

THE BYLAWS of THE OSTEOPATHIC CRANIAL ACADEMY

(Adopted September 27, 1993; ratified October 9, 1993; amended March 25, 1994; June 23, 1994; June 24, 1994; January 25, 1995; June 22, 1995; October 14, 1995; October 6, 1996; October 18, 1997; June 25, 1998; June 22, 2000; March 27, 2006; June 24, 2006; June 22, 2007; October 19, 2008; April 6, 2011; October 16, 2012; October 16, 2013; May 11, 2014; June 19, 2014; October 15, 2017; December 16, 2018; October 21, 2019; March 14, 2020; May 17, 2020; October 17, 2021; June 22, 2022; March 5, 2023, September 22, 2024, April 15, 2025)

ARTICLE I

Name and Location

1. **Name.** The Cranial Academy also has registered the name, “The Osteopathic Cranial Academy” and is authorized to use that name in the conduct of its business. The name of the organization is "The Osteopathic Cranial Academy" (hereinafter known as "The Osteopathic Cranial Academy" or "corporation") a nonprofit, public benefit corporation incorporated under the laws of the State of Indiana. The Osteopathic Cranial Academy is a component society of the American Academy of Osteopathy.
2. **Office.** The office of The Osteopathic Cranial Academy shall be located in Indianapolis, Indiana, and/or in such other locations as may be determined by the Board of Directors.
3. **Registered Agent:** The Registered Agent and Incorporator of the Osteopathic Cranial Academy is the Cranial Academy Inc. c/o The Corydon Group whose address is: 125 W. Market Street, Suite 300, Indianapolis IN 46204.

ARTICLE II

Purpose

The purposes of The Osteopathic Cranial Academy shall be:

1. To provide a clearer understanding, a wider knowledge and application of the principles of osteopathy, particularly Osteopathy in the Cranial Field.
2. To stimulate further investigation, research, evolution, clarification and dissemination of the philosophy, principles and techniques taught by William Garner Sutherland, DO (DScHon).
3. To do all and everything necessary, convenient or proper for the accomplishment of these purposes.

ARTICLE III

Mission

The Mission of The Osteopathic Cranial Academy, a nonprofit membership organization is: To teach, advocate, and advance osteopathy, including osteopathy in the cranial field, as envisioned by Andrew Taylor Still MD and William Garner Sutherland DO.

ARTICLE IV

Membership

The Osteopathic Cranial Academy has established various classifications of membership as follows:

1. **Regular Member.** A Regular Member shall be any Doctor of Osteopathy who:
 - a) holds a Doctor of Osteopathy degree granted by a college of osteopathic medicine
 - b) accredited by the Council for Osteopathic College Accreditation (COCA);
 - c) has an unrestricted license for practice in any of the United States or its territories;
 - d) at the time of application, is a regular or life member in good standing of the American Academy of Osteopathy;
 - e) has successfully completed an Osteopathic Cranial Academy approved 40-hour Introductory Course;
 - f) has completed and submitted an application for membership;
 - g) has remitted appropriate dues;
 - h) complies with Article XVI, Statement of Code of Ethics.

A Regular Member shall have the right to vote on all matters coming before the membership of The Osteopathic Cranial Academy and shall also have the right to hold office.

2. **Life Member.** Any Regular Member who:
 - a) has been a Regular Member for at least five consecutive years as described in Section has submitted a request for life membership;
 - b) has remitted appropriate dues;
 - c) complies with Article XVI, Statement of Code of Ethics.

Unless terminated for cause by the Board of Directors, a Life Member shall be entitled to the same privileges as a Regular Member without payment of additional dues. In the event the membership shall be terminated for cause, the person shall forfeit all dues paid as well as all rights and privileges of membership.

