

*BYLAWS OF THE AMERICAN COLLEGE OF  
OCCUPATIONAL AND ENVIRONMENTAL  
MEDICINE*

2019 Redline Version For Review

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# 2019 Revisions to the Bylaws

## Preface

In reviewing the current version of the bylaws, attention was given to identify areas where clarity was needed, best practices could be adopted, matters have evolved beyond current business needs, and where current thinking may be different than what was captured previously.

Where possible, changes are grouped by concept or bylaws section. Some concepts affect multiple sections of the bylaws. For discussion and clarity, they have been presented separately in this summary. At the conclusion of this process, it should be assumed that the resulting bylaws will take into account the cumulative changes that are approved. That will likely result in some sections being reordered to account for added or removed sections.

### Formatting of Revisions

Where possible, revisions have been incorporated into the text of the bylaws to preserve the overall structure of the document. Changes have been formatted to clearly show the modifications from the current language.

Item	Format	Sample
<b>Deletions</b>	Deletions are expressed in bold, red and strike-through text	<del>Removed text.</del>
<b>Additions</b>	Additions are expressed in bold, blue and underlined text	<u>Added text.</u>
<b>Commentary and Notes</b>	Commentary and notes are expressed in bold, green italic text	<i>Comments or notes.</i>

### Index of Change Sets

Change Set	Notes	Affected Sections
1	Component Societies.	III.2(g)(i) III.2(g)(vi) III.2(g)(vii) *this is a new item III.3(a) III.4 III.5(a)
2	Member Classes: Master Class elimination. The master class currently has fewer than 8 members and is closed to new masters. These changes are needed to reflect the obsolescence of the master class.	IV.2 IV.3(a)(i) IV.3(b) IV.3(d) VI.2 VIII.3(a) VIII.3(b) X.2(a) X.4
3	Member Classes: Affiliate Class and Associate Class. These classes were merged as part of a 2-year pilot program in 2014. The pilot was extended through AOHC 2020 by the Board in Summer 2018. The membership	IV.2 IV.3(g) IV.3(h) IV.4(i)

	committee has been charged with making a recommendation about the future membership classes.  Defined “voting members” of the College	IV.5 *New Section
4	Business Meetings. Minor edits and updates to this Article.	VI.1 VI.2 VI.6
5	Original Article VII Removed old section on EDUCATIONAL MEETINGS OF MEMBERSHIP. This short section was determined to be redundant with other portions of the bylaws and is removed.  Board of Directors. <b>Renumbered as Article VII</b> Multiple updates to this Article including clarifications, revisions, recognition of designated observers, and the removal of expired implementation language.	VII *Article deleted <b>VIII renumbered to VII</b> VII.2(c) *new section VII.2(d) *new section VII.2(h) *new section VII.3(d) VII.3(f) VII.4(a) VII.4(a)(i) VII.4(a)(ii) VII.6(d) VII.6(e) VII.6(g) *new section VII.8(c) VII.9 *section deleted VII.9 *new section
6	Officers. Minor clarifications and the revision of the Secretary-Treasurer title to Treasurer. Most of the changes are to reflect the new title.	IX.1 IX.2(a) IX.2(b) IX.2(c)(ii) IX.2(c)(iii) IX.2(c)(iv) IX.3 IX.5 IX.8 IX.9 *section deleted X.2 X.4(g) XII.2(b)
7	Executive Director title change to CEO. Executive Director is an increasingly obsolete title for non-profit chief staff officers especially for nationally scoped organizations. Two-thirds of organizations in the Council of Medical Specialty Societies use Chief Executive Officer, or a variant of this for their chief staff officer.	X X.1 X.2 X.3 VIII.1 VIII.2 XI.2 XI.3
8	House of Delegates. Updated Article for current needs.	X.2(b)(i) X.3(c)
9	Committees, Councils and Sections. Updated for inclusiveness and flexibility.	XI.3 XI.3(c)

		XI.4
10	Dues. Minor updates.	XII.1(a) XII.1(b) XII.1(c) XII.2(a) XII.2(b)
11	Applicable Laws. Removed reference to specific law and statutes to allow for durability.	XIII.1 XIV.4
12	Miscellaneous. Updated to reflect current parliamentary reference book.	XVI.1
13	Amendments to the Bylaws. Extensive changes were made to this section to revise the amendment process.	XVIII.1 XVIII.2
14	Legally Mandated Changes	XVIII.3 *new section

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## ARTICLE I: NAME AND PURPOSES

### Section 1. Name

The name of this corporation is the American College of Occupational and Environmental Medicine (“ACOEM” or the “College”).

