

**THE AMERICAN OSLER SOCIETY
BY-LAWS***

ARTICLE I

Name

The name of the Society shall be “American Osler Society.”

ARTICLE II

Purposes

The American Osler Society is a group of physicians, medical historians, and members of related professions united by the common purpose of keeping alive the memory of William Osler, and keeping its members vigilantly attentive to the lessons found in his life and teachings. Meetings shall be held periodically to present and discuss papers on Osler’s life, his influence upon the profession, and any aspect of the humanistic approach to medicine that typified his outlook, or any topic related to the history of medicine. The Society may publish presentations of meetings, essays, monographs, books or films in order to perpetuate and keep the memory of Osler fresh. In an effort to teach others of Osler’s continuing inspiration, the Society shall place before the profession appropriate reminders of Osler’s high principles of life, of medical education, and his philosophy of humanism in the practice of medicine.

ARTICLE III

Registered Office

The registered office of the corporation required by the Minnesota Non Profit Corporation Act to be maintained in the State of Minnesota is as provided and designated in the Articles of Incorporation. The Board of Governors of the corporation may, from time to time, change the location of the registered office pursuant to Section 317.19 of Minnesota Statutes. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of Minnesota as provided by law.

ARTICLE IV

Corporate Seal

The Corporation shall have a seal, a facsimile of which is affixed hereto.

ARTICLE V

Membership

Section 1. Categories - There shall be four (4) categories of membership, namely: Honorary Membership, Active Membership, Student Membership, and Emeritus Membership.

- a) **Honorary Membership** may be granted to exceptional individuals of any nationality who are recognized for meritorious accomplishment and who have personified the ideals of Sir William Osler. They shall be elected by unanimous vote of the Board of Governors.
- b) **Active Membership** shall be open to individuals who have demonstrated an interest in the principles and values of William Osler and a dedication to the history of medicine or the medical humanities. Individuals noted for their medical science or humanism may be considered for Active Membership if they have attended at least one annual meeting at which they have presented a paper, or have attended two (2) annual meetings and have demonstrated active commitment to the purposes of the Society through scholarship or other professional activities. To be elected, an individual must receive a 75 percent affirmative vote of the Board of Governors. Applicants for membership who are 75 years or older must remain on Active status for at least 10 years before electing to become an Emeritus Member.

- c) **Student Membership** shall be open to undergraduate and graduate students and trainees (residents and fellows) who have demonstrated an interest in the principles and values of William Osler, and in the history of medicine or the medical humanities. No dues or meeting registration fees will be charged until student members have completed their formal training. Student members may be considered for Active Membership at the completion of their training if they have attended one annual meeting at which they have presented a paper, or have attended (2) annual meetings. Winners of the William Bennett Bean Award will be inducted automatically as student members in the year they present their Bean paper. Student members shall be elected by a 75 percent affirmative vote by the Board of Governors. There shall be no limit on the number of Student Members.
- d) **Emeritus Membership** - Upon reaching the age of seventy-five (75) (and having been a member for ten (10) years or more), all Active Members become eligible for Emeritus status. Any member who reaches the age of 75 years and wishes to maintain his or her status as an Active Member may elect to do so, but may relinquish this status and become Emeritus upon notifying the Secretary. As long as they continue to be Active Members, individuals will enjoy full privileges and pay regular dues. No dues shall be required of Emeritus members, but all the rights of membership shall be available to these members except that of voting. Any officer or member of the Board of Governors who attains the age of seventy-five (75) years during his elected term shall not acquire Emeritus status until his or her elected term has expired.

Section 2. Nominations for Membership - Nominations for membership should be addressed to the Secretary on a form provided by the Secretary. Every nominee must be sponsored by two (2) members of the Society, each of whom will provide a letter of support. In the case of a nomination for Active Membership, the nomination form must include documentation that the candidate has met all the criteria for membership and plans to attend the upcoming meeting. The sponsors shall indicate in detail the qualifications of the candidate for membership. Such application forms shall stress the fact that election to membership is an honor that is not available by application, but by nomination and election only. The candidate must submit a letter detailing their interest in William Osler and other dedication to medical history as well as a current curriculum vitae and selected pertinent publications.

Section 3. Conditions of Membership

- a. Only Active Members shall be eligible to vote in the affairs of the Society or to hold office.
- b. Active Members failing to pay dues shall after a lapse of two years and appropriate warning be dropped from membership automatically. A former member may be reinstated on payment of all back dues.

Section 4. Membership Fees and Dues - The initiation fee for members and the annual dues shall be determined by the Board of Governors. Individuals elected to Student Membership will not be required to pay any initiation fee or annual dues until one year following the completion of their formal training.

