

BYLAWS

ROCKY MOUNTAIN OPTI

An Osteopathic Postgraduate Training Institution

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ROCKY MOUNTAIN OPTI BYLAWS

ARTICLE I NAME

The name of this organization shall be the Rocky Mountain Osteopathic Postgraduate Training Institution generally known as the Rocky Mountain OPTI (RMOPTI) located in Parker, Colorado.

ARTICLE II MISSION and VISION

Mission

The mission of Rocky Mountain OPTI is to exceed the highest standards of excellence for postgraduate training.

Vision

We address the healthcare shortage across the region by expanding and improving a network of institutions delivering high quality graduate medical education for trainees who then provide outstanding medical care to the communities they serve.

Member Relationship

Members of RMOPTI are independent organizations working together to achieve their mission. The RMOPTI Bylaws shall not affect the authority or responsibility of any of the members as described by each organization's respective Articles of Incorporation and/or Bylaws.

ARTICLE III RMOPTI MEMBER DEFINITIONS

SECTION 1. RMOPTI Members

All conditions of membership in RMOPTI shall be determined by and be in the control of the voting RMOPTI Members. Only Primary Members and Academic Members will have voting rights. Each RMOPTI Member; primary, academic, provisional, associate, shall appoint one or more designees to represent its institution at Member meetings. RMOPTI governance is through a direct representation for each OPTI member. One person may not represent more than one institution. RMOPTI members have the right to free association with other AOA-approved educational consortia, institutions or OPTIs.

SECTION 2. Primary Member.

- RMOPTI shall designate in writing at least one college of osteopathic medicine to serve as the "Primary COM Member." The rights and responsibilities of the Primary COM Member in relation to RMOPTI will be specified in a separate written agreement and be subject to the requirements set forth by the AOA.
- Any accredited hospital conducting AOA approved postdoctoral programs shall be eligible to be a Primary Member of RMOPTI.
- No existing member will lose primary status through an affiliation with any other institution of medical education if all requirements of membership continue to be met.
- Primary membership status is determined by the postdoctoral program site recognized by the AOA.

SECTION 3. Academic Member

Medical schools other than the Primary COM Member that are accredited by the AOA or the LCME are eligible to become an Academic Member with voting privileges.

SECTION 4. Provisional Member

Provisional membership may be granted to accredited hospitals that are in the process of developing new AOA-approved postdoctoral training programs.

- All applicants for Primary membership, other than academic members, must have been a Provisional Member for at least one year before applying for Primary membership.
- Provisional membership may not extend for a period of time greater than three years.

SECTION 5. Associate Member

Associate Membership may be granted to accredited hospitals/institutions that participate in AOA-accredited postdoctoral training programs through a written affiliation agreement with a Primary Member.

SECTION 6. Membership Application

- Applicants must demonstrate that they have the capacity to meet membership responsibilities as delineated in RMOPTI Bylaws, policies, and the RMOPTI Master Affiliation Agreement.
- Each application for membership shall be accompanied by payment of a non-refundable fee, such fee to be determined by the RMOPTI Members.
- Acceptance of new members will require an affirmative vote of two-thirds of RMOPTI Members voting at a Membership meeting.

SECTION 7. Membership Responsibilities

As an RMOPTI Member, each institution will:

- Abide by the Bylaws, policies, and the RMOPTI Master Affiliation Agreement.
- Pay fees as determined by resolution of the RMOPTI Members.
- Notify RMOPTI of any substantial change that impacts postdoctoral training. The RMOPTI will share the information with the appropriate AOA specialty college and the AOA.

SECTION 8. Membership Termination

RMOPTI Membership may be terminated by:

- Resignation pursuant to the terms of the RMOPTI Participation Agreement.
- By a vote of the RMOPTI Members based on recommendation from the RMOPTI Governing Board with appropriate justification. Termination by vote will require a two-thirds majority of RMOPTI Members voting at a Membership meeting.

SECTION 9. Member Meetings

- Each Primary Member and each Academic Member is entitled to one vote at RMOPTI Member meetings.
- Provisional and Associate Members are not entitled to a vote at RMOPTI Member meetings. The RMOPTI Members will meet at least two times a year, time and place to be determined. Additional meetings may be called at the discretion of the chair.
- Proxy votes are not allowed at Member meetings, but voting Members are considered present if they participate via video and/or audio teleconferencing.

SECTION 10. Voting Member Rights

Voting Members have the following authority:

- Approve Membership applications.
- Terminate Membership for cause.
- Approve a budget for RMOPTI operations.
- Establish fees.
- Approve and remove the elected RMOPTI Governing Board members.
- Approve dissolution of the organization.
- Approve modification of the Bylaws.
- Approve modification of the RMOPTI Master Affiliation Agreement.
- Approve all RMOPTI policies and standards.

