

Constitution of Alpha Omega Alpha Honor Medical Society

ARTICLE 1: NAME, OFFICES, MISSION, AND PURPOSE

Section 1.1: Name

This organization shall be named Alpha Omega Alpha Honor Medical Society, the three Greek letters ΑΩΑ being the initials of the essential words in the following motto:

Ἀξιὸν ὠφελεῖν τοὺς ἀλγούντας

“Be worthy to serve the suffering”

Section 1.2: Offices

The principal office of Alpha Omega Alpha shall be as stated in the Articles of Incorporation. Alpha Omega Alpha may at any time change the location of its principal office. Alpha Omega Alpha may have such other offices, either within or outside of Colorado, as the Board of Directors may designate or as the affairs of Alpha Omega Alpha may require from time to time.

The registered office required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be changed from time to time by the Board of Directors or by the officers Alpha Omega Alpha, or to the extent permitted by the Act by the registered agent of Alpha Omega Alpha, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of Alpha Omega Alpha are identical.

Section 1.3: Mission

The Mission Statement of Alpha Omega Alpha may be constructed and modified as needed by the Board of Directors. The mission statement as of the date of the adoption of these Constitution is as follows:

“Alpha Omega Alpha — dedicated to the belief that in the profession of medicine we will improve care for all by:

- Recognizing high educational achievement,
- Honoring gifted teaching,
- Encouraging the development of leaders in academia and the community,
- Supporting the ideals of humanism, and
- Promoting service to others.”

Section 1.4: Purpose

Alpha Omega Alpha is organized exclusively for educational purposes and not for profit. Its purpose shall be for the promotion of scholarship and research in medical schools, the encouragement of a high standard of character and professionalism among medical students and physicians, and the recognition of high achievement and service in medical science, patient care, and related fields.

Article 2: INSIGNIA

Section 2.1: Badge of Alpha Omega Alpha

The official badge of Alpha Omega Alpha shall be in the form of a key or key-pin and shall be designed after the *manubrium sterni*. The key face shall have engraved thereon the three Greek letters “ΑΩΑ” and the year “1902”, the year that Alpha Omega Alpha was founded.

Section 2.2: Certificate of Membership

The certificate of membership in Alpha Omega Alpha shall be of such design and wording as the Board of Directors approves. It shall bear the seal of the Society and the signatures of the then current President and Executive Director.

Section 2.3: Seal of the Society

The seal of the Society shall contain the official badge, the three Greek letters “ΑΩΑ”, and any other content deemed appropriate by the Board of Directors.

ARTICLE 3: NATIONAL ORGANIZATION AND CENTRAL ADMINISTRATION

Section 3.1: General

Except as otherwise provided in the Act, the articles of incorporation, or this Constitution, all corporate powers and the business and affairs of Alpha Omega Alpha shall be exercised by the Executive Director, with oversight of its Board of Directors. Each director must be a member of Alpha Omega Alpha and a natural person who is eighteen years of age or older. A director need not be a resident of Colorado.

The Board of Directors shall be comprised of the Immediate Past President, President, President-Elect, Secretary, Treasurer and other members as elected by the Board. The President, President-Elect, Secretary, and Treasurer must be elected by a majority of the then serving Board of Directors. The positions of Secretary and Treasurer may be served by the same person, upon approval by a majority of the Board of Directors.

Each director so elected shall hold office for a one-year term, or until such director's earlier death, resignation, or removal. ~~The officers will be installed at conclusion of each year's annual Board of Directors' fall meeting.~~

Section 3.2: Election

Nominations for vacancies on the board shall be made by a Governance and Nominating Committee chaired by the ~~Past-President-Elect~~ and comprised of the three Councilor Directors and up to three additional members of the Board, chosen by the President. Nominations for officers shall be made by the Governance and Nominating Committee ~~to be voted on by the Board.~~

Section 3.3: Authority and Duties of Officers

The officers of Alpha Omega Alpha shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of