### Section 2. Purposes

The College is organized for the purpose of providing leadership to promote optimal health and safety of workers, workplaces, and environments by:

- (a) Uniting into one organization physicians and selected other health professionals who champion the health and safety of workers, their families, and communities;
- (b) Educating members, other health professionals, employers, workers, organizations and the public about occupational and environmental health, and workplace health, safety and productivity;
- (c) Promoting and preserving the highest professional standards of occupational and environmental medicine practice;
- (d) Stimulating research and advancing the field of occupational and environmental medicine;
- (e) Guiding public policy with the best science and practices of occupational and environmental medicine;
- (f) Representing and promoting the interests of physicians who specialize in occupational and environmental medicine.
- (g) Recognizing the diversity of its members and encouraging all segments to participate in ACOEM activities and leadership opportunities.

In furtherance of the foregoing objectives, the College may engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and it shall have and may exercise all of the powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the state of Illinois.

### Section 3. Limitations

Notwithstanding the foregoing or any other provision of these bylaws to the contrary:

- (a) No part of the College’s net earnings or assets shall inure to the benefit of, or be distributable to, any member, director, officer or other private person, except that the College shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth above.
- (b) The College shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, (the “Code”) or the corresponding provisions of any future United States revenue statute.
- (c) in the operation of a post-secondary educational institute.



## ARTICLE II: OFFICES

The College shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or without the state of Illinois as the Board of Directors may from time to time determine.

## ARTICLE III: COMPONENT SOCIETIES

### Section 1. Definition.

A component society is an organization that furthers the objectives of the College, which complies with the requirements of these bylaws, and which is chartered by the Board of Directors as a component society. A component society is composed of physicians and other eligible occupational and environmental health professionals who practice or are interested in occupational and environmental medicine and who work or reside in a defined geographic area or choose an adjacent component with the approval of the receiving component.

### Section 2. Organization.

The Board of Directors may charter an organization as a component society if the organization meets the following requirements:

- (a) The organization, if within the United States, is composed of no fewer than fifty (50) voting members of the College over two consecutive years;
  - i. The defined geographic area of a component in the United States shall be comprised of one or more states. No state of the United States shall be split among components.
- (b) The organization, if a territory of the United States or outside of the United States, is composed of no fewer than twenty-five (25) voting members of the College over two consecutive years.
- (c) Except as provided in these bylaws, the defined geographic area of the organization does not encroach upon the territory of another component society;
- (d) The organizational documents of the organization do not conflict with those of the College or with any of the College's policies and procedures;
- (e) The purposes and activities of the organization comply with the definition of a component society contained in Section 1 of this article;
- (f) No component may have members who are eligible for ACOEM membership but who are not members of ACOEM. Any component member who is not presently a member of the College shall be offered ACOEM membership, and declining such, their component membership shall be terminated. An individual who is not eligible for ACOEM membership may remain a component member.
- (g) To maintain its charter, the component shall meet the following additional requirements:
  - i. Notify ACOEM of any changes in component officers or official mailing address for the component **within 60 days**. *[change set 1]*
  - ii. Have a copy of the component bylaws on file with ACOEM and notify ACOEM of any changes in the component's bylaws.
  - iii. Hold at least one business meeting of the component yearly, open to all component members, and in geographically diverse locations that maximizes the potential for member attendance.
  - iv. Have processes in place that keeps component members and ACOEM aware of matters of interest to occupational medicine physicians that take place within the component's territory.
  - v. At an interval no less than annually, submit a written report to ACOEM regarding component activities in the previous year. Such reports will be reviewed by the House of Delegates.

