

Questions Regarding the Proposed Merger of Wayne, Oakland, and Macomb County Osteopathic Medical Associations

The following are some points that the three components felt would be helpful to better communicate the merger to members of the MOA's House of Delegates (HOD) to help everyone understand why the groups felt this merger was necessary.

Why do the Wayne, Oakland, and Macomb Associations feel the merger is necessary?

The component societies of Oakland, Macomb, and Wayne counties have experienced a decline in membership and engagement. Those factors, combined with a shift in what members expect in events, have led the three counties to follow the procedures outlined in their bylaws and those of the MOA as required to merge their organizations.

Around 2019, the Wayne County Osteopathic Medical Association (WCOMA) was placed on hiatus due to a lack of funds and extremely poor attendance at their membership meetings for years. WCOMA has not billed dues or used MOA services during that time. Dr. Stephen Bell has been President and Executive Director for over 15 years, following the retirement of Dr. William Anderson as WCOMA Executive Director. Their Board consists of WCOMA's Past Presidents, a few of whom have passed during the pause. It was decided that a pause was wiser than dissolving altogether since this allowed all of the legal paperwork to remain in place. It was their hope that someone would come along and rejuvenate WCOMA eventually.

As mentioned, three years has gone by, and Oakland County Osteopathic Medical Association (OCOMA) and Macomb County Osteopathic Medical Association (MCOMA) have also had difficulty finding physicians to serve on their boards over those years. Most of their current board members are Past Presidents of long ago, and no one is interested in taking over the presidencies from Dr. Tobes, who is entering his second year, or Dr. Silberg, who is now in his third year. All of this led Dr. Bell to suggest the idea of a merger so that WCOMA could be reinvented to re-engage physicians from that area and OCOMA and MCOMA could be strong again.

The membership of each group is aging, and the younger physicians are not joining once their residency is completed and their dues cycle begins. As you may know, we offer retired membership at no cost and, after age 70, Life Professional status at no cost. The number of non-dues paying members has increased and the number of dues paying members have dwindled over the years for both associations.

Have other options, other than a merger, been explored?

Retain the three separate component societies but merge their meetings and operating budget to remain financially viable

The three counties have had merged events for at least three years, and they have switched their Board meetings to a virtual format to save money. Any contributions or awards are split between Oakland and Macomb. The only funds being spent are those to support staff through the MOA contract, office supplies, and postage.

No meetings are held without financial support from pharmaceutical or other vendors.

The groups have tried virtual membership meetings, but that has not been very successful. Groups meetings, which were always sponsored by pharma, have dwindled from four meetings per county per year to one group meeting a year, and issues have arisen with the cost of that meeting. It appears that physicians no longer want to spend their evenings at a dinner meeting with colleagues without the offer of CME. Unfortunately, CME is an entirely different process for pharma that the representatives do not want to deal with, they usually do not mind taking the funds out of their "personal" budgets to cover a dinner meeting, but even that is difficult to find when the physicians attending the meetings are no longer in practice or still in education, or there is only 5- 10 attendees and those are usually mostly board members. The counties no longer have the funds to offer free dinners and refreshments to their members, and even the one group meeting has become too much of a financial hardship for any of the counties to continue. As mentioned, other costs are postage, letterhead, and envelopes to bill dues and office supplies such as labels, paper, and print cartridges. There is a yearly plaque award and two-yearly contributions in the amount of \$500 split between Oakland and Macomb. At county request, the MOA has generously reduced their service fees to Oakland and Macomb, just enough to cover their costs to assist the counties in maintaining financial stability.

Has there been a consideration for a different business plan for revenue?

CME events in lieu of dues

The counties have put on an all-day virtual CME program for three years. The first two years made profits of approximately \$5,000 for each county. This revenue was instrumental in keeping them financially viable.

The registration fees are split between the counties of Oakland and Macomb and MOA for both live and Learning Center viewings. The split to MOA is collected to cover the virtual platform usage and the cost of staff time.

These programs appear in the MOA CME Library once they have been broadcasted "live". Unfortunately, in 2022, the planned program only drew three registrants, so it went directly to the MOA CME Library and has not been too popular. The counties have plans to hold another virtual CME session covering the LARA requirements in September 2023 to gain revenue again.

