

# **BYLAWS OF THE OHIO STATE MEDICAL ASSOCIATION WOMEN PHYSICIANS SECTION**

## **CHAPTER I – PURPOSE**

1. **WOMEN PHYSICIANS SECTION.** There shall be a section of the Ohio State Medical Association (OSMA) known as the Women Physicians Section (WPS).

A. **PURPOSE.** The purpose of this section is to 1) provide an additional means for section members to participate in OSMA policy making and other activities, 2) enhance OSMA outreach, communication and interchange with members represented in the section, 3) maintain effective communications between the section and the OSMA, 4) promote OSMA membership growth, 5) promote professional development and education of its members, and 6) to represent the unique interests of women members of the OSMA.

B. **MEMBERSHIP.** All members of the OSMA who are women shall be members of the WPS.

C. **VOTING PRIVILEGES.** All members of the Section shall be entitled to vote for officers and to vote to change the bylaws in accordance with the procedures outlined in these bylaws.

## **CHAPTER II – OFFICERS**

1. **GOVERNING COUNCIL.** There shall be a Governing Council (GC) of the WPS to direct the programs and activities of the Section, subject to the approval of the OSMA Council.

A. **MEMBERS.** There shall be seven (7) voting members of the GC, consisting of a Chair, Vice-Chair, Immediate Past Chair, 2 Members At Large, OSMA Delegate and OSMA Alternate Delegate to the OSMA HOD. The Members At Large and the OSMA Delegate and Alternate Delegate will be elected by the section members at the business meeting of the section. The GC will elect the Vice Chair each year.

B. **AUTHORITY.** The Governing Council shall direct the programs and activities of the WPS. During the interval between meetings of the House of Delegates and the WPS, the Governing Council shall act on behalf of the WPS in formulating decisions related to the development, administration, and implementation of WPS activities, programs, goals, and objectives. The WPS shall be notified of actions taken by the Governing Council on its behalf.

C. **ELIGIBILITY.** If any officer or Governing Council member ceases to meet the membership requirements as defined in Chapter 1, Section 1. B, prior to the expiration of the term for which elected, the term of such officer or member shall terminate and the position shall be declared vacant.

2. **OFFICERS.** The officers of the section shall have the following duties and responsibilities.

A. **CHAIR.** The chair shall direct the activities, business, and development of the OSMA WPS. The Chair shall preside at the business meetings of the OSMA WPS and all meetings of the Governing Council. The Chair shall also represent the WPS as its OSMA Councilor, as provided in the OSMA Constitution and Bylaws.

B. **VICE-CHAIR.** The Vice-Chair shall assist the Chair and shall, in coordination with the other members of the Governing Council, organize the annual business meeting of the WPS. In addition, the Vice-Chair shall:

1. Preside at Governing Council meetings in the absence of the Chair or at the Chair's request;
2. Act as the OSMA Councilor for WPS if the Chair is absent, incapacitated, or otherwise unable;
3. Serve as the spokesperson for the WPS, and its policy if the Chair is not available, except on matters pending before the House of Delegates;
4. Seek to recruit and maintain OSMA WPS members;
5. Assist in organizing the business meeting of the WPS;
6. Assume the office of Chair after a one year term as Vice Chair.

C. **MEMBERS AT LARGE.** The Members at Large shall assist the Chair. The Members at Large, in coordination with the other members of the Governing Council, shall organize the annual business meeting of the WPS.

**D. DELEGATE TO THE OSMA HOD.** The WPS Delegate to the OSMA HOD shall oversee and lead the policy-making and legislative priorities of the WPS, and shall coordinate those activities with other OSMA sections when appropriate. The Delegate shall compile a summary of pertinent HOD actions for distribution to all WPS members.

**E. ALTERNATE DELEGATE TO THE OSMA HOD.** The Alternate Delegate to the OSMA HOD shall assist the WPS Delegate to the OSMA HOD with delegation duties and assume delegation duties in the absence of the Delegate or at his or her request.

**F. IMMEDIATE PAST CHAIR.** The Immediate Past Chair shall:

1. Assist and advise the Chair;
2. Attend all WPS and WPS Officer Meetings;
3. Seek to recruit and maintain OSMA WPS members.

3. **TERM.** Governing Council members shall serve a term of three years, beginning at the conclusion of the OSMA Annual Meeting at which they were elected or appointed and ending at the conclusion of the Annual Meeting three years hence or until their successors are duly elected and qualified. The Chair shall serve a one year term in between one year terms as Chair Elect and Immediate Past Chair. Any officer originally elected to serve a year or less of an unexpired term shall not be regarded thereby as having served a term. The GC members may be re-elected to a second three year term. Nothing in these bylaws shall be construed as forbidding later reelection to any office, after an interruption in consecutive service of at least two years.