Directors or this Constitution, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) President: The President shall be the senior elected officer of the Alpha Omega Alpha Board of Directors, shall preside at all meetings of the Board of Directors, shall see that all resolutions of the Board of Directors are carried into effect, and perform all other duties incident to the office of president and as from time to time may be assigned by the Board of Directors.
- (b) President-Elect: The President-Elect shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors. The President-Elect shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the chair. At the end of the one-year term, the President-Elect shall become President upon majority vote of the Board.
- (c) Secretary: The Secretary shall ensure the Operations Director (i) keep the minutes of the proceedings of the Board of Directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these Constitution or as required by law; (iii) be custodian of the corporate records and of the seal of Alpha Omega Alpha; (iv) keep a record containing the names and addresses of all members, if any; and (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the Board of Directors.
- (d) Treasurer: The Treasurer shall review the financial budget, accounting activities, audit, and other financial reports in consultation with the Operations Director.
- (e) Past President: The Past President is a member of and acts as an advisor to the Executive Committee. The Past President is the chair of the Governance and Nominating Committee and such other duties as from time to time may be assigned by the President.

Section 3.4: Composition and Election of the Board of Directors

The Board shall be self-electing based on recommendations from the Governance & Nominating Committee and Executive Director and installed after election by the Board. Members shall be installed upon signing the AΩA Board Member Contract. Board Members are limited to two consecutive three-year terms, except members who are elected officers and will term out during their service as an officer may serve an additional one to three years. At least three shall be Members-at-Large. At least three shall be Councilor Directors who are Councilors of Chapters at the time of their election to the Board of Directors. The Board shall have two Learner Representatives (nominated by the National Alpha Omega Alpha Advisory Committee), one seat for an Organizational Representative, and one seat for a Pharos Representative. The Organizational Representative shall be nominated by a medical organization. The Pharos Representative shall be an active member of *The Pharos* Editorial Board and shall be nominated

by the Editor of *The Pharos*. Additional members of the Board may be elected by the Board of Directors for three-year terms to fill specific functions or representing constituencies not covered by existing board members.

Section 3.5: Non-Board Positions and Directors

- (a) Executive Director: The Executive Director shall, subject to the oversight of the Board of Directors, (i) be the chief executive officer of Alpha Omega Alpha and have general and active control of its affairs and business and general supervision of its agents and employees; (ii) propose, prepare and present to the Board of Directors specific programs and activities that will further Alpha Omega Alpha's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board of Directors; (iv) maintain all Alpha Omega Alpha records, (v) prepare annual reports for the Board of Directors, and (vi) perform all other duties and responsibilities as from time to time may be assigned to the executive director by the Board of Directors. The executive director cannot be a voting member of the Board of Directors.

Section 3.6: Removal of Officers

Any officer, director, or agent may be removed by the Board of Directors at any time, with cause, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment, or designation of an officer or agent shall not itself create contract rights. If such vacancy occurs, the position shall be filled for the remainder of its term by a majority vote of the Board of Directors.

Section 3.7: Meetings of the Board

- (a) Regular Meetings: A regular annual meeting of the board of directors shall be held either within or outside Colorado, determined by the board, for the purpose of electing officers, financial reporting, and for the transaction of such other business as may come before the meeting. These regular annual meetings shall occur in the month of October on a date to be determined by a majority of the board of directors in the preceding month. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings. Members of the board of directors are required to attend more than 50% of all regular board of director meetings annually and may miss no more than two meetings consecutively.
- (b) Special Meetings: Special meetings of the board of directors may be called by the President or any six members of the Board. The person or persons authorized to call special meetings of the board of directors may fix the time and place, either within or outside Colorado, for holding any special meetings of the board called by them.
- (c) Notice of Meetings: Notice of each meeting of the board of directors stating the date, time and place of the meeting shall be given to each director at such director's business or residential address at least ten days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least seven days prior thereto by personal delivery or by telephone, e-mail or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date

- received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.
- (d) **Quorum and Voting:** A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise required by the Act, the articles of incorporation or these Constitution. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of the Board of Directors.
- (e) **Electronic Meetings:** Members of the board of directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.8: Committees

The following committees are designated:

