



Proposed Amendments to the AOA Articles of Incorporation

The following proposed amendments to the American Osteopathic Association (AOA) Articles of Incorporation will be presented at the 2024 Annual Meeting of the House of Delegates which will occur on July 19-21, 2024. As stated in the AOA Bylaws, Article X – Amendments, Section 2- Articles of Incorporation the Articles of Incorporation of this Association may be amended by the adoption of a resolution by the Board of Trustees setting forth the proposed amendment and directing that the amendment be submitted to a vote at a meeting of the House of Delegates, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be posted on the AOA’s website and delivered not less than two weeks nor more than 40 days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Chief Executive Officer, or the officers or persons calling the meeting, to each delegate entitled to vote at such meeting.

All amendments require a two-thirds vote by the House of Delegates for approval.

The AOA’s Articles of Incorporation were [first filed in 1923](#) and last [updated in 1938](#). The AOA Governance leaders in conjunction with internal and external legal counsel, reviewed the Articles of Incorporation and recommended the following: (a) the purposes clause be expanded to clarify that board certification activities of AOA were related to AOA’s tax-exempt mission; (b) that the language on the size of the Board of Trustees be directed to the AOA’s Constitution and Bylaws; and (c) that other updates be made to conform to current legal requirements or IRS best practices that had evolved since the Articles of Incorporation were last updated. The amendments are as follows:

Amended and Restated Articles of Incorporation of American Osteopathic Association

Article 1. Name of Corporation

American Osteopathic Association (the “Organization”)

Article 2. Registered Agent

Corporate Creations Network, Inc.
1320 Tower Road
Schaumburg, IL 60173

Article 3. Board of Trustees

The Organization shall be managed by members of a governing board of directors known as the Board of Trustees (“Board”). The number of members of the Board shall be as set forth in the Constitution and Bylaws of the Organization.



Article 4. Purposes

The purposes for which the Organization is organized shall be to improve and promote public health and improve public health outcomes by (i) maintaining high standards of osteopathic education and advancing the profession's knowledge of the prevention, diagnosis, and treatment of disease; (ii) facilitating the continuous education of osteopathic physicians to advance their knowledge, practice, skill, compassion, and professionalism; (iii) stimulating original research and investigation and disseminating the results of such work for the education and improvement of the profession and the ultimate benefit of the general public; (iv) certifying physicians in medical specialties to ensure that such physicians have the necessary knowledge, education, and clinical experience, as well as to ensure that such physicians continue to have the necessary competence to practice medicine for the benefit of the general public; and (v) promoting the continual evolution and advancement of the osteopathic principals and the research of Andrew Taylor Still regarding osteopathic medicine. The Organization also shall be permitted to pursue other related purposes permissible for organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code") (or the corresponding section of any future federal tax code).

Article 5. Other Provisions

The Organization shall not have authority to issue capital stock.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its Directors, officers, employees, or other private persons, except that the Organization 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 4 hereof.

Notwithstanding any other provision of these Articles of Incorporation, the Organization shall not carry on any other activities not permitted to be carried on by an Organization exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code).

Upon the termination or dissolution of the Organization, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the Organization, shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), such organization(s) have purposes which, at least generally, include one or more purposes similar to the Organization.

Article 6. Miscellaneous

The Organization is not a Condominium Association as established under the Illinois Condominium Property Act, a Cooperative Housing Corporation as defined in Section 216 of the Code (or the corresponding section of any future federal tax code), or a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the Illinois Code of Civil Procedure.