Pharma representation for display fee

Any in-person meetings have always been supported by pharma or other vendors. It has become harder and harder to get support since attendance is poor and pharma companies are not interested in supporting programs that entail CME. They have expressed that there is too much paperwork to obtain grant money for a one-hour CME program. The vendors do not care to be involved in a CME program and do not want to pay for dinner if they cannot speak for at least an hour. When the meeting starts at 6:30 or 7:00 PM, an hour-long speaker makes for a late night for attendees.

If the program offers CME, the vendor cannot be in the room according to CME guidelines. It is challenging to have displays at most locations where the county meetings are held since they are usually restaurant locations and don't have room for displays.

If the meeting is held in a private room, being outside a room doesn't give the vendor much face time with our members, so there isn't a lot of interest in that. The physician members have expressed that they enjoy dinner with colleagues but do not want to listen to an hour-long speaker if no CME is offered or do not even want to attend if there is no CME.

How are other organizations addressing these same issues in their associations?

As you know, MOA has 12 components, many of which are inactive. The county presidents may want to consider the formation of a committee or at least meet as a group to gauge how bad the problem is within all the components while hopefully gaining ideas on how to salvage the components if that is what they choose to do.

Kris Nicholoff, MOA Executive was asked by the county presidents if he would ask the members of AOSED. He agreed and their thoughts and results are being compiled for later use.

What are the steps to accomplish a merger?

The county presidents have met several times. There was a meeting with Craig Bethune, DO, as MOA Speaker of the House, to discuss the process according to MOA bylaws to define the process for everyone. The Presidents have each met with their boards, and the president's informed their membership at their membership meetings in 2022. The merger procedures have been discussed with legal. The merger process has been discussed with a familiar CPA firm. The membership vote by each county was performed, and the merger was passed. The recommendation then went before the MOA Board along with the proposed bylaws of the new Association, to be called the Tri-County Osteopathic Medical Association; both were passed. That left the need for a vote by the MOA House of Delegates. The special meeting was planned and then canceled so that questions by outstate members could be answered.

Following is the current bylaw section that reflects the process of a special meeting of the House of Delegates

Article 3 – Section 1 – Paragraph D

Not more than one Component Society shall be chartered in any County of the State. The House of Delegates upon recommendation of the Board of Trustees may, in its discretion, grant a charter to a Component Society comprising two or more counties, and may change the territorial boundaries of the various Component Societies of the Association, if it is deemed expedient and in the best interest of the Association. Two-thirds or more of the individual members who practice in a Component Society may apply for a change in territorial boundaries of the Component society.

Two-thirds or more of the members of an existing Component Society may also apply for recognition as a separate Component Society. The application shall set forth the boundaries of the proposed Component Society and the reasons for the application. If the applicants are already members of an existing Component Society affiliated with this Association, or if the proposed territory overlaps an existing Component Society, the president of the Component Society or societies affected shall be notified of the application and representatives of such Component Society shall be accorded the right to appear before the Board of Trustees to support or oppose the petition at the next regular or special meeting of the Board of Trustees. Action of the Board of Trustees shall be taken at the next regular or special meetings of the House of Delegates of this Association.

The House of Delegates shall have the power to approve, modify or disapprove the action of the Board of Trustees.

Article 5 - Section 17. Electronic Voting

In the event that there is action or voting that the Board of Trustees deems necessary during the year, an electronic meeting will be organized. All credentialed members of the last House of Delegates that are still serving their term will be contacted by e-mail or other appropriate means. All rules regarding publication, Bylaws changes and notification as published in the current Bylaws will still govern this process.

Bylaw section that reflects the process, should there need to be changes to the MOA bylaws

Article VI

These Bylaws may be amended or repealed in full or in part in the following manner:

Any ratified member in good standing may submit proposed changes.

Any such proposed changes must be submitted to the Bylaws Committee not less than three (3) months prior to any regular meeting of the House of Delegates.

The Bylaws Committee may revise proposed amendments, if necessary, to provide uniformity and conformity to the Constitution and Bylaws of the Association. Any such revisions shall be referred to the House of Delegates through the Secretary-Treasurer for final action at the time of the meeting of the House of Delegates.

