



BYLAWS
OF
THE WILLIAM L. WETZEL MEMORIAL OSTEOPATHIC
EDUCATIONAL & RESEARCH FOUNDATION

Article I – Name

The name of this organization shall be the William L. Wetzel Memorial Osteopathic Educational and Research Foundation, a nonprofit Corporation incorporated in the State of Missouri.

Article II – Foundation is Nonprofit

There shall be no shares of stock and the members, directors or officers shall not profit from Foundation activities. Reasonable reimbursement can be paid for services rendered to the Corporation.

Article III – Purposes of Foundation

Section 1. Specific Purposes – The purposes for which the Corporation is organized are: to further advancement of osteopathic education in medicine and surgery; to maintain and perpetuate the memory of William L. Wetzel; for education of osteopathic physicians and the public; and to have all the powers necessary or proper for the accomplishment and furtherance of the above stated purposes.

Section 2. General Purposes – Said Corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 3. Specific Powers Granted – This Corporation shall have all the powers necessary or proper for the accomplishment and furtherance of the above stated purposes and all other powers incidental or related thereto, including but not limited to the following: (a) To purchase, receive, and take by gift, grant, devise or bequest, real or personal property; to hold, administer, sell, invest and reinvest such property, and to use such property for the purposes for which the Corporation was founded; (b) To enter into contracts, and to acquire, own, hold, mortgage, and dispose of such real and personal property as shall be necessary for the proper maintenance and conducting of its purposes.

Article IV – Amendment of Articles of Incorporation

Amendments to the articles of incorporation shall be made in the following manner: The Board of Trustees shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote thereon, which may be either an annual or a special meeting of the membership. Written or printed notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in these Bylaws for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at such meeting.

Article V – Amendment of Bylaws

Section 1. Procedure – Bylaws may be amended by the Board of Trustees, but the Board of Trustees shall receive at least 10 days written notice of any proposed amendment to the Bylaws and the Bylaws may only be amended by two-thirds of the members of the Board of Trustees present at the meeting called for the purpose of amendment to the Bylaws. Any member of the Board of Trustees may propose an amendment to the Bylaws.

Section 2. Consistent with Articles – Amendments to the Bylaws shall not be in conflict with the Articles of Incorporation.

Article VI – Use of Foundation Funds

Section 1. Loans – The Board of Trustees shall have power to make loans to students obtaining professional training in a Missouri osteopathic college.

Section 2. Grants – The Board of Trustees shall have power when funds are available to make grants on a matching basis from outside sources for graduate, research and fellowship purposes providing such work is done in a hospital or college by an osteopathic physician.

Section 3. Educational Programs – The Board of Trustees shall have the power to authorize the conducting of educational programs which further the professional competence of osteopathic physicians.

Section 4. Public Education – The Board of Trustees shall have the power to authorize expenditures which provide public education on health and the osteopathic profession.

Section 5. Physician Health Program – The Board of Trustees shall have the power to authorize expenditures to develop, establish and maintain a physician rehabilitation program for osteopathic students, physicians, and/or allied health care workers.

Section 6. Scholarships for Students and Post-graduates – The Board of Trustees shall have the power to authorize expenditures to fund scholarships for osteopathic students and post-graduate physicians.

Article VII – Membership

Section 1. Membership Defined – Membership in the William L. Wetzel Memorial Osteopathic Educational and Research Foundation shall be composed of and limited to regular members of the Missouri Association of Osteopathic Physicians and Surgeons.

Section 2. Benefits Not Inure – No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 purposes set forth in Article III thereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law or; (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 3. Annual Meeting of Members – An annual meeting of the members may be called by the President of the Foundation at the approximate time and place as the annual meeting of the Board of Trustees and special meetings of members may be called by the President or by one-third of the Board of Trustees.

