. AAAOM Student Organization (SO) President. The SO President shall be a voting director of the Association, during the time such that the SO meets all of the following requirements:

- (i) has bylaws or a charter that is approved by its members;
- (ii) has clear and stated voting policies and procedures; and
- (iii) meets other guidelines as determined by the Board of Directors.

3. Public Director(s). There shall be at least one (1) and no more than two (2) persons appointed as voting directors to serve as public director(s) who do not meet the qualifications for professional or student membership as defined in these bylaws.

4. Chinese Advisory Council (CAC) representative and Korean Advisory Council (KAC) Representative. The CAC and KAC shall each nominate a representative to serve as a voting director of the Association. Nominees will be subject to the approval by the board<sup>1</sup>.

5. Directors. The remainder of the directors shall be persons who meet the qualifications for serving as a director, as stated in Section 3 of this Article.

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<sup>1</sup> The Bylaws Committee considers this a placeholder to maintain the status quo, and will revisit this provision once recommendations are received from the Subcommittee on Asian Representation, expected in April 2010. In the interim, the Bylaws committee reviewed this section and clarified the language as it exists in the current bylaws. The retention of this section should not be construed as the working draft of the bylaws committee, or that the bylaws committee was able to reach consensus to either change or retain the intended structure of this section.

### Section 3. Qualifications.

A. Each board director, except the public director(s), must be a member in good standing for a minimum of one (1) year by the date he or she takes office.

### Section 4. Restrictions.

A. No more than two elected, voting directors may have the same state (including the District of Columbia) as their primary residence except when

1. An alternate director has become a voting director to fulfill a vacancy on the board, or
2. An elected, voting director moves to another state during his/her term.

B. An employee of the association may not serve as a board director, except for the Executive Director who serves on the board as an ex-officio member.

### Section 5. Terms of Office.

A. Elected directors serve a term of three (3) years, except for alternate directors who serve a term of one (1) year.

B. Appointed directors serve a term of one (1) year.

C. There shall be no limits to the number of terms an individual may serve.

### Section 6. Removal of Directors.

A. With the exception of the Public Director and the SO Director, a director who no longer qualifies as a Professional Member of the Association as defined in these bylaws will be automatically removed as a director.

B. An elected or appointed director who is not present for two (2) consecutive regular meetings shall be automatically removed as a director. Such board director may submit a request in writing to the President or Secretary within fourteen (14) days of the removal to request reinstatement. The board must vote within 30 days of receipt of the request to accept or decline the request for reinstatement.

C. An elected or appointed director may be removed by a vote of no confidence by two-thirds (2/3) of the board for actions that violate a board-approved code of ethical guidelines and procedures or a public sanction by a health care licensing entity or certifying board.

### Section 7. Board Vacancies.

A. An alternate director shall fill the position of a voting director if a vacancy should occur.

B. The board may appoint up to two (2) new voting directors in an election year if the number of voting directors is below the minimum and there are no alternates.

C. The Association shall hold a special election to fill current vacancies if all of the following occur:

- (1) The total number of directors is more than two below the minimum required,
- (2) There are no alternate directors, and
- (3) There is more than 120 calendar days before the next election.

Usual election procedures (announcement, call for nominations, etc.) must be followed.

#### Section 8. Resignation

A. A director may resign at any time by giving written notice to the board President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect immediately, and the acceptance of the resignation shall not be necessary to make it effective.