- (a) **Executive Committee:** This committee shall consist of the officers, the Executive Director, and the Operations Director. The Executive Committee shall serve with the powers of the full Board of Directors between annual meetings.
- (b) **Audit Committee:** The Audit Committee shall consist of at least two members of the Board, none of whom shall be employees of Alpha Omega Alpha. The Treasurer of AΩA and the Operations Director shall not serve on the Committee, but will participate in meetings as ad hoc members. The committee shall be directly responsible for the appointment, compensation, oversight of the work, and termination of AΩA's independent auditor. The auditor will report to the Audit Committee, which will receive and consider all required communications from the auditors and will act as liaison with the Board. The Audit Committee shall annually review the internal controls of the Society and the Audit Committee Charter and recommend any proposed changes to the Executive Director and Board, respectively.
- (c) **Investment Committee:** The President, Treasurer, Executive Director and two other board members shall be members of this Committee. The Investment Committee shall provide oversight for AΩA's investment program, including meeting periodically with the Operations Director and with the Society's investment managers. The Committee shall review AΩA's Investment Policy Statement at least annually and recommend any proposed changes to the Board. The Committee will meet at least annually with the account manager to review performance.
- (d) **Governance and Nominating Committee:** The Governance and Nominating Committee shall be responsible for: overseeing compliance with the AΩA Code of Ethics for Board

Members, the Conflicts of Interest policy, and other governance policies; reviewing and recommending to the Board any changes in governance or Board policies; nominating qualified individuals to become members of the Board as described in 3.2; and, developing a process for the Board's assessment of its own performance, the performance of the Board committees, and a self-assessment by Directors.

- (e) Journal Advisory Committee: As Described in 10.3
- (f) National Alpha Omega Alpha Advisory Committee: This committee shall consist of Chapter Councilors with student and resident members as described in Section 4.6. The Learner Board members will be selected by the members of this committee and shall report to the Board of Directors at the Regular Board Meetings.
- (g) The President may appoint other committees, temporary or standing, as may from time to time be required.

ARTICLE 4: CHAPTER ORGANIZATION AND ADMINISTRATION

Section 4.1: Chapter Councilor(s)

The Chapter Councilor or Co-Councilors must be a member of the faculty and of Alpha Omega Alpha and shall be appointed by the Dean of Medicine on the recommendation of the Chapter. They shall be responsible to the faculty and to the officers of the Chapter for the operation and well-being of the Chapter. With the Chapter Officers, they should organize social, educational, and service projects for the Chapter, and arrange meeting(s) to select nominees for membership to Alpha Omega Alpha. They shall submit an annual report, by June 30 of each year, to the National Office that includes a summary of the Chapter activities.

Section 4.2: Chapter Officers

The Chapter Officers shall be comprised of the President, Vice President, Secretary-Treasurer, and Councilor. Chapter leadership may be comprised of Co-Presidents and or Co-Vice-Presidents or other modified roles that meet the needs of the chapter in consultation with the National Office. With the advice and approval of the Chapter Councilor(s), Chapter Officers shall arrange periodic meetings of the Chapter and be responsible for generating social, educational, and service events.

Section 4.3: Chapter President and Vice President

The President and Vice President (or Co-Presidents/Co-Vice Presidents) shall be student members and will be elected by fellow student Chapter members to serve a one-year term. With the Chapter Councilor(s), Chapter Officers shall arrange periodic meetings of the Chapter and be responsible for generating social, educational, and service events.

Section 4.4: Chapter Secretary-Treasurer

The Secretary-Treasurer shall be a member of the faculty and of the Society, shall serve for three years, and may be re-elected to successive three-year terms at the discretion of the Chapter. They shall maintain accurate records of newly nominated, existing, and graduated members and submit them to the national office. These records will furnish the full name, date of nomination and induction, and e-mail and home addresses for each member. The offices of Secretary-Treasurer and Councilor may be held by the same person.

Section 4.5: Chapter Meetings

Chapters shall hold at least two meetings each academic year at times and places decided upon by the Chapter officers in consultation with the Councilor. A meeting to discuss the nomination of potential student members shall be held at least once each academic year. Other meetings for any purposes may be called at the discretion of the Chapter President in consultation with the Councilor.