ARTICLE IV RMOPTI GOVERNING BOARD

SECTION 1. Description

The governance and operational responsibilities for RMOPTI are vested in the RMOPTI Governing Board, which is elected by the RMOPTI Members at their spring meeting.

SECTION 2. Members

The RMOPTI Governing Board shall be composed of nine (9) voting Members including the Chair, Vice Chair, Treasurer, and Secretary. No primary member other than the primary COM member may have more than one voting member on the Governing Board. An exception may be permitted if the RMOPTI nomination committee is unable to identify another viable candidate from member institutions. The composition of the RMOPTI Governing Board is:

- Dean of the Primary COM Member
- Associate (interim if appropriate) Dean of Graduate Medical Education of the Primary COM Member
- Two (2) Hospital Representatives from among the RMOPTI Members.
- Two (2) Directors of Medical Education (or Administrative Directors of Medical Education, or Medical Directors from the RMOPTI Membership.
- Three (3) representatives recommended by the Primary COM Member, which may include one or two Academic Member representatives and/or a student or resident representative.

Governing Board members serve for a term of one year and may be elected for additional terms. In the event of vacancy of an RMOPTI Governing Board member, the RMOPTI Governing Board shall have authority to fill the vacancy until the next regularly scheduled election.

Election of Officers, Terms:

The Chair, Vice Chair, Secretary, and Treasurer will be elected by the RMOPTI Governing Board at its first meeting following the spring RMOPTI Membership meeting. All officers shall hold office for one year and may succeed themselves, and shall also serve as officers of all RMOPTI Membership meetings.

Chair:

The Chair shall preside at all RMOPTI Governing Board and RMOPTI Member meetings and carry out such other actions necessary to the performance of the duties of this office. The Chair has one vote at RMOPTI Governing Board and Membership meetings. The Chair shall be given notice of all RMOPTI committee meetings and shall have the right to attend such meetings and speak, but not vote.

Vice Chair:

The Vice Chair shall perform the duties of the Chair during the absence of the Chair and such other duties as assigned by the Chair.

Secretary:

The Secretary shall be responsible for the recording of all proceedings of all meetings, providing written notice of meeting to Members, and shall be responsible for the safekeeping of all RMOPTI papers and corporate records.

Treasurer:

The Treasurer shall act as the chair of the Finance Committee and render an account of the financial condition of RMOPTI to the RMOPTI Governing Board and RMOPTI Members.

Officer Vacancies:

In the event of a vacancy in the office of the Chair, the Vice-Chair shall succeed to the vacant office for the unexpired term unless the vacancy is filled by the vote of the RMOPTI Governing Board. Other officer vacancies shall be filled by the RMOPTI Governing Board, and any officer so appointed shall hold office at the pleasure of the RMOPTI Members until their spring meeting.

SECTION 3. Responsibilities

The Governing Board shall be responsible for all RMOPTI governance activities regarding participating Members' postdoctoral programs. With pre-doctoral issues, the Governing Board shall serve in an advisory capacity to the Primary COM Member and Academic Members. The Governing Board's responsibilities and powers are:

- Develop and implement the strategic plan for RMOPTI
- Recommend the fiscal budget to RMOPTI Members for graduate medical education that interfaces with pre-doctoral medical education
- Ensure appropriate mechanisms and standards to monitor clinical education
- Participate and counsel with the Dean of the Primary COM Member in developing policies to sustain general academic activities across the system
- Approve postdoctoral divisions and individual program participation
- Place and remove reasonable limitations or conditions upon individual program participation
- Provide a mechanism to keep RMOPTI Members informed of the activities of RMOPTI on a regular basis
- Establish and appoint committees, if necessary, to fulfill the responsibilities of RMOPTI.

SECTION 4. Meetings

Meetings will be held at least four (4) times a year. Additional meetings may be called at the discretion of the chair.

ARTICLE V COMMITTEES

SECTION 1. Standing Committees

At the first RMOPTI Governing Board meeting after the spring RMOPTI Membership meeting, the RMOPTI Chair, with concurrence of the RMOPTI Governing Board, shall appoint individuals to the RMOPTI Osteopathic Graduate Medical Education Committee, Finance Committee, Osteopathic Principles and Practice Committee, Bylaws Committee, and RMOPTI Nomination Committee. Appointments to ad hoc committees can be made on an as needed basis.

