



# Special Business Meeting

Web Conference  
February 17, 2021

## MINUTES

### CALL TO ORDER

AAO President Paul R. Rennie, DO, FAAO, called the meeting to order at 8:08 p.m. Eastern time.

### OPENING REMARKS

Dr. Rennie welcomed the members and led them in the Osteopathic Pledge.

Dr. Rennie thanked the members for attending, stating he hoped they were keeping well through this troubling time. He related that last year at this time the AAO was meeting at its last live conference and that the environment changed quickly into totally uncharted waters. He indicated that the Academy has proceeded to develop a totally virtual platform for its meetings and educational offerings and that enormous time was spent in reviewing and in consideration of the AAO's first ever virtual Convocation program.

### SPECIAL ORDER OF BUSINESS

Dr. Rennie stated that the virtual format presents an enormous complication in how the Academy's elections are conducted. He explained that the AAO has always held the election of officers in person during the annual business meeting; however, the AAO Nominating Committee informed the Board of Trustees (BOT) that the Academy does not have the means to conduct a virtual election that incorporates the process that is required. He further indicated that not all AAO members may be in possession of the technology that permits them to be a participant in this election due to electrical outages, software failures, and other unpredictable circumstances.

Dr. Rennie indicated that these and other factors have been considered which led to the action the BOT has made with the resolution that is being presented for consideration. He stated that given the unusual and unprecedented situation, the AAO leadership is asking that the members consider a one-year suspension of the bylaws that governs the elections as outlined in the resolution that is being presented. He indicated that the Academy is hopeful to maintain stability in this continuing virtual environment and that next year the AAO members will be able to attend the business meeting in person.

### Nominating Committee Report

Dr. Rennie introduced Dennis J. Dowling, DO, MA, FAAO, chair of the AAO Nominating Committee. Dr. Dowling reviewed the purpose of this meeting and presented the resolution to suspend elections for one year based on the constitution and bylaws of the American Academy of Osteopathy.

### Motion

Suspend Elections of 2021 of The American Academy of Osteopathy and previously elected officers to maintain their positions until March 2022

Dr. Dowling provided a further explanation of the resolution indicating that this would be a one-year suspension where those who are already holding office to remain in their respective positions for one additional year without penalty of term limits for just this exception. He explained that officers, trustees,

49 governors, and members of the Nominating Committee who are up for re-election in 2021 would  
50 conclude their term in 2022, and that those officers, trustees, and governors whose terms end in 2022  
51 would be extended to 2023, and that those whose terms are to conclude in 2023 would be extended to  
52 2024.

53

54 Dr. Dowling stated that the precedence for such emergency action is occurring in other not-for-profit  
55 organizations and those organizations are taking similar actions. He indicated that during this difficult  
56 year there is a need for the Academy to maintain continuity of process to conduct business and  
57 programs and for the current leadership to act on behalf of the organization with osteopathic and non-  
58 osteopathic entities. He added that there was a need to present this resolution to meet the 30-day  
59 required notification as described in the AAO constitution and bylaws for the annual business meeting.

60

61 Dr. Dowling described the various concerns associated with the voting process at the 2021 virtual AAO  
62 Convocation to include the real-time issues which could not be addressed at a virtual meeting such as:  
63 the determination of voting members to establish a quorum; nominations from the floor to establish  
64 that person's physical presence, willingness to serve and the ability of the candidates to address the  
65 body in a fair and equal manner; the ability to certify ballots through the one device per voting member  
66 and ratification of the tallies. He added that the Academy's specific ability to adjust the ballot as higher  
67 offices are filled with people who are nominated to multiple positions is another concern in a virtual  
68 format. He indicated that the ability to conduct a secure and accurate election process, as well as the  
69 expense of vetting a voting platform and trialing of a system which meets the AAO's criteria and  
70 process; would be very difficult within the given the timeframe.

71

72 Dr. Dowling indicated that if the resolution is disapproved, the Nominating Committee has identified a  
73 panel of candidates that could be presented; however, the process would have to move forward with all  
74 the associated exigencies and difficulties which would make for a very difficult annual meeting.

75

#### 76 **Voting Process**

77 Dr. Dowling reviewed the vote by text instructions, indicating the members could vote up to 11:59 p.m.  
78 Eastern time (10:59 Central time, 9:59 Mountain time and 8:59 Pacific time) the night of February 17,  
79 but encouraged them not to procrastinate in submitting their vote. He stated that if a member does not  
80 have the ability to text their vote, they have the option to email their vote to Executive Director Sherri L.  
81 Quarles at her email address.

82

83 Dr. Dowling fielded a question about completing the processes for a business meeting and if the bylaws  
84 should be adjusted to accommodate these types of emergencies. He replied, stating the annual business  
85 meeting will still be held but without the annual elections for officers, and that as part of the evolving  
86 process emergency situations will be considered.

87

#### 88 **ADJOURNMENT**

89 Dr. Rennie thanked the Dr. Dowling for his thorough explanation of the resolution. He stated his  
90 appreciation of the members' attention to this situation. There being no further business, Dr. Rennie  
91 reminded the members of the next annual business meeting of the membership scheduled for Thursday,  
92 March 18, 2021, in a virtual format. The meeting was adjourned at 8:27 p.m., Eastern time.

93

#### 94 **Voting Results**

95 The Academy's digital polls opened on February 15, and they closed on February 17 a few hours after  
96 the AAO conducted this special membership meeting online to field questions from members about the

97 amendments. The results of the members' vote were presented in the February 2021 *AAO Member*  
98 *News*, with the following announcement.

99

100 *Annual Elections Suspended for One Year*

101 *A special meeting of the AAO membership was held on February 17, 2021, to present a resolution to*  
102 *suspend the AAO annual elections of offices for one year. The result of the votes endorses this*  
103 *recommendation and all current officers elected by the membership to the leadership offices in previous*  
104 *years of elections will remain in their capacities for the current year. The terms of the President,*  
105 *President-elect, Trustees, Governors, and Nominating Committee will remain in office for an additional*  
106 *year without term limit penalty. Specifically, the current President, President-elect, Immediate Past-*  
107 *President and Nominating Committee members will conclude their relative terms in 2022, and trustees*  
108 *and governors will have their terms extended by one year: terms ending in 2021 are extended to 2022;*  
109 *terms ending in 2022, are extended to 2023, and terms ending in 2023 will extend to 2024.*