In addition to meetings, each Chapter must organize an annual Alpha Omega Alpha address by a distinguished member of the medical profession or other appropriate speaker. The address may be given on the same day as the annual dinner for the recognition of new members and may be combined with the Visiting Professorship sponsored by the national office of AΩA.

Section 4.6: National Alpha Omega Alpha Advisory Committee

Each Chapter may nominate 2 student, resident, or chief resident members to be representatives to the National Alpha Omega Alpha Advisory Committee. This committee will function to gather student and resident consensus and recommendations for the Board of Directors. The Councilor members of the Board of Directors will oversee and collaborate with the National Alpha Omega Alpha Advisory Committee to present a summary of activities and recommendations at the annual Board of Directors meeting and as otherwise directed by the Board.

Section 4.7: Voting

Each Chapter shall establish the number of members constituting a quorum for the transaction of Chapter business and nomination of potential new members.

Section 4.8: Fiscal Matters

Chapters may, at their discretion, institute local membership dues each year at a level agreed upon by a majority of its members constituting a quorum at the annual Chapter meeting. Other methods of fundraising for the Chapter must gain the approval of the Alpha Omega Alpha Executive Director, acting on behalf of the Board of Directors of the Society.

Section 4.9 Former Associations

Associations will automatically transition to Chapters. Former associations will have the same rights and responsibilities as Chapters. Chapters are encouraged to elect members in all categories but are not required to.

ARTICLE 5: NEW CHAPTERS

Section 5.1: Eligibility and Application

A Chapter may be chartered at a College or School of Medicine that meets Alpha Omega Alpha's requirements and has received LCME accreditation. An application signed by the Dean and by at least six members of the Faculty of Medicine who are members of Alpha Omega Alpha Honor Medical Society shall be sent to Executive Director, along with full information about the school's financial status, admission criteria, curriculum, faculty, and scholarship aid. The Executive Director will refer the application to the Committee on New Chapters for evaluation of the application and to make a site visit to the school. Upon receipt of a favorable report from the

Committee on New Chapters, the Chair of the Committee on New Chapters shall submit the application and recommendation to the full Board of Directors. If the application is approved by the Board of Directors, the proposed charter shall be granted, and the school may appoint a Councilor and nominate members. Nominations for student, resident and fellows, faculty, and alumni membership will be made by the Councilor and the six members signing the application in collaboration with the office of the Dean after the date of the granting of the charter.

Section 5.2: Form of Charter

The form of the granting of charters shall be as follows:

“Alpha Omega Alpha Honor Medical Society, by virtue of the authority granted to it by the State of Illinois, herewith grants to the power to establish a chapter of this Society at subject to the Constitution governing said Society. In token of these presents are herewith affixed the signatures of the President and the Secretary, with the corporate seal of the Society.

ARTICLE 6: PROBATION, SUSPENSION AND WITHDRAWAL OF CHARTER

Section 6.1: Generally

A Chapter may be placed on probation of one or up to two years for failure to fulfill expectations of Alpha Omega Alpha. After evaluation by Alpha Omega Alpha at the end of one or two years, the Chapter may be reinstated, suspended, or disbanded.

During the period of suspension, the suspended Chapter shall not nominate or induct new members. Suspension may be lifted and the Chapter permitted to nominate new members by the Board, at its discretion, during the period of suspension. If the Chapter has not fulfilled expectations after its suspension period, then the Board may elect to withdraw the Chapter’s Charter.

Section 6.2: Withdrawal

The procedure for the withdrawal of a charter shall include:

- (a) An investigation convincing to the Board of Directors that such action is desirable and a unanimous affirmative vote of the Board to that effect.
- (b) Formal declaration by the Board President of Alpha Omega Alpha to withdraw the charter.
- (c) Written notification of the withdrawal of a charter shall be forwarded to the Chapter Councilor and the Dean of the Medical School.

Additionally, any Chapter whose College or School of Medicine loses its LCME accreditation will be suspended, and the Chapter may not elect new members until such accreditation has been reinstated.