SECTION 2: Osteopathic Graduate Medical Education (OGME) Committee

Members:

- Dean of the Primary COM Member
- Associate Dean of Clinical Affairs for the Primary COM Member
- Department Chair from the Primary COM Member
- Two (2) DMEs/ADMEs from RMOPTI Member hospitals
- Two (2) Program Directors
- One (1) resident currently participating in RMOPTI.
- Chief Academic Officer of RMOPTI who will act as chair.
- Every program's director (or their designee)
- Faculty

Responsibilities:

- Review educational funding requests and make recommendations to the RMOPTI Governing Board and Members on educational budgets
- Assess the quality of RMOPTI educational programs and personnel and make recommendations for improvements
- Develop and implement measures to assess the competency of RMOPTI graduates
- Recommend educational policies to the RMOPTI Governing Board and RMOPTI Membership.
- The RMOPTI OGME Committee has the ability to appoint subcommittees and task forces to accomplish its responsibilities.

Meetings:

Meetings will be held at least quarterly

SECTION 3. RMOPTI Finance Committee

Members: Four (4) Members

- Chair, RMOPTI Treasurer
- Representative from the Primary COM Member.
- Representative from a Primary Member Hospital.
- One (1) member-at-large from among the RMOPTI Members.

Responsibilities:

- Develop and recommend a fiscal budget to RMOPTI Members
- Make recommendations to RMOPTI Members on dues and assessments
- Oversee financial performance and operation of RMOPTI

Meetings:

Meetings will be held bi-annually and as needed

SECTION 4. RMOPTI Nomination Committee

- **Members:** Three (3) Members.
- The Dean of the Primary COM Member, who will chair the committee.
- One (1) additional representative from the Primary COM Member.
- One (1) Member at large from among the RMOPTI Members.

Responsibilities:

- Assess the performance and contribution of the RMOPTI Governing Board members to determine acceptance for renewal of terms
- Develop a slate of officers and appointees for the RMOPTI Governing Board to be presented to the RMOPTI Members at their spring meeting. Such slate to be developed in keeping with a RMOPTI Governing Board approved protocol

Meetings:

Meetings will be held at least once per year in the spring. Additional meetings may be called at the discretion of the chair.

SECTION 5. RMOPTI Osteopathic Principles and Practices Committee

Members: A minimum of three (3) members, including:

- One (1) member from the Osteopathic Manipulative Medicine (OMM) Department of the Primary COM Member.
- One (1) DME
- One (1) Program Director

Responsibilities:

- Facilitate the integration of Osteopathic Principles and Practices in RMOPTI programs
- Develop educational activities that will enhance faculty competence in the teaching of OMM
- Assess the integration of Osteopathic Principles and Practices and report to the Educational Standards Committee.

Meetings: At least quarterly

SECTION 6. RMOPTI Bylaws Committee

Members: At least three (3) representatives from among the Primary Member institutions

Responsibilities:

- Perform an annual review of the Bylaws to ensure compliance with accreditation standards.
- Make recommendations to the RMOPTI Membership regarding Bylaws modifications.

Meetings: At least once per year

SECTION 7. RMOPTI Postdoctoral Divisions

The postdoctoral divisions represent the AOA accredited internships and residencies within RMOPTI member institutions in a specific specialty. New postdoctoral divisions must be approved by the RMOPTI Governing Board and must consist of two or more educational programs in that specialty.

Responsibilities:

- Recommend a Lead Program Director to be appointed by the RMOPTI Governing Board
- Plan, coordinate, and evaluate educational program activities
- Develop and administer a budget for educational programming
- Assess and improve the educational outcomes of each individual program within the RMOPTI.
- Submit an annual report on division educational activities to the Educational Standards Committee.

ARTICLE VI CHIEF ACADEMIC OFFICER

The CAO's authority for the Rocky Mountain OPTI derives from these Bylaws and policies enacted by the RMOPTI Members.

Responsibilities include, but are not limited to:

- Establish an organizational plan for operating RMOPTI
- Work in counsel with the RMOPTI Governing Board and RMOPTI Members to implement and evaluate general policy
- Maintain and enhance medical education activities across the system
- Develop organizational structure
- Maintain ongoing communication
- Develop appropriate reporting mechanisms
- Develop quality assurance and evaluations systems
- Ensure ongoing financial reporting, including financial and budget details
- Represent the organization to external constituents
- Provide direction for planning and development

ARTICLE VII RULES GOVERNING MEETINGS OF RMOPTI MEMBERS,
RMOPTI GOVERNING BOARD AND COMMITTEES

SECTION 1. Meetings, Notices

Meetings of all RMOPTI Committees may be called by the Chair of the RMOPTI, the Chair of the Committee, or by the request in writing of any three (3) members of the Committee. A notice giving the time and place of the meeting shall be given to each member of the committee at least five (5) days prior to the date of the meeting. RMOPTI Membership meetings require fifteen (15) days prior notice. Written notice is effective upon mailing. Meetings shall follow Robert's Rules of Order.