3. **Honorary Life Member.** The Board of Directors may, upon two-thirds (2/3) affirmative vote of the Board of Directors present and voting, confer Honorary Life Membership. The qualifications, rights and privileges of an Honorary Life Member shall be the same as a Life Member.
4. **Associate Member.** Any United States trained Medical Doctor or Dentist (“DDS or DMD”) who:
 - a) holds a valid license for the practice of medicine or dentistry in any of the United States or United States territories;
 - b) has successfully completed an Osteopathic Cranial Academy approved 40-hour Introductory Course;
 - c) has completed and submitted an application for membership;
 - d) has remitted appropriate dues;
 - e) complies with Article XVI, Statement of Code of Ethics.
 - f) Dental Associate members shall have all rights and privileges of a Regular Member, except they may not serve as an Officer or Director.
 - g) MD Associate Members shall have all rights and privileges of a Regular Member, and may serve as Director, Secretary, or Treasurer of the Board, provided they:
 - i. Hold a valid license for the unlimited practice of medicine (MD) in any of the United States or United States territories, and
 - ii. Hold a current Recognition of Proficiency or FCA, and
 - iii. Have a minimum of 5 years of clinical practice in Osteopathy in the Cranial Field, and
 - iv. Utilize Osteopathy in the Cranial Field in at least 50% of their clinical practice as evidenced in their listing in the Osteopathic Cranial Academy Membership Directory.
 - h) MD Associate Members may serve as President Elect or President, provided they meet all requirements in Article IV.g, and they meet AOA regular membership eligibility requirements.
5. **Affiliate Membership.** This category of membership considers the following practitioners educated and licensed or registered outside the United States:
 - a) Any International Medical Doctor or equivalent with a current unrestricted license to practice medicine, who:
 - i. has completed and submitted an application for membership;
 - ii. has successfully completed an Osteopathic Cranial Academy approved 40-hour Introductory Course;
 - iii. has been recommended by one Regular or Life Member;

- iv. has been recommended by the Credentials Committee for Affiliate Membership;
 - v. has remitted appropriate dues;
 - vi. complies with Article XVI, Statement of Code of Ethics
- b) Any International Dentist with a current license to practice dentistry who:
- i. has completed and submitted an application for membership;
 - ii. has successfully completed an Osteopathic Cranial Academy approved 40-hour Introductory Course;
 - iii. has been recommended by one Regular or Life Member;
 - iv. has been recommended by the Credentials Committee for Affiliate Membership;
 - v. has remitted appropriate dues;
 - vi. complies with Article XVI, Statement of Code of Ethics.
- c) Any International non-physician Osteopath who:
- i. has completed and submitted an application for membership;
 - ii. has successfully completed an Osteopathic Cranial Academy approved 40-hour Introductory Course;
 - iii. has been recommended by either a Regular or Life Member;
 - iv. is a member in good standing of an Osteopathic Cranial Academy approved Affiliate Society, or in special circumstances on a case-by-case basis;
 - v. has remitted appropriate dues;
 - vi. complies with Article XVI, Statement of Code of Ethics

Affiliate Members shall have all the rights of membership except the right to vote, serve as an Officer or Director or chair a standing committee.

6. **Retired Member.** Any Regular, Associate or Affiliate Member who:
- a) has been such a member in good standing for at least ten (10) consecutive years;
 - b) has retired from practice i.e. is no longer treating or examining patients;
 - c) has submitted a request for retired status;
 - d) has remitted appropriate dues;
 - e) complies with Article XVI, Statement of Code of Ethics.

Retired members shall have all of the rights and privileges of the membership class of which they were a member at the time of retirement.

7. **Student Member.** Any student in good standing at a U.S.-accredited osteopathic or allopathic college who:
- a) has successfully completed an Osteopathic Cranial Academy approved 40-hour Introductory Course;
 - b) at the time of application, is a member in good standing of the Student American Academy of Osteopathy;
 - c) has completed and submitted an application for membership;
 - d) has remitted appropriate dues;
 - e) complies with Article XVI, Statement of Code of Ethics.

Student members shall not have any right to vote or serve as an Officer or Director.

8. **Resident Member.** Any DO or MD currently under contract to a residency program accredited by the ACGME who:
- a) has successfully completed an Osteopathic Cranial Academy approved 40-hour Introductory Course;
 - b) at the time of application, is a member in good standing of the Resident American Academy of Osteopathy;
 - c) has completed and submitted an application for membership;
 - d) has remitted appropriate dues;
 - e) complies with Article XVI, Statement of Code of Ethics.

Resident members shall have the right to vote but not serve as an Officer or Director.

ARTICLE V

Officers

1. **Elected Officers.** The elected Officers of The Osteopathic Cranial Academy shall be President, President-Elect, Secretary and Treasurer.
- a) The President Elect and Secretary shall be elected at the biannual in conjunction with each annual meeting by a printed or secure online ballot vote of the members for a term of two (2) years.
 - b) The Treasurer shall be elected by the Board of Directors.
 - c) These Officers shall serve for two years or until their successors shall have been duly elected and qualified.
 - d) All nominees for the office President and President-Elect shall have served at least two consecutive years as an elected member of the Board of Directors prior to their election to such office. All nominees for the office of Secretary shall have served at least one year as an elected member of the Board of Directors prior to their election to

such office. Further, all nominees shall be consulted as to their availability and willingness to serve before their names are placed in nomination, including those persons who may be nominated from the floor at a meeting of the members.