- vi. Have ~~a delegate at the~~ 50% of the full delegation participate at each House of Delegates meeting. ~~but in no case less than at one meeting of the House of Delegates.~~ *[change set 1]*
- vii. Only voting members of the College, as specified in Article IV, Section 3, shall have the right to be directors and officers of component societies. *[change set 1]*

Section 3. Reorganization of Component Societies.

~~(a) Except as provided for in paragraph (b) of this Section, upon the request of no fewer than fifty (50) members of the College in the United States or twenty five (25) members of the College in the territories of the United States or outside the United States eligible to vote at the membership meetings and who constitute at least two-thirds (2/3) of those members of the College eligible to vote who work or reside within a particular portion of the geographic area covered by a component society and provided that any changes in component structure meet all other bylaws and Board of Directors requirements regarding component geography, structure and organization, the Board of Directors may:~~

- ~~i. charter a new component society whose geographic area covers that area in which the petitioning members work or reside; or~~
- ~~ii. reassign the geographic area involved to an adjacent component.~~

(a) A new component society may be formed within the existing boundaries of a component, or a geographic area may be reassigned to an existing component by petition and approval of the Board of Directors when:

- i. This action is requested by at least 50 members of an existing United States component or 25 members in United States territories or outside of the United States eligible to vote at a membership meeting, AND
- ii. These members constitute at least two-thirds (2/3) of those eligible college voting members who are located within the proposed new geographical boundaries of a new component or when two-thirds (2/3) of those eligible voting members within an existing component request to be reassigned to a different existing component, AND
- iii. Such proposed changes do not violate any currently existing bylaws or Board of Directors requirements. *[change set 1]*

(b) If issues of component reorganization regarding compliance with bylaws or Board directives require a vote by members or a subset of members of an existing component, a simple majority vote of those voting shall govern.

~~Section 4. Governance of Component Societies.~~

~~Only voting members of the College, as specified in Article IV, Section 3, shall have the right to be directors and officers of component societies.~~ *[change set 1]*

Section 4. De-Recognition of Components

- (a) A component not meeting the minimum requirements for being a component for two consecutive years will no longer be recognized to be a component of ACOEM, unless the component has a written plan for meeting the minimum requirements that is acceptable to the ACOEM Board of Directors. [The Board of Directors may waive the minimum member requirements of section 2, paragraphs \(a\) and \(b\) on a case by case basis. \[change set 1\]](#)
- (b) If it becomes necessary to dissolve a component that has not met the requirements to be a component, the component will be de-recognized by ACOEM.
- i. if the component is in the United States, the territory of the de-recognized component will be realigned to the geographically closest component on a state by state basis and the members in that state will be reassigned as members of the component to which the state is assigned unless they request assignment to an adjacent component
  - ii. if the component is in the territories of the United States or not in the United States, the members of the de-recognized component will be assigned as direct members unless they request assignment to a component to which they might otherwise belong as per these Bylaws.
  - iii. Where there are disputes about assignment of territory, the House of Delegates will resolve the dispute.

## ARTICLE IV: MEMBERSHIP

### Section 1. General Criteria for Membership.

Except as specifically provided elsewhere in these bylaws, members of the College must comply with the following criteria:

- (a) Satisfactory moral and ethical standing in their profession, including, without limitation, compliance with the College's Code of Ethical Conduct.
- (b) Payment of dues in accordance with Article XIII of these bylaws.
- (c) Membership in an ACOEM component society. Where one does not exist, the member may join an adjacent component or be classified as a direct member of ACOEM.
- (d) Except as specifically provided elsewhere in these bylaws, all physician members of the College must also comply with the following criteria:
  - i. Receipt of the degree of Doctor of Medicine or Doctor of Osteopathic Medicine from a medical school located in the United States or Canada (or equivalent credentials, acceptable to the Board of Directors, from a foreign medical school).
  - ii. Completion of post-graduate medical training of no less than one (1) year's duration.
  - iii. Maintenance of an unencumbered license to practice medicine and if the member does not, he or she must state the reason why (e.g., full-time faculty appointment, research work exclusively), with their application being reviewed and recommended for approval by the Membership Committee or its designee, on a case by case basis. Retired members do not need to comply with this section.
  - iv. Medical student members need not comply with subsections (i), (ii) and (iii) of this section; resident members need not comply with subsections (ii) and (iii) of this section.