The Bylaws Committee shall send to the member proposing the change and deposit with the Secretary-Treasurer a copy and notice of the proposed amendments, as they may be amended by the Bylaws Committee, at least two (2) months before the annual session or the special session at which said amendments are to be voted upon. The member proposing the change shall then have ten (10) days to withdraw the proposed amendment by written notification to the Board of Trustees. Absent such written notification, it shall then be the duty of the Secretary-Treasurer to see that said proposed amendments are published at least one (1) month before the annual or special session.

The Board of Trustees may further revise the proposed amendments, if necessary, to secure further uniformity to the Articles of Incorporation. Any such further proposed changes shall likewise be referred to the House of Delegates through the Secretary-Treasurer for final action on the day of the annual election of officers.

Any proposed amendment may be adopted by a two-thirds vote of the accredited delegates present and voting at the session.

In the event immediate action is deemed necessary for the good of osteopathic medicine and surgery and the membership of this Association, these Bylaws may be temporarily suspended by the House of Delegates, and an amendment may be voted upon the day it is proposed if unanimous vote of all delegates present and voting in the House at regular or special meeting sustains such action; but in such case any delegate may move to reconsider at the next regular session of the House at which time a vote may be again taken which shall be final.

Process for delegate selection by components

Regarding the composition of the MOA House of Delegates, each component president is sent a list of the members of MOA that are in their county or region as indicated in the bylaws, which has already been done for this year. The formula for determining the number of delegates and alternates is also indicated in the MOA bylaws, along with the fact that they must be a member in good standing of the MOA.

ARTICLE V

House Of Delegates

Section 1. Election and Authority

The House of Delegates shall consist of members of the Association elected by their respective Component Societies. In addition, interns and residents shall be represented as set forth in Section 3 of this Article V. The House of Delegates shall be the legislative and policy-making body of the Association and shall perform such other functions as are defined in these Bylaws.

The Speaker, Vice Speaker, President, and President-elect (the "Elected Officers") shall be delegates by virtue of their office. The members of the MOA Board of Trustees, its Presidential Advisory committee, all MOA Past-Presidents, and all AOA Past-Presidents, who are in good standing with the MOA, shall be delegates by virtue of their office and past service to the MOA. The Speaker, or in his absence the Vice-Speaker, and in order, the President, President-elect, Secretary-Treasurer, shall be the presiding officer of the House of Delegates. An Elected Officer, other than the presiding officer, shall not vote unless he/she is also an elected delegate. The presiding officer shall vote only in the case of a tie, regardless of whether he/she is also an elected delegate.

Each Component Society shall be entitled to one delegate and one alternate delegate for each 20 members, and that calculated number shall be rounded up to the nearest number divisible by 5.

Section 2. Delegate Certification

The Secretary-Treasurer of the Association shall furnish each Component Society with their number of delegates and alternates to which each Component Society is entitled 90 days prior to the next annual meeting. Component Societies shall in turn notify the Association of the names of delegates and alternates no later than 45 days prior to the next annual meeting. Such delegates and alternates must be members in good standing of the Association eligible to be seated in the House of Delegates and must be elected by the Component Societies which they represent. They shall serve for one (1) year, or until their successors are selected. The Credentials Committee appointed by the Speaker of the House of Delegates shall determine which delegates shall be certified.

The MOA Board Members' vacant seats are nominated by the county whose representative is stepping down that year. Although it has typically been a past president of the designated component, that has become harder and harder with components being insolvent or presidents serving 1-3 years each. The bylaws do not indicate that a nominee must be a component past president.

The MOA Bylaws do address the election process as follows:

ARTICLE V

House of Delegates

Section 10. Elections

The Elected Officers and Trustees shall be nominated and elected by the House of Delegates at the annual meeting of the House of Delegates. Nominations may be accepted from the floor. The House of Delegates shall, by resolution, create geographical regions from which Trustees may be elected. Such resolution shall determine the number of geographic regions, shall fix the boundaries of each geographic region, and shall specify the number of Trustees to be elected from each region. The Nominating Committee shall seek qualified candidates from each region where a vacancy shall exist to enable it as nearly as possible to report out nominations from those regions in attendance with the House of Delegates resolution. In its search for qualified candidates, the Nominating Committee shall first consider recommendations from Component Societies in each region where a vacancy shall exist and shall, if necessary, otherwise seek to identify qualified candidates. The House of Delegates may amend the resolution from time to time as it deems appropriate to achieve adequate geographic representation of the membership on the Board of Trustees. The President, President-elect, Speaker and Vice-Speaker shall each serve as such for a period of one (1) year. In the event the next annual meeting does not fall within one calendar year from the date of election, all elected officers and trustees shall continue to serve until their successors are duly elected and qualified at the next scheduled annual meeting. Any vacancies in the Elected Officer positions or the Trustee positions (other than vacancies in the Intern/ Resident Trustee position and the Student Trustee position, which shall be governed by Article VI, Section 1, Subsections A and B respectively) may be filled by appointment by the Board of Trustees and the person so appointed shall serve until the successor is elected by the House of Delegates in accordance with Article VI, Section 7. No officer shall hold more than one office at one time.