- e) The President-Elect shall automatically assume the office of President upon the expiration of the term of the previous President.
- f) The President shall automatically assume the office of Immediate Past President upon the expiration of his term as President. Once the term of Immediate Past President is complete, he shall be ineligible for election to the Board of Directors for a period of one year.
- g) The President shall serve as a representative to the American Academy of Osteopathy Board of Governors. If unable to attend, the President shall appoint a representative from the OCA Executive Committee to attend the AAO Board of Governors meetings.
- h) Each elected Officer shall serve concurrently as a member of the Board of Directors.

2. Qualifications for Office.

- a) Any Regular Member shall be eligible for nomination and election to any of the offices of
- b) The Osteopathic Cranial Academy subject to paragraph 1(D) above, and it is recommended that such person, at the time of their election, shall have successfully completed the OCA proficiency exam.
- c) Any MD Associate Member shall be eligible for nomination and election as Secretary of the Board by the General Membership. Any MD Associate Member shall be eligible for nomination and election as Treasurer of the Board by the Board of Directors.
- d) MD Nominees are subject to paragraph 1(D) above, and it is required that such person, at the time of their election, shall have successfully completed the OCA proficiency exam.

3. **Duties.** The duties of the Officers shall be such as their titles by general usage would indicate, or as the Board of Directors from time to time may prescribe.

4. Vacancy and Removal.

- a) Any vacancy occurring on the Board of Directors, among the Officers other than by virtue of expiration of term, shall be filled by election of the Board of Directors at any regular or special meetings of the Board unless otherwise provided for in the Bylaws. An Officer so elected shall serve the unexpired term of his or her predecessor in office.

- b) The Board of Directors, in its discretion, by a two-thirds vote of all its members, may remove any Officer for cause. Any Officer to be removed must be given notice of the meeting at which his or her removal will be a matter of business no less than fifteen (15) days prior to the meeting by telephone voice or facsimile communication or first-class U. S. mail, postage prepaid.
- c) However, any Officer who is absent from two (2) meetings of the Board of Directors, whether regular or special, shall forfeit his or her position without notice or further action of the Board of Directors.

ARTICLE VI

Board of Directors

1. **Composition.** The Osteopathic Cranial Academy shall be governed by a Board of Directors consisting of the President, President-Elect, Secretary, Treasurer, six (6) Directors and the Immediate Past President of The Osteopathic Cranial Academy. These persons shall hold office until their successors are elected and qualified as provided herein.
 - a) MD Associate Members: The number of MD Associate Members on the Board of Directors shall be limited to a maximum of two (2). An MD Associate Member may only serve as one of the two possible officer positions (Secretary or Treasurer). If an MD is elected to the Board of Directors, that MD Director or Officer shall replace the appointed Associate MD advisor to the Board (ARTICLE VI Section 9 paragraph a).
2. **Authority.** The government and management of The Osteopathic Cranial Academy shall be vested in the Board of Directors. Their duties shall include, but not be limited to, the establishment of policy.
3. **Manner of Election and Term.** Two (2) Directors shall be elected in conjunction with each annual meeting by a printed or secure online ballot vote of the members for a term of three (3) years.
4. **Meetings of the Board of Directors.** The Board of Directors shall meet at least twice during each calendar year at such time and such place as it may prescribe. Notice of all such meetings shall be given to the Officers and Directors by written, telephonic (voice or facsimile) notice not less than fifteen (15) days before the meeting is held. Special meetings of the Board of Directors may be called by the President or at the request of any three members of the Board of Directors. Notice of such special meeting shall be given to the Officers and Directors by written or telephonic (voice or facsimile) notice not less than seventy-two (72) hours before the meeting is held.

5. **Voting.** Voting rights of a Director shall not be delegated to another nor exercised by proxy.

6. **Other Methods of Voting.**

- a) Cases where a two-thirds majority is otherwise specified in the Bylaws shall be excluded from other methods of voting and will require in-person voting.
- b) Action may be taken by a mail, telephone or electronic (email, webpage, or online platform) ballot of the members of the Board in which a simple majority of all members, indicate themselves in agreement, shall constitute a valid action of the Board of Directors and shall be reported in the minutes of the next regular or special meetings of the Board of Directors.
- c) Voting rights of a Director shall not be delegated to another nor exercised by proxy.