ARTICLE 7: MEMBERSHIP AND GENERAL CONSIDERATIONS

Section 7.1: Eligibility

Individuals eligible for nomination into Alpha Omega Alpha include all medical students, residents, fellows, faculty, and physicians.

Section 7.2: General

The function and influence of Alpha Omega Alpha depend upon the wisdom with which members are elected. Candidates are selected as nominees for membership of a Chapter as medical students, residents, fellows, faculty, physicians, or alumni/alumnae. Chapters shall establish procedures in accordance with the provisions below to apply the national criteria for nomination of membership; however, no self-nominated applicants are eligible for membership.

The Chapter Councilor, in collaboration with the Dean(s), shall convene a committee comprised of a majority of Alpha Omega Alpha members who will perform an unbiased review of nominees in all categories for election to Alpha Omega Alpha. A nominee may be elected as a new member upon a majority vote of existing voting members. New members selected by the Chapter must register with the National Office and pay their dues to become recognized as members.

No candidate shall be denied election because of age, race, color, ethnicity, religion, national origin, sex, pregnancy status, gender identity or expression, sexual orientation, physical or mental disability, marital or partnership status, veteran status, socioeconomic status, or any other characteristic protected by the laws of Colorado or the United States of America.

Section 7.3: Medical Student Memberships

General guidelines for eligibility and election:

- (a) Each school may identify students who demonstrate the characteristics of becoming excellent physicians and are aligned with the Alpha Omega Alpha mission and values. At the school's determination, these students may be considered eligible for nomination for membership.
- (b) The characteristics of excellent physicianship will be identified by each school. Examples of such characteristics include, but are not limited to, trustworthiness, character, caring, knowledge, scholarship, proficiency in the doctor-patient relationship, leadership, compassion, empathy, altruism, and servant leadership. In any year, membership in Alpha Omega Alpha is limited to twenty percent (20%) of the total number of the expected graduating class. The Dean, or another designated representative, will work with the Chapter Councilor to establish a process that identifies students expected to graduate and who match the school's criteria for eligibility. The Dean or Councilor, at their election, may interview administrative staff or faculty to determine the eligibility of any student. Such nomination and selection process must be unbiased, inclusive, and in alignment with all provisions in Section 7.3.

- (c) Timing of election: Each Chapter may determine the best timing for their elections. Chapters may choose to nominate all or a portion of their quota of student members at any time during the final year. Up to fifty (50) percent of the total number of students to be elected may be elected in the penultimate year. Chapters are encouraged to save one or two positions in each class of students for seniors to be nominated closer to graduation in recognition of notable achievements during the final year of undergraduate medical education.
- (d) Criteria for eligibility: Each Chapter will identify evidence-based methods for determining eligible students based on Alpha Omega Alpha's mission and values, the school's mission, and definitions of excellence in physicianship. In addition to academic achievement, Chapters should use measures of research and scholarship, leadership, ethical behavior, professionalism, service to the school and community at-large, and/or other elements determined by the school/Chapter. Each school/Chapter should identify and then weigh these elements in the election process based on their mission and goals.
- (e) Each school must maintain the attributes of Alpha Omega Alpha – academic achievement, research, education, leadership, humanism, professionalism, service – throughout the election process.
- (f) Each school/Chapter must be transparent with this process and shall implement a mechanism for the selected elements to be made known to all students, e.g., handouts, orientation, website, etc.
- (g) Once nominated by a Chapter, students, residents, fellows, faculty, and alumni shall not campaign in any way for election to AΩA. Self-nomination will not be considered for any category of membership.
- (h) Members of each Chapter, including students, residents, fellows, faculty, and alumni, shall establish procedures to apply the national criteria for nomination of new members for election. Each eligible candidate shall be considered separately. If academic records and/or personnel files of eligible candidates are reviewed in connection with the selection process, the Chapter must contact the Dean's office to determine if the specific written consent is required prior to this review. If so, that must be obtained from eligible students before the election process. Only the Chapter Councilor or the Councilor-designated member(s) should have access to grades or class standing of students. Conflicts arising about choices for nomination for election must be resolved within the institution by processes set by the Chapter Councilor and Dean.
- (i) Students who have taken part of their medical school education elsewhere will be eligible for nomination for election to the Society after being in attendance for one academic year in the medical school of the nominating Chapter.