**ARTICLE VI
OFFICERS**

Section 1. Designation of Officers and Succession - The officers of the Society shall consist of the following: a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and such other officers as the Board of Governors may, from time to time, designate. These officers are elected by the general membership of the Society and serve for the period between the annual meetings with the exception of the Secretary and the Treasurer. The Historian and Newsletter Editor shall not be elected positions but rather shall be appointed by the Board of Governors. The Historian and the Newsletter Editor may hold other offices. The First Vice President automatically becomes the next

President and the Second Vice President automatically becomes the next First Vice President. The retiring President becomes a Past President of the Society and serves an additional two (2) years thereafter as a member of the Board of Governors.

Section 2. Nomination for Office - A nominating committee shall designate a nominee for the office of Second Vice President and, when indicated, the Secretary and the Treasurer. Additional nominations for such positions may be made by written petition signed by at least ten (10) Active Members. Election of the officers shall be by plurality of the votes cast by the membership at the Annual Meeting.

Section 3. Terms of Officers - The terms of all officers, with the exception of the offices of the Secretary and the Treasurer shall be for a period of one (1) year or until the next annual meeting. The term of the Secretary shall be for three (3) years and the individual in this position can be re-elected for an additional two (2) years for a total of five (5) years. The term of the Treasurer shall be for three (3) years and the individual in this position can be re-elected for an additional two (2) years for a total of five (5) years. The term of office of the Historian shall be for a period of three (3) years and thereafter he/she shall be eligible for reappointment for additional terms by the Board of Governors. The term of office of the Newsletter Editor shall be for a period of three (3) years and thereafter he/she shall be eligible for reappointment for additional terms by the Board of Governors. No officer, with the exception of the Secretary, the Treasurer, the Historian and the Newsletter Editor, may hold office for more than one (1) year.

Section 4. Duties of the President - The President shall act as Chairperson of the Board of Governors, preside at all business and scientific meetings of the general membership, and have such other duties, responsibilities, and prerogatives as are generally incident to the office.

Section 5. Duties of the First Vice President - The First Vice President shall preside at all meetings of the Society in the absence of the President, shall be responsible for planning the program at the Annual Meeting, and shall have such other duties and responsibilities as may be from time to time assigned by the President or the Board of Governors. The First Vice President shall succeed to the office of President upon expiration of term, death, or resignation of the President.

Section 6. Duties of the Second Vice President - The Second Vice President is charged with chairing the Membership Committee, serving as a member of the Annual Meeting Program Committee, and other duties as assigned by the President and Board of Governors.

Section 7. Duties of the Secretary - The Secretary of the Society shall be responsible for the taking and signing of all minutes of the meetings of the Society and the Board of Governors, for the production and mailing of periodic newsletters and other mailings to the membership, and for management of the Society's Web site. The Secretary will assist the designated annual meeting Local Arrangements Committee in arranging for and managing the annual meeting. When directed to do so by the President or pursuant to those By-laws, he or she shall send out notices of the calling of all annual and special meetings and shall generally perform such duties incident to the office of Secretary as may be assigned by the President or the Board of Governors. He or she shall make reports to the Board of Governors as may be required. He or she is empowered to open a bank account or bank accounts in the name of the Society and to write checks thereon for the payment of accounts and debts accrued by the Society.

Section 8. Duties of the Treasurer - The Treasurer of the Society shall have the custody of and administer Society funds under the supervision of the Board of Governors. He or she shall make reports to the Board of Governors as may be required. All business and financial records of the Society and all

its bookkeeping and accounting shall be under his or her supervision and control. He or she shall handle all accounts receivable as well as accounts payable, and these shall include the collection of dues and any and all other payments from the Society. He or she is empowered to open a bank account or bank accounts in the name of the Society and to write checks thereon for the payment of accounts and debts accrued by the Society. The Treasurer shall work closely with the Finance Committee in regard to the investment of the funds of the Society and shall produce an annual report to the membership.

Section 9. Duties of the Historian - The responsibilities of the Historian include activities designed to assure the ongoing preservation of the history and the archives of the American Osler Society. This would entail obtaining for preservation appropriate documents, photographs, and artifacts. At the discretion of the Secretary, the Historian will advise with respect to selection of material to be added to AOS archives at the Osler Library, McGill University, Montreal. The Historian should act as liaison between the AOS and the Osler Library. In addition, the Historian would carry out such additional duties as may be requested by the President or the Board of Governors. The Historian is an ex-officio member of the Board of Governors, with voting privileges.