### Section 2. Classes of Members.

The membership of the College shall consist of the followings ~~eight (8)~~ classes: Fellow, ~~Master~~, Active, Retired, Student, Resident, Associate, and Honorary. *[change set 2: delete master]; [change set 3: associate and affiliate classes]*

### Section 3. Eligibility.

In addition to those requirements set forth elsewhere in these bylaws, the eligibility requirements for the members of each class of membership shall be as follows:

#### Physician Members

- (a) Fellow. Any physician who meets all of the following criteria shall be eligible to apply to become a Fellow:
  - i. has held membership in the College as ~~a Master or an~~ an Active Member for a period of no fewer than three (3) years; *[change set 2]*

- ii. possesses a high level of documented expertise in occupational and environmental medicine and meets other requirements of the College as contained in the policies and procedures of the College; and
  - iii. has approval of no less than three-quarters of the members of the Board of Directors present and voting at a meeting thereof.
- (b) ~~Master. A category of physician member that is no longer open for new applicants. Masters have attained a high level of documented expertise in occupational and environmental medicine and have met other requirements of the College as contained in the policies and procedures of the College.~~ *[change set 2]*
- (c) Active Member. Any physician who meets the general criteria for membership Article V, Section 1 shall be eligible to apply to be an Active Member.
- (d) Retired Member. A Fellow, ~~Master~~, Active, or Associate Member who meets the criteria for retired member status determined by the Board of Directors shall be eligible to apply to the Board of Directors for retired status. Retired members may retain their Fellow ~~or Master~~ designation. Members of the former Master class may also retain their Master designation. *[change set 2]*
- (e) Resident Member. Any full-time medical postgraduate trainee shall be eligible to apply to be a /Resident Member.

#### Non-Physician Members

- (f) Student Member. Any medical student shall be eligible to apply to be a Student Member.
- (g) Associate Member. The following occupational health professionals shall be eligible to apply to be an Associate Member:
- i. Any non-physician who has attained a doctorate level degree of PhD, ScD, DrPH, or EdD in occupational and/or environmental health disciplines *[change set 3]*
  - ii. Any non-physician working in a field related to occupational and environmental medicine who has a master's level degree in a related field, is a Certified Physician Assistant, is a Licensed Nurse Practitioner, or is a Certified Occupational Health Nurse (COHN). *[change set 3]*
- ~~(h) Associate Member. Any non-physician who has attained a doctorate level degree of PhD, ScD, DrPH, or EdD in occupational and/or environmental health disciplines shall be eligible to apply to be an Associate Member.~~ *[change set 3]*
- ~~(i) Affiliate Member. Any non-physician working in a field related to occupational and environmental medicine who has a master's level degree in a related field, is a Certified Physician Assistant, is a Licensed Nurse Practitioner, or is a Certified Occupational Health Nurse (COHN) shall be eligible to apply to be an Affiliate Member.~~ *[change set 3]*

#### Other Members

- (j) Honorary Member. Any person who has attained a position of leadership and made an outstanding contribution in the field of occupational and environmental medicine thereto shall be eligible to be elected to honorary membership by the Board of Directors.

#### Section 4. Privileges of Membership.

In addition to those requirements set forth elsewhere in these bylaws, the eligibility requirements for, and the rights of the members of each class of membership shall be as follows and as designated in Table 1: ACOEM Membership Categories and Their Respective Rights and Privileges. Membership rights, as recognized under customary parliamentary practice, may include the following:

- (a) the right to attend, participate in discussion and vote at all membership meetings;
- (b) the right to serve, as set forth in these bylaws, as a director or officer of the College, as a delegate to or an officer of the House of Delegates or as a member of a council or committee;
- (c) the right to attend all meetings of the Board of Directors, House of Delegates and the councils and committees of the College (except where otherwise provided in these bylaws or when such meetings are held in executive session); and
- (d) the right to receive the official publications of the College.