Section 7.4: Resident and Fellow Memberships

Each Chapter may annually nominate for membership in the Society residents or fellows who have completed a first year of residency or fellowship. Their election shall be based on continued academic achievement, leadership, professionalism, service, teaching, research and promise referred to in this Article, with special emphasis on commitment and excellence in teaching of medical students.

Section 7.5: Alumni and Faculty Memberships

The provision for nomination by each Chapter of alumnus members and faculty members each year provides a means of recognizing and honoring individuals who have distinguished themselves in their professional careers. Such election shall be based on continued achievement, leadership, professionalism, service, teaching, research and promise referred to in this Article. The number of faculty and alumni will be determined by the Executive Director and reviewed annually by the Board of Directors. Numbers for each category will be communicated on the Alpha Omega Alpha website.

- (a) Alumni: Graduates of medical schools in which a Chapter exists, who were not elected as students, residents, or fellows, but who, after ten years or more following graduation are judged on the basis of academic and professional achievement, leadership, professionalism, service, teaching, research and promise referred to in this Article to be qualified, may be nominated for membership in the Chapter of the medical school from which they graduated.
- (b) Faculty: Members of the sponsoring school's Faculty of Medicine who hold an earned doctoral degree (M.D., Ph.D., or equivalent) and have demonstrated continued academic and professional achievement, leadership, professionalism, service, teaching, research and promise referred to in this Article, and a commitment to scholarly excellence and medical education may be nominated for membership in the Chapter of that school. Faculty may not be elected to membership until their third year of service as an active faculty member.

Section 7.6: Honorary Membership

The Board of Directors may elect physicians or others distinguished in careers related to medicine to honorary membership. Eligibility is extended to those persons who have attained national or international recognition in teaching, research, or in leadership roles that are relevant to medicine, and who have not otherwise been selected for membership. Membership may be granted by a unanimous vote of the Board of Directors.

Section 7.7: Membership Transfer and Reciprocity of Membership

Members of Alpha Omega Alpha may join the activities of any Chapter located within the geographic region that they live or work, provided that they contact the Councilor of that Chapter.

Section 7.8: Membership Revocation

The Board of Directors may, at its discretion and by unanimous vote, revoke the membership of any member for behavior that is in conflict with the national criteria for election, or that is

inconsistent with the mission, goals, and purposes of Alpha Omega Alpha as outlined in this Constitution.

ARTICLE 8: FIDUCIARY MATTERS

Section 8.1: Indemnification

- (a) Scope of Indemnification: Alpha Omega Alpha shall indemnify each person who is or was a director or officer of Alpha Omega Alpha and shall pay or reimburse in advance his or her expenses, to the fullest extent permissible under the Colorado Revised Nonprofit Corporation Act (the “Act”). Alpha Omega Alpha shall also indemnify each person who is or was an employee or volunteer of Alpha Omega Alpha and shall pay or reimburse in advance his or her expenses, to the same extent as trustees and officers of Alpha Omega Alpha. Alpha Omega Alpha in its discretion may also purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. Any obligation that Alpha Omega Alpha has to advance expenses under this Section shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of Alpha Omega Alpha existing at the time of such repeal or modification. Alpha Omega Alpha shall have the right, but shall not be obligated, to indemnify any agent of Alpha Omega Alpha not otherwise covered by this Section to the fullest extent permissible under the Act.
- (b) Savings Clause; Limitation: If any provision of the Act or these Constitution dealing with indemnification shall be invalidated by any court on any ground, then Alpha Omega Alpha shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Constitution that shall not have been invalidated. Notwithstanding any other provision of these Constitution, Alpha Omega Alpha shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of Alpha Omega Alpha as an organization described in *section 501(c)(3) of the Internal Revenue Code*, or that would result in the imposition of any liability under either *section 4941* or *section 4958 of the Internal Revenue Code*.