7. **Vacancy and Removal.**

- a) Any vacancy occurring on the Board of Directors, other than by virtue of expiration of term, shall be filled by election of the Board of Directors at any regular or special meetings of the Board. A Director so elected shall serve the unexpired term of his or her predecessor in office.
- b) The Board of Directors, in its discretion, by a two-thirds vote of all its members, may remove any Director for cause. Any Director to be removed must be given notice of the meeting at which his or her removal will be a matter of business no less than fifteen (15) days prior to the meeting by telephone voice or facsimile communication of first-class U. S. mail, postage prepaid.
- c) However, any Director who is absent from two (2) meetings of the Board of Directors, whether regular or special, shall forfeit his or her position without notice or further action of the Board of Directors.
- d) Affiliate and Associate Advisors to the Board (or their surrogates) are required to be present at the June Board of Directors meeting. Attendance at other meetings of the board of directors is encouraged, but not required.

8. **Quorum.** Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

9. **Appointments**

- a) The Associate Dental Members, The Associate MD Members and the Affiliate Members may each elect one representative from their category to serve as advisors to the Board of Directors. In the absence of such elections, the President may appoint a representative from the Associate and Affiliate membership to serve as advisors to the Board of Directors. Such advisors shall be entitled to attend all regular and special

meetings of Board of Directors, enter into discussions on any matters before the Board of Directors, and shall have the right to make motions and vote.

- b) The Student and Resident members together may elect one Physician in Training representative to serve as advisor to the Board of Directors. In the absence of such elections, the President may appoint a representative from the Physician in Training membership to serve as advisor to the Board of Directors. Such advisor shall be entitled to attend all regular and special meetings of Board of Directors, enter into discussions on any matters before the Board of Directors, but shall not have the right to make motions or vote.

ARTICLE VII

Committees

1. The Osteopathic Cranial Academy shall have and maintain the following Standing Committees:
 - a) **Executive.** This committee shall consist of the elected Officers of The Osteopathic Cranial Academy and shall be responsible for the administration of The Osteopathic Cranial Academy, in between meetings of the Board of Directors.
 - b) **Credentials.** This committee shall be responsible for reviewing and approving CME offerings, maintaining the standards for membership and CME participation and for maintaining a Proficiency program for its members.
 - c) **Education.** This group of committees shall consist of:
 - i) **Introductory Course Committee:** This committee shall be responsible for planning, administering and evaluating all Introductory Courses in OCF of The Osteopathic Cranial Academy with the approval of the Board of Directors.
 - ii) **Annual Conference Committee:** This committee shall be responsible for planning, administering and evaluating all Annual Conferences of The Osteopathic Cranial Academy with the approval of the Board of Directors.
 - iii) **Continuing Studies Committee:** This committee shall be responsible for planning, administering and evaluating all other continuing education activities of The Osteopathic Cranial Academy, not within the jurisdiction of the other education committees, with the approval of the Board of Directors.
 - d) **Fellowship.** This committee shall consist of six members of The Osteopathic Cranial Academy who are Fellows, nominated by the Nominating Committee and approved by the Board of Directors. Each term shall be three years which shall initially be staggered terms of one year, two years, and three years. Each committee member may be reappointed to serve a maximum of three consecutive terms.

- e) **Finance.** This committee, consisting of the Executive Director and the Treasurer (who shall act as chair), shall review and recommend to the Board of Directors action on fiscal matters coming before it.
- f) **Nominating.** This committee shall consist of seven (7) persons.
 - i) The immediate past president of The Osteopathic Cranial Academy or if that person is unwilling or unable to serve, another past president of The Osteopathic Cranial Academy, who shall serve as the chair.
 - ii) The President of The Osteopathic Cranial Academy.
 - iii) The President-Elect of The Osteopathic Cranial Academy.
 - iv) The chair of the Fellowship Committee or if that person is unwilling or unable to serve, another non-Board member of the Fellowship Committee.
 - v) A member of the Credentials Committee who is not the chair and is not a member of the Board of Directors.
 - vi) A non-FCA proficiency trained member of The Osteopathic Cranial Academy.
 - vii) A proficiency recognized or FCA member of The Osteopathic Cranial Academy who is not a member of the Board of Directors.

The committee shall provide a slate, listing nominees for the offices to be voted upon by the membership in conjunction with each annual meeting, by a printed or secure online ballot vote. Additionally, the committee shall provide nominees for designated awards of The Osteopathic Cranial Academy unless otherwise specified in the Bylaws.

- g) **Committee of Chairs.** This committee shall consist of the chairs of all standing or special committees. It shall be chaired by the President-Elect and shall review and make recommendation regarding the continuation or modification of the strategic plan.