#### Section 5. Voting Members

**Those members who are granted the right to vote in the activities of the College are referred to, collectively as “Voting Members” and shall be defined as described in Table 1: ACOEM Membership Categories and Their Respective Rights and Privileges.**

**Voting privileges may differ by the context of the vote. Those specific contexts are defined as:**

- (a) **Board of Directors. Only Officers, Speaker, Speaker-Elect and Directors of the Board may vote on Board actions.**
- (b) **Councils and Committees: Of those members appointed to College Councils and Committees, only those currently in Fellow, Active, or Resident member classes may vote.**
- (c) **Presidential Taskforces and Workgroups: All members appointed to Presidential Taskforces or Workgroups of Councils and Committees may vote on the actions of their Taskforce or Workgroup. Membership in a Taskforce or Workgroup does not transfer to membership in that entity’s oversight body.**
- (d) **College-wide Elections and Ballots: In any college-wide voting initiative such as the annual election or matters requiring a vote of the membership, those members in Fellow or Active classes may vote. Members in the Resident member class who are currently residents may also vote. [change set 3]**

## ARTICLE V: ELECTION TO MEMBERSHIP

### Section 1. Applications for Membership.

Each applicant shall submit his or her application on a form approved by the Board of Directors.

### Section 2. Review of Applications and Election of Members.

The Board of Directors will establish policies and procedures for review of applications. After an individual has been approved for membership, the component society to which the new member will belong shall be notified.



## ARTICLE VI: BUSINESS MEETINGS OF MEMBERS

### Section 1. Annual Business Meeting.

An annual meeting of the members of the College shall be held during each fiscal year at ~~a time and place designated by the Board of Directors~~ the Annual Occupational Health Conference, which time shall be no later than the end of the College's fiscal year. *[change set 4]*

### Section 2. Special Meetings.

Special meetings of the members of the College may be called by the president, the Board of Directors, or by a written petition of no fewer than 50 ~~Fellows, Masters, or Active Members. Special meetings may be held at any place designated by the Board of Directors or the petition of the members~~ voting members of the College. *[change set 2]*

### Section 3. Notice.

Each member of record shall be sent a written notice by mail or electronic means approved by the Board of Directors stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. This notice shall be given no fewer than thirty (30) nor more than sixty (60) days before the date of the meeting.

### Section 4. Quorum.

One hundred (100) voting members present in person or by proxy at any meeting or voting by mail or electronic means approved by the Board of Directors in any election shall constitute a quorum. The existence of a quorum shall be determined separately with respect to each item on a mail ballot.

### Section 5. Voting.

Meetings. On any matter to be voted upon at any annual or special meeting of the members, each member with voting rights shall be entitled to one (1) vote. The act of a majority of the members voting at a meeting at which a quorum is present shall be the act of the membership of the College, except where otherwise provided by law, the articles of incorporation or these bylaws.

### Section 6. Proxies.

A member entitled to vote may vote in person, electronically, or by proxy executed in writing by the member or by that member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. *[change set 4]*

### Section 7. Record Date for Determination of Members.

For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than sixty (60) days and no fewer than thirty (30) days immediately preceding such meeting or other action. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members.

## ~~Article VII EDUCATIONAL MEETINGS OF MEMBERSHIP~~

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~~Section 1. Educational Activities. At least one meeting shall be held annually in conjunction with the annual business meeting.~~

~~Section 2. Other Activities. Other activities may be scheduled as directed by the Board of Directors.~~ *[change set 3]*

## ARTICLE VII: BOARD OF DIRECTORS

### Section 1. General Powers.

The property and affairs of the College shall be managed directly under the authority of its Board of Directors. ~~The Board of Directors shall review the performance of the executive director, as defined in Article X, prior to renewing the executive director's employment contract.~~ The Board of Directors shall review the performance of the chief executive officer annually. [change set 7]

### Section 2. Number and Tenure.

The Board of Directors shall consist of nine (9) elected directors, one (1) elected young physician director, officers of the College, the speaker and speaker-elect of the House of Delegates, ~~and~~ immediate past president of the College, and the chief executive officer (ex-officio). [change set 7]