SECTION 2. Quorum, Voting

- One-half of the members plus one member shall constitute a quorum for the transaction of business and the affirmative vote of a majority of voting members present shall be necessary for the approval of any action unless otherwise specified in these Bylaws.
- Members of the RMOPTI Board of Governors or of any committee designated by the RMOPTI Board of Governors may participate in a formal decision by means of a mail, telephone, facsimile or electronic communication (i.e. email) vote. Any such vote shall be entered into the records at the next meeting of the RMOPTI Board of Governors.

ARTICLE VIII AMENDMENTS TO BYLAWS

These Bylaws may be amended by the RMOPTI Members at any meeting upon the affirmative vote of two-thirds majority of RMOPTI members voting at a membership meeting. Written notice of the meeting and the proposed amendment shall be provided at least fifteen (15) days prior to the meeting. Rules governing the operational aspects of RMOPTI may be added to or changed in these Bylaws by quorum vote of the RMOPTI Membership.

ARTICLE IX CONFLICT OF INTEREST

No contract or other business transaction between the RMOPTI and one or more of its governors or any other corporation, firm, association, or entity in with one or more of its Governors, officers or directors are financially interested shall be either void or violable solely because of such relationship or interest or solely because such Governors are present at the meeting of the RMOPTI Board of Governors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely if their votes are counted of such purpose if: (a) the fact of such relationship or interest is disclosed or known to the RMOPTI Board of Governors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient of the purpose without counting the votes or consents of such interested Governors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to RMOPTI. Interested Governors should be counted in determining the presence of a quorum at a meeting of the RMOPTI board of Governors or committee thereof which authorizes, approves, or ratifies such contract of transaction.

ARTICLE X INDEMNIFICATION

SECTION 1. RMOPTI shall indemnify any person who was or is a party or is threatened to be made a party to any threatened , pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative or in the right of RMOPTI to procure a judgment in its favor by reason of the fact that he or she is or was a governor, officer, employee, or agent of RMOPTI against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actual and reasonable incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonable believed to be in the best interest of RMOPTI, and , with respect to any criminal action or proceeding, and no reasonable cause to believe his or her conduct was unlawful and if the RMOPTI Board of Governors is advised of any such threat, action, suit, or proceeding by judgment, order, settlement, or conviction upon a plea of nolo contendere or its equivalent shall not of itself create a manner with he or she reasonable believed to be in the best interests of RMOPTI and, with respect to any criminal action or proceeding, has reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. To the extent that a governor, officer, employee, or agent of RMOPTI has been successful on the merits of defense of any action, suit, or proceeding referred to in paragraph 1 of this Article or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

SECTION 3. Any indemnification under paragraph 1 or 2 of this Article (unless ordered by a court) shall be made by RMOPTI only as authorized in the specific case upon a determination that indemnification of the governor, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said paragraph 1. Such determination shall be made by the RMOPTI board of Governors by a majority vote of a quorum consisting of governors who were not parties to such action, suit, or proceedings. If such a quorum is not obtainable or even if obtainable a quorum of disinterested governors may direct that a written opinion be obtained by legal counsel, or that the matter be submitted to a court of competent jurisdiction for final determination.

SECTION 4. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by RMOPTI in advance of the final disposition of such action, suit, or proceeding as authorized in paragraph 3 of this Article, provided, however, that if it is determined at the conclusion of such suit or proceeding that such person is not entitled to indemnification as provided above, such person shall immediately repay such amount advanced for expenses. No advance of expenses shall be made however, until such governor, officer, employee, or agent shall have first entered into an agreement with RMOPTI that he or she will comply with the terms of this Article regarding the repayment of such expenses in the event it is later determined that such person is not entitled to indemnification as provide herein. The provisions herein may be altered as appropriate by majority vote of a quorum of disinterested Governors.

SECTION 5. the indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of shareholders or disinterested Governors or otherwise, and any

procedure provided for by any of the foregoing, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a governor, officer, employee, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

SECTION 6. RMOPTI shall purchase and maintain Directors and officers Insurance on behalf of any person who is or was a governor, officer, employee, or agent of RMOPTI or who is or was serving at the request of RMOPTI as a governor, officers, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or may require any such person to obtain insurance against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not RMOPTI would have power to indemnify him or her against liability under the provisions of this Article.

ARTICLE XI DISSOLUTION

Upon the dissolution of RMOPTI, the RMOPTI Board of governors shall, after making provisions for the payment of all the liabilities of RMOPTI, dispose of all of the assets of RMOPTI exclusively for the purposes of RMOPTI in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the RMOPTI Board of governors shall determine. Preference for such distribution shall be given to existing RMOPTI programs or other similar accredited programs providing or willing to provide postgraduate osteopathic training to graduates of osteopathic medical colleges. Any such assets not so disposed of shall be deposited by the district court of the State of Colorado located within the county which the principal office of RMOPTI is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.