Section 8.2: General Standards of Conduct for Directors and Officers

- (a) Discharge of Duties. Each director shall discharge the director’s duties as a director, including the director’s duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer’s duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of Alpha Omega Alpha.
- (b) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of Alpha Omega Alpha whom the director or officer reasonably

- believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 8.2(b) unwarranted.
- (c) **Liability to Corporation.** A director or officer shall not be liable as such to Alpha Omega Alpha for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 8.2.
- (d) **Director Not Deemed to Be a "Trustee."** A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to Alpha Omega Alpha or with respect to any property held or administered by Alpha Omega Alpha including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 8.3: Conflicts of Interest

- (a) **Definition.** A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to Alpha Omega Alpha." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of Alpha Omega Alpha, and specifically includes, without limitation, directors and officers of Alpha Omega Alpha. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to Alpha Omega Alpha" includes any interest in any contract, transaction or other financial relationship with Alpha Omega Alpha, and any interest in an entity whose best interests may be impaired by the best interests of Alpha Omega Alpha including, without limitation, an entity providing any goods or services to or receiving any goods or services from Alpha Omega Alpha, an entity in which Alpha Omega Alpha has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of Alpha Omega Alpha.
- (b) **Disclosure.** If a responsible person is aware that Alpha Omega Alpha is about to enter into any transaction or make any decision involving a conflict of interest, (a "conflicting interest transaction"), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of Alpha Omega

Alpha of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person's knowledge that bear on the advisability of Alpha Omega Alpha entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

- (c) Approval of Conflicting Interest Transactions. Alpha Omega Alpha may enter into a conflicting interest transaction provided either:
- i. The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or
 - ii. The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or
 - iii. The conflicting interest transaction is fair as to Alpha Omega Alpha.

Section 8.4 Liability of Directors for Unlawful Distributions

- (a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of Alpha Omega Alpha shall be personally liable to Alpha Omega Alpha for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the director did not perform the director's duties in compliance with the general standards of conduct for directors set forth in Section 8.2.
- (b) Contribution. A director who is liable under Section 8.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 8.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

ARTICLE 9: AMENDMENT TO CONSTITUTION

Any proposals for amendment of the Constitution shall be submitted to the Board of Directors at least sixty (60) days before the next annual meeting of the Board of Directors. A two-thirds majority vote by the Board in favor shall be necessary to adopt such an amendment.

ARTICLE 10: OTHER PROVISIONS AND POLICIES

Section 10.1: Fees and Dues

- (a) The Initiation Fee to Alpha Omega Alpha will be established by the Board of Directors upon recommendation by the Executive Director and may change from time to time as deemed necessary.
- (b) The annual Sustaining Dues shall be set by the Board of Directors upon recommendation of the Executive Director and may change from time to time as deemed necessary.
- (c) The Lifetime Dues will be established by the Board of Directors upon recommendation by the Executive Director and may change from time to time as deemed necessary.
- (d) Any dues or fees are payable online or by mail upon receipt of notice.

Section 10.2: Fiscal Policy

The Alpha Omega Alpha fiscal year shall be from September 1 to August 31. The Board of Directors shall approve an annual budget each year at the annual board meeting. Alpha Omega Alpha shall undergo a financial audit each year, to be completed by July 15 of the following year using an independent accounting firm.

Section 10.3: Publication Policy

- (a) *The Pharos* is owned and published by Alpha Omega Alpha Honor Medical Society and shall be the official publication thereof.
- (b) The Journal Advisory Committee ensures the editorial independence, content, quality, and other measures of the journal. The chair of the Journal Advisory Committee shall serve as *The Pharos* Representative, and reports to the Board of Directors on all aspects of the journal and *The Pharos* Editor performance. *The Pharos* Editor is an ex officio member of the Journal Advisory Committee.
- (c) *The Pharos* Editor is employed by and reports to the Executive Director for personnel, financial, and other matters not under the purview of the Journal Advisory Committee.
- (d) Advertisements will not be included in *The Pharos*.
- (e) The editor of *The Pharos* shall be an ex officio member of the Board of Directors of the Society and may also serve as Executive Director of the Society at the discretion and direction of the Board of Directors.