- (a) Elected directors shall take office upon their induction at the annual membership meeting following their election and shall serve for a term concluding at the third succeeding annual membership meeting, and until their successors shall be duly elected and qualified, or until their death, resignation or removal, provided, however, that the terms of the elected directors shall be staggered so that three (3) elected directors shall be elected prior to each annual membership meeting to succeed the three (3) elected directors whose terms shall expire at that meeting.
- (b) The young physician director shall be elected every third election cycle or as needed if a vacancy for the young physician director exists and every third election cycle thereafter. The term of office shall be one three (3) year term concluding at the third succeeding annual membership meeting, and until their successor shall be duly elected and qualified or until his or her death, resignation or removal.
- (c) The officers of the College shall serve as members of the Board of Directors during their terms as officers.
- (d) The immediate past president shall serve for the year immediately following his or her term of office.
- (e) The speaker and speaker-elect of the House of Delegates shall serve as members of the Board of Directors during their terms in these offices.
- (f) Eligible voting members (voting directors) of the Board of Directors shall include: the officers of the College, all elected directors, the elected young physician director, the Speaker of the House of Delegates, and the Speaker-Elect of the House of Delegates. [change set 5]

### Section 3. Qualifications.

- (a) Only Fellows ~~and Masters~~ may serve as an elected (e.g. other than young physician) director. [change set 2]
- (b) The young physician director must be an active member ~~Fellow or Master~~. The young physician director must be under 40 years old at the time of his or her election, which shall be considered the last day of voting eligibility for that election. The young physician director may not run again as a young physician director except as provided for in Section 5(e) of this article but may run for an elected director position. [change set 2]
- (c) Individuals elected to the Board of Directors may succeed themselves but may not run for more than two (2) consecutive three (3) year terms, except as provided for in Section 5(e) of this article.

- (d) No individual may serve more than 8 consecutive years ~~as a director~~ in a director position. *[change set 5]*
- (e) A director may serve as an officer following his or her term as director.
- (f) A director elected to an office with a term concurrent with his or her term as director will have their director term ended when assuming the term as officer. *[change set 5]*

#### Section 4. Nomination, Election

##### (a) Nomination

The Candidate Selection Committee (CSC) will be responsible for providing recommendations to the Board of Directors for director and officer candidate nominations. It will be comprised of seven individuals: Those officers installed at the next annual membership meeting as the President-Elect, as chair; the Vice-President; the Immediate Past-President; the Speaker-Elect; and the Recorder of the House of Delegates; and ~~two members~~ the Chair and one other member of the House of Delegates Internal Affairs Work Group. ~~The CSC will be chaired by the President-Elect~~. *[change set 5]*

- i. ~~The Candidate Selection Committee shall nominate two (2) candidates for each directorship and a first and second alternate candidate, in case a nominated candidate cannot stand for election, to be filled in the next election of directors. The Candidate Selection Committee shall consider as potential candidates incumbent directors whose terms of office are expiring, who are eligible to be reelected, and who have been recommended for continued directorship by current members of the Board of Directors. For directors, the Candidate Selection Committee shall nominate a slate of candidates for election to open directorship seats. The slate shall consist of at least two (2) candidates for each opening directorship seat, and select one ranked alternate candidate. The Candidate Selection Committee shall consider as potential candidates incumbent directors whose terms of office are expiring, who are eligible to be reelected, and who have been recommended for continued directorship by current members of the Board of Directors.~~ For directors, the Candidate Selection Committee shall nominate a slate of candidates for election to open directorship seats. The slate shall consist of at least two (2) candidates for each opening directorship seat, and select one ranked alternate candidate. The Candidate Selection Committee shall consider as potential candidates incumbent directors whose terms of office are expiring, who are eligible to be reelected, and who have been recommended for continued directorship by current members of the Board of Directors. *[change set 5]*
- ii. ~~For every third election or as required by a vacancy, the Candidate Selection Committee shall nominate two (2) candidates and one (1) alternate for the young physician director position. For the young physician director, the Candidate Selection Committee shall nominate at least two (2) candidates and an alternate candidate as required by vacancy.~~ For the young physician director, the Candidate Selection Committee shall nominate at least two (2) candidates and an alternate candidate as required by vacancy. *[change set 5]*