The number of votes is indicated in this Section under part A

A. Voting Process

Voting shall be by ballot and a majority of all votes cast shall be necessary for election. If there shall be but one nominee for a given office or trusteeship, it shall be the duty of the Secretary-Treasurer to cast the elected ballot for that nominee. Each Component Society shall have one vote for each credentialed, voting delegate present in the House of Delegates at the time of the vote. The Intern and Resident Section shall have one vote for each credentialed, voting Intern and Resident Delegate present in the House of Delegates at the time of the vote. Such votes may be cast by the Component Societies or by the Intern and Resident Section by one or more of its delegates as its delegation shall decide.

The impact of the merger on the MOA and other MOA Component Societies

The impact is still to be determined, but the question is, "What impact would the dissolution of three of the biggest component groups have on the MOA HOD, Board of Trustees, and the remaining component groups?"

This merger may initiate a total reorganization of how MOA Board Members are chosen, how delegates are chosen, and how votes are registered. However, we felt this merger would sustain the tri-county components long enough to work to assist MOA in determining the next steps for the MOA and the component groups.

Number of MOA delegates: For the time being, unless otherwise decided, the delegate numbers would remain the same for each component, a combination of the three, until a bylaws change could be made if needed. We felt that to spend the time to work on this in advance of an approval to create the merged Association would be to no avail if the merger did not pass somewhere along the line, whether it would have been the county boards, the county membership, the MOA Board, or the MOA House of Delegates.

MOA board representation: This is the same answer as the question above for the same reasons. For the time being, unless otherwise decided, the delegate numbers would remain the same for each component, a combination of the three, until a bylaws change could be made if needed. We felt that to spend the time to work on this in advance of an approval to create the merged Association would be to no avail if the merger did not pass somewhere along the line, whether it would have been the county boards, the county membership, the MOA Board, or the MOA House of Delegates.

Possible Bylaw changes: If any changes in the MOA Bylaws were warranted, they would go first to the MOA Bylaws Committee for discussion, which could possibly include input from the three component presidents. Once recommended changes were completed, the changes would be provided to the MOA Board for information and any input they may have. The changes would then be posted according to the current Bylaw's timeline for membership review; following that, they would go to the MOA H of D for approval or disapproval.

MOA Next Steps

The consideration of these three components' issues reflects a much broader problem of challenges facing other Components, State Societies, and even the AOA. The ability to remain viable with fewer members and finances, less active and involved members presents a significant obstacle to the continued viability of all volunteer organizations that fall within the realm of Osteopathic Medicine. We don't believe this is just a problem for our organizations or even just in the State of Michigan, times have changed, and it is time to look at how we change with them to accommodate the needs of up-and-coming physicians.

Regarding membership numbers, the MOA is on top of this already with the institution of an MOA Membership Committee, which combines physician leaders and MOA staff. This committee meets to discuss this exact issue and ways in which to recruit and retain members.

At the February MOA Board Meeting, the MOA President, Stephen Bell, DO, plans to appoint a task force to look at all these issues, including the number of MOA Delegates, the order of business for MOA HOD, determine how to prevent a monopolization of voting, the number of MOA Board of Trustee members and where the members come from.

MOA understands that the evolution of solo and small medical practices to employed physicians has led to decreased interest and need for involvement in our current component society model and the MOA. All agree that this is worthy of ongoing discussion and review for future changes to maintain the viability of the component associations and the MOA. The counties of Wayne, Oakland and Macomb, feel that a merger of the three components is necessary. Our three components feel that this merger is essential to hang on to what we have before it too is gone. Our goal is to preserve the MOA and strengthen our valued profession.