Section 4. Notice of Meeting – Written, printed, or electronic notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days before the date of the meeting either electronically, by mail, or published in the official publication and/or on the website of the Missouri Association of Osteopathic Physicians and Surgeons by or at the direction of the President or the Secretary or the officer or persons calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at the address which appears on the membership records of the Corporation, with postage thereon prepaid.

Section 5. Quorum – Ten percent of the membership shall constitute a quorum for any meeting of the members.

Article VIII – Board of Trustees

Section 1. How Selected – The Board of Trustees of the Missouri Association of Osteopathic Physicians and Surgeons, Inc., and their successors shall constitute the Board of Trustees of the Corporation.

Section 2. Annual Meeting – The Board of Trustees shall hold their annual meeting at the same time and place that the Board of Trustees of the Missouri Association of Osteopathic Physicians and Surgeons, Inc., hold their annual convention.

Section 3. Power of Trustees– The business affairs of the Corporation shall be managed by the Board of Trustees.

Section 4. Notice of Meeting – Notice of any special meeting shall be given at least five days previously thereto by written, verbal, or electronic means provided, however, that if the designated meeting place is out of the state of Missouri, an additional five days notice shall be given. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Trustees, need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum – A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees

Section 6. Manner of Acting – In case of the death or resignation or disqualification of one or more of the trustees, a trustee will be elected by the appropriate district.

Section 7. Compensation – Trustees as such shall not receive any stated salaries for their service, but by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Trustees; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Article IX – Officers

Section 1. Number – The officers of the Corporation shall be a President, one or more Vice Presidents, the number thereof to be determined by the Board of Trustees, a

Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this article. The President and the Vice President or if there is more than one Vice President then at least one Vice President, shall be chosen from the members of the Board of Trustees. The remaining officers of the Corporation need not be chosen from the members of the Board, but they may be so chosen. The Board of Trustees, by resolution, may create the offices of one or more assistant Treasurers and assistant Secretaries, all of whom shall be elected by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Vice President. All officers and agents of the Corporation as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation may be provided in the Bylaws, or in the absence of such provision, as may be determined by resolution of the Board of Trustees.

Section 2. Election and Term of Office – The officers of the Corporation shall be elected at their annual meeting by the Board of Trustees. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death or until he shall resign or shall have been removed in the said manner hereinafter provided.

Section 3. Removal – Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

Section 4. Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled from the Board of Trustees for the unexpired portion of the term.

Section 5. President – The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the Board of Trustees. He/she may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Trustees from time-to-time.

Section 6. The Vice President – In the absence of the President or in the event of his/her inability or refusal to act, the Vice President, or in the event there be more than one Vice President, the Vice Presidents in their order of election shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time-to-time may be assigned to him/her by the President or by the Board of Trustees.

Section 7. The Treasurer – If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies, due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Trustees; (b) in general, perform all the duties incidental to the office of Treasurer and such other duties as from time-to-time may be assigned to him/her by the President or by the Board of Trustees.

Section 8. Secretary – The Secretary shall: (a) keep the minutes of the members and of the Board of Trustees meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; (d) keep a register of the address of each member which shall be furnished to the Secretary by such member; (e) in general, perform all duties incidental to the office of Secretary and such other duties as from time-to-time may be assigned to him/her by the President or the Board of Trustees.

Article X – Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of these bylaws or under the provisions of the Missouri Not-For-Profit law, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI – Miscellaneous

Section 1. Fiscal Year – The fiscal year of the Foundation shall be from October 1 to September 30.

Section 2. Rules of Order – Meetings of this Foundation shall be governed by Robert's Rules of Order, newly revised and the special rules adopted.

Article XII – Dissolution

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making the provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, 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 provision of any future United States Internal Revenue Law, as the Board of Trustees shall determine.

Article XIII – Repeal of Prior Bylaws

Under the adoption of these bylaws, all previous bylaws are hereby repealed. Adopted on the 3rd day of May 2012.

Attest:

Brian Bowles, Secretary

Victoria Damba, DO, President