##### (b) Election

- i. Each voting College member shall be entitled to one (1) vote for each directorship to be filled, provided, however, that a member may cast no more than one (1) vote for any nominee for director. Those nominees receiving the most votes (up to the number of directors to be elected) shall be elected.
- ii. Voting for the election of directors and officers shall be conducted by secret ballot. Election ballots shall be distributed by method(s) determined by the Board of Directors no later than November 1. Names not on the ballot may be written in. Only those ballots that have been received at the place designated for return by December 15 may be counted. The results shall be announced no later than the annual membership meeting.

#### Section 5. Vacancies.

- (a) Vacancies created by elected directors who cannot fulfill their position shall be filled by those director candidates who receive the next highest number of votes in descending order as identified by the tabulation that year after the three director slots have been filled.
- (b) Vacancies created by the young physician director who cannot fulfill the position shall be filled by the young physician candidate who received the next highest number of votes for young physician director. If that individual is not able to serve, the young physician candidate nominated as alternative young physician director shall become the young physician director. In either situation the young physician candidate must meet other qualifications for the position as would have existed at the time of his or her election.
- (c) A director filling a vacancy will serve until the completion of the term of the elected director they replace and until their successor shall be duly elected and qualified or until his or her death, resignation or removal.
- (d) In the event that no elected director or young physician director is able or willing to assume the elected director or young physician director position as per Section 5(a) and (b), the director position shall remain vacant until the next general election.
- (e) Those elected directors and young physician director filling unexpired terms shall be eligible to run for a full term as an elected or young physician director at the end of the unexpired term that they have filled so long as they meet other qualifications for the position.

## Section 6. Meetings.

- (a) Regular meetings of the Board of Directors shall be held no less than 3 times each year at a time and place determined by the Board. One of those meetings shall take place no more than 10 days prior to the annual meeting of the members of the College.
- (b) Special meetings of the Board of Directors may be called by the president or by any five (5) members of the Board of Directors and may be held at any place and at any time designated in the call of the meeting.
- (c) Written notice of the time and place of each meeting of the Board of Directors shall be delivered to each director by mail or other electronic means approved by the Board of Directors no fewer than ten (10) days prior thereto; provided, however, that twenty (20) days written notice shall be provided with regard to any meeting of the Board of Directors or the membership that considers the removal of any director.
- (d) A majority of the **eligible voting** members of the Board of Directors ~~then in office~~ shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. *[change set 5]*
- (e) The act of a majority of the **eligible voting** members of the Board of Directors ~~present and~~ voting at any duly called meeting at which a quorum is present shall be the act of the Board of Directors, except where the act of a greater number is required by law, the articles of incorporation or these bylaws. *[change set 5]*
- (f) Directors may, where feasible, participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.
- (g) During any meeting of the Board, the Board may enter into Executive Session either by schedule or as determined appropriate by the President. Executive Session shall be limited to Officers of the

Board, Directors, and the chief executive officer. At the discretion of the President, additional persons relevant to the matters for discussion in Executive Session may be invited to remain but shall be required to exit prior to the Board's discussion of any relevant action item. Additionally, any persons including Officers, Directors, and the chief executive officer, who are the subject of matters to be discussed during Executive Session, shall be required to exit. [change set 5]

#### Section 7. Removal of Directors.

A director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes present and voted, either in person or by proxy, at a regular or special meeting of the members of the College, or by the affirmative vote of three-quarters (3/4) of all Board members eligible to vote at a regular or special meeting of the Board of Directors of the College; provided, however, that written notice that a purpose of the meeting is to vote upon the removal of one (1) or more directors named in the notice shall have been delivered to all members entitled to vote thereat. Only the named director or directors may be removed at such a meeting.

#### Section 8. Cause for Removal.

Cause for removing a director shall include, but not be limited to commission of any of the following acts:

- (a) failure by a director to attend more than