2. The Standing Committees, including the chair when not otherwise provided, shall be appointed by the President and approved by the Board of Directors.
3. The President and the President-Elect shall serve as ex-officio members of all committees.
4. The committees or task forces of The Osteopathic Cranial Academy shall not, except with the prior approval of the Board of Directors, obligate The Osteopathic Cranial Academy in any financial matter over and above incidental expenses of its operation for which a budget has been approved.
5. In addition to the above-described committees, the President, with the approval of the Board of Directors, may appoint such other committees or task forces as he or she deems

appropriate for the accomplishment of the purposes of The Osteopathic Cranial Academy.

ARTICLE VIII

Executive Director and Staff

Hire and Tenure. The Board of Directors may employ staff or may contract to provide staff assistance. The chief staff officer shall be known as the "Executive Director" and shall perform such duties as prescribed by the Board of Directors.

ARTICLE IX

Finance

1. **Fiscal Period.** The fiscal period of The Osteopathic Cranial Academy shall be January 1 through December 31 of each year.
2. **Budget.** The Board of Directors shall adopt in advance of the fiscal period an annual operating budget covering activities of The Osteopathic Cranial Academy.
3. **Audit.** The accounts of The Osteopathic Cranial Academy shall be audited or reviewed not less than annually by a Certified Public Accountant who shall be employed by, and report to, the Board of Directors.

ARTICLE X

Amendments

These Bylaws may be amended or repealed by a two-thirds vote of the Board of Directors present and voting at any regular or special meetings of the Board. Notice of such changes must be sent in writing to the Directors at least fifteen (15) days before such meeting. Amendments may be proposed by a committee appointed for that purpose, or by any three (3) Regular Members, in writing to the Board.

ARTICLE XI

Indemnification

To the full extent authorized by law and permitted by The Osteopathic Cranial Academy's resources, it shall indemnify from any financial loss, including the cost of any defense, arising out of a claim predicated upon the conduct of their official duties, all Officers, Directors, committee chairs and members, and employees made a party in any administrative, civil or criminal action or proceeding by reason of their position. The Osteopathic Cranial Academy shall have the option of purchasing insurance to protect or securing counsel to represent each of the aforementioned persons to satisfy its obligation hereunder.

ARTICLE XII

Dues

1. **Establishment of Dues.** Dues for all categories of membership may be established from time to time by resolution of the Board of Directors.
2. **Delinquency and Cancellation.** Any member who shall be delinquent in dues for a period of ninety (90) days from the time dues become due and payable shall be notified of such delinquency and suspended.
3. **Refunds.** All dues shall be non-refundable.
4. **Special Payments.** The Executive Director may, with the consent of the President, suspend, remit or make special arrangements for the payment of dues or assessments.

Reinstatement. Memberships may be reinstated upon such terms as the Board of Directors may from time to time determine.

ARTICLE XIII

Meetings

Annual Meeting. The annual meeting shall be held at such date, time and place as determined by the Board of Directors and such other meetings shall be held as determined by the Board of Directors.

Voting. At all meetings of The Osteopathic Cranial Academy, each Regular Member and Associate Member shall have one (1) vote, and may take part and vote in person only. In secure online elections, each Regular and Associate Member shall have one (1) vote and may take part as specified by the election format. Unless otherwise specifically provided by these Bylaws, a majority vote of those voting members voting shall control.

In the event of a tie on any matter brought before the general membership for a vote, including Director elections, the President shall hold a special Board Meeting not more than one week later, and the tie shall be decided by a vote of a quorum of Board members present at the special meeting.

ARTICLE XIV

Change in Membership Status

Since members may change status from time to time, the Executive Director shall, as appropriate:

1. Take action to properly assign members to the proper membership category.
2. Collect appropriate dues for the newly assigned category at the start of the next membership year.
3. Cancel membership at the end of the fiscal year that applies for such membership, if the member is no longer eligible for membership.
4. Members, whose memberships have been terminated or reassigned because of career changes, shall only have such privileges as the reassigned memberships provide or, if terminated, no privileges of membership.

ARTICLE XV

Distribution of Assets on Dissolution

No part of the net earnings of The Osteopathic Cranial Academy shall inure to the benefit of, or be distributable to its members, Officers, or other private persons, except that it 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 II hereof.

1. Upon the dissolution of The Osteopathic Cranial Academy, assets shall be distributed to one or more organizations exempt under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of appropriate jurisdiction of the county in which its principal office is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XVI

Statement of Ethics

The Osteopathic Cranial Academy is an affiliate society of the American Academy of Osteopathy and adheres to the Code of Ethics of the American Osteopathic Association. A code of ethics, specific to the practice Osteopathy in the Cranial Field, shall also be maintained and updated. Further, its members adhere to the purposes described in Article II hereof, to the promotion of the health and well-being of humankind through the diagnosis and treatment of patients based upon the principles and practice of osteopathic medicine and the maintenance of professional competence.