Section 10. Duties of the Newsletter Editor - The Newsletter Editor is responsible for the production of the Society periodic newsletter. In addition, the Newsletter Editor would carry out such additional duties as may be requested by the President or the Board of Governors. The Newsletter Editor is an ex-officio member of the Board of Governors, with voting privileges.

Section 11. Vacancies - In the event of the death, resignation, or removal from office of any officer, the Board of Governors shall select a successor to serve the balance of such term and to take the place of the predecessor in such office in the progression of officers.

Section 12. Salaries and expenses - The salaries and expense allowances, if any, for officers and agents of the Society shall be determined by the Board of Governors. The Society may make no distribution to its members or officers except as reasonable compensation for services rendered.

ARTICLE VII

BOARD OF GOVERNORS

Section 1. Duties and Composition - The business, legal, and financial affairs, as well as the general management of the Society, shall be vested in the Board of Governors. The Board of Governors shall be composed of the following: the elected officers of the Society, the three (3) Past Presidents of the Society, and up to nine (9) Active members-at-large to be elected by the general membership as herein provided. As the terms of the members-at-large expire, their successors shall be elected by the general membership at the next appropriate annual membership meeting for a term of three (3) years.

Section 2. Meetings

- a. The Board of Governors shall meet annually in conjunction with the Annual Meeting of the Society.
- b. Special Meetings of the Board of Governors may be called for any purpose at any time in the manner hereinafter provided by the President, the Vice President or any five (5) members of the Board of Governors. Any person or persons entitled to call a special meeting shall make a written request to the President or the Secretary to call the meeting. Such meetings may be held upon fifteen (15) days mailed (print or electronic) or Web site notice.

Section 3. Quorum - A quorum of the Board of Governors shall be a simple majority of its members.

Section 4. Authorization - Any action that could be taken at a meeting of the Board of Governors may be taken without a meeting when authorized in writing via email or by verbal agreement via teleconference by a majority of the Board of Governors.

Section 5. Executive Committee - The Board of Governors may designate the elected officers of the Society as an Executive Committee. Such an Executive Committee shall have the authority of the Board in the management of the business of the Society to the extent determined by the Board, but shall act only in the interval between meetings of the Board, and shall be at all times subject to the control and direction of the Board.

Section 6. Vacancy - In the event of the death, resignation, or removal of any member of the Board of Governors, the remaining Board shall select a successor to serve the balance of the unexpired term.

Section 7. Removal - Any member of the Board of Governors may be removed by action taken by a majority of the members of the Society either by meeting or in writing.

ARTICLE VIII MEETING OF MEMBERS

Section 1. Time and Place of Annual Meeting - The Society shall hold at least one meeting annually, at a time and place to be determined by the officers. Robert's "Rules of Order" shall be the authority governing the conduct of the Annual Meeting. The Executive Committee shall be responsible for appointing a Local Arrangements Committee, which shall be responsible for selecting the meeting accommodations and meal services, arranging for and coordinating local support personnel for meeting planning, registration, logistical support (e.g., audiovisual) of the daily program, and CME certification. The Chair of the Local Arrangements Committee should live in the region in which the annual meeting will be held. The Secretary shall serve as liaison between the Local Arrangements Committee and the Executive Committee.

Section 2. Order of Business - The order of business of the Annual Business Meeting shall be:

- a. A moment of silence to be observed in respect for any members deceased in the past year.
- b. Report of the Secretary, including prior minutes.
- c. Report of the Treasurer and approval of financial report.
- d. Recognition of new members.
- e. Unfinished business.
- f. New business, including the date and place of future annual meetings.
- g. Appointment of committees.
- h. Report of the Nominating Committee.
- i. Election of officers and members of the Board of Governors.
- j. Installation of the new President.
- k. Adjournment.

Section 3. Special Meetings

- a. Special Meetings may be called for any purpose at any time in the manner hereinafter provided, by the President, the Vice President, the Board of Governors, or any ten or more Active Members.
- b. Any person or persons entitled to call a Special Meeting shall make a written request to the President or the Secretary to call the meeting. Such officer shall then give notice of the meeting, as provided hereinafter, to be held between 10 and 60 days after receiving the request.

Section 4. Notice of Meetings - Notice of meetings shall be sent by regular mail and/or email to all members of the Society and posted on the Web site.

Section 5. Quorum - A quorum for meetings of members shall be 10% of the Active Membership.

Section 6. Voting - Each member shall be entitled to one vote, which must be cast in person.

**ARTICLE IX
STANDING COMMITTEES**

Section 1. Finance Committee - The Finance Committee shall consist of at least three (3) members appointed by the President with the approval of the Board of Governors. No member of the Finance Committee shall be an officer of the Society. The Committee shall audit the accounts of the Society, advise the Treasurer on investment matters, and report periodically, as directed by the Board of Governors.

Section 2. Nominating Committee - The Nominating Committee shall be comprised of the three (3) most recent living Presidents and chaired by the most recent living President. The function of the Nominating Committee shall be to submit nominations for the office of Second Vice President and, when indicated, the Secretary and the Treasurer, and any vacancies which appear on the Board of Governors for the ensuing term.

Section 3. Membership Committee - The Membership Committee shall be comprised of at least three (3) Active Members appointed by the President and approved by the Board of Governors. The Second Vice President shall serve as chair of the Committee. The function of this Committee will be to seek qualified new members, encourage them to apply, and review and make recommendations on proposed members to the Board of Governors. As stipulated in Article V, election to Honorary Membership shall require a unanimous vote by the Board, while election to Active or Student Membership shall require a 75 percent affirmative vote by the Board. After action by the Board of Governors, the names of new members shall be presented at the annual business meeting for final approval by all those eligible to vote.

Section 4. Annual Meeting Program Committee - The Annual Meeting Program Committee shall be comprised of the First Vice President, the Second Vice President, and at least three (3) Active members appointed by the President and approved by the Board of Governors. The function of this Committee is to review, judge and select abstracts to be presented at the Annual Meeting and to develop the schedule of presentations. The Committee shall work closely with the Secretary and the designated Local Arrangements Committee in planning and executing the Annual Meeting. The First Vice President will chair this Committee.

Section 5. McGovern Lectureship Committee - The McGovern Lectureship Committee shall be comprised of the three (3) most recent living Past Presidents and chaired by the most recent living Past President. The function of this Committee is to select and recommend a speaker to the Executive Committee for the next Annual Meeting.

Section 6. William Bennett Bean Student Lectureship Committee - The William Bennett Bean Student Research Award Committee shall be comprised of at least three (3) Active members appointed by the President and approved by the Board of Governors. The function of this Committee is to communicate information regarding the Bean research scholarship via appropriate media, to evaluate

and rank student research project proposals and select one or more to receive the Bean Award, and to communicate the names of selectees to the Board of Governors.

Section 7. Other Committees - The Board of Governors may create other standing or temporary committees with such duties and responsibilities deemed appropriate by the Board of Governors.

Section 9. The President will serve as a nonvoting member of each committee.

Section 10. Vacancies - Any vacancies occurring in the above committees may be filled by appointment by the President, and the appointees shall serve until the next meeting of the Board of Governors.

ARTICLE X **PERIODICALS**

Section 1. Journal or Newsletter - The Newsletter Editor and the Secretary are responsible for the publication of a periodical newsletter or a journal to provide a forum for the publication of relevant material. The Secretary may call upon other members for assistance as needed.

Section 2. Publicity - The Secretary shall be responsible for and may authorize the dissemination of information through media outside the Society.

ARTICLE XI **FISCAL YEAR**

Section 1. The fiscal year of the American Osler Society shall begin with January 1st of each year and ending December 31 following.

ARTICLE XII **AMENDMENT OF THE BY-LAWS**

Section 1. Amendment by Members - The members of the Society may amend these By-laws by an affirmative two-thirds (2/3) vote of those members who are eligible to vote and who are present at any Annual Meeting of the Society, provided that the proposed changes have been distributed at least thirty (30) days in advance and notice given that a vote will occur.

Section 2. Amendment by Board of Governors - The Board of Governors may recommend amendment of these By-laws by a two-thirds (2/3) vote of the members of the Board who are present at any meeting of the Board if notice of the meeting and the proposed amendment has been duly given. Recommendations must be passed by a two-thirds (2/3) vote of those members present at any Annual Meeting of the Society).

ARTICLE XIII **DISSOLUTION**

In the event that the Society is dissolved, the Board of Governors, after making provision for the payment of all liabilities of the Society, shall arrange for the distribution of all remaining property and assets exclusively for the purposes of the Society or to such other organization or organizations organized and operated exclusively for pleasure, recreational, charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent or future United States Internal Revenue Law).

These By-laws are duly adopted by a unanimous vote of members at a meeting held on April 12, 2017, for which prior notice was duly given.

A handwritten signature in black ink that reads "Chris Boes". The signature is written in a cursive, slightly slanted style.

Christopher Boes, M.D.
Secretary, American Osler Society

***Revised and approved April 12, 2017**