4. **VACANCIES.** In the event the office of Chair becomes vacant, the Chair-Elect will assume the Chair position immediately. In the event the office of Delegate to the OSMA HOD becomes vacant, the Alternate Delegate shall assume the Delegate position immediately. In the event of a vacancy in the office of a Member at Large, the Chair may appoint a replacement subject to the majority vote of the Governing Council. If both the Chair and Chair-Elect are no longer serving in their positions, replacements will be chosen by a majority vote of the remaining officers until such time as the next general election occurs. An open election will be held at the annual

WPS business meeting to determine who will serve the unexpired term of the vacant position until the next regularly scheduled election for that position. If an officer misses two consecutive meetings, the board may then, at its discretion, declare the position to be vacant.

5. **RESIGNATION.** An officer may resign at any time by giving written notice to the Governing Council. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Governing Council, and the acceptance of the resignation shall not be necessary to make it effective.

### **CHAPTER III – BUSINESS MEETING**

1. **BUSINESS MEETING.** There shall be an annual business meeting of members of the WPS, prior to or in conjunction with the Annual Meeting of the OSMA House of Delegates.

A. **VOTING MEMBERS.** All physician members who meet criteria for the Section shall be voting members in the WPS Annual Business Meeting.

B. **RULES OF ORDER.** The deliberations of the WPS shall be conducted in accordance with parliamentary usage as prescribed in the then current edition of The American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

C. **PURPOSES OF THE BUSINESS MEETING.** The purposes of the business meeting shall be to:

1. Elect the Delegate and Alternate Delegate to the OSMA HOD;
2. Elect the Governing Council Members at Large;
3. Hear reports or presentations, including CME sessions;
4. Discuss resolutions to be considered at the HOD and formulate WPS positions;
5. Conduct internal WPS business, including development of the annual report on WPS activities for the OSMA Council and the House of Delegates.

D. **CONDUCT OF MEETINGS.** Meetings of the WPS may be conducted with the use of authorized communications equipment approved by the WPS Governing Council provided that the equipment allows all persons

participating in the meeting to contemporaneously communicate with each other.

## **CHAPTER IV – ELECTIONS**

1. **NOMINATIONS.** Any member of the OSMA WPS may be nominated for any of the five (5) At Large positions and Delegate and Alternate Delegate positions. Nominations for the Governing Council positions may be received in advance of the WPS business meeting, or from the floor of the WPS business meeting. All nominations shall close simultaneously at a specific time designated by the Chair. Only section members may nominate candidates. Each nominee has the right to address the Section before elections. The OSMA WPS may conduct elections in person and/or by the use of electronic communications equipment approved by the WPS Governing Council. As used in these bylaws, “authorized communications equipment” means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means from which it can be determined that the transmission was authorized by and accurately reflects the intention of the member.

## **CHAPTER V – DELEGATES TO THE OSMA HOD**

1. **ELIGIBILITY** – Any member who is eligible to be a voting member of the OSMA is eligible to serve as the WPS Delegate or Alternate Delegate to the OSMA House of Delegates.

2. **SELECTION** – The WPS delegation to the OSMA HOD shall consist of one Delegate and one Alternate Delegate. Section delegation candidates may either self-nominate or seek a third-party nominator. The Delegate and Alternate Delegate will be selected and notified prior to the OSMA mandated deadline to declare such delegates for the OSMA HOD.

3. **GEOGRAPHIC DELEGATES** - The WPS will make available to OSMA District Councilors the names of interested WPS members wishing to serve as WPS Delegates in each OSMA Geographic District.

*(note that the districts select the individual WPS rep to participate as part of the district delegations – see OSMA Chapter 5, Section 2)*

## **CHAPTER VI – AMENDMENTS**

1. **METHODS OF AMENDING.** These bylaws may be amended at any Annual Meeting of the WPS by a majority vote of the members present at that session, provided that the proposed amendment(s) shall have been presented on the OSMA web-site and/or other OSMA communication channels at least thirty (30) days prior to the WPS Annual Meeting.

2. **APPROVAL OF COUNCIL.** Any provision in the bylaws adopted by the WPS during its Annual Meeting will be subject to the approval of the Council of the Ohio State Medical Association prior to implementation.

Approved by OSMA Council 10/14/23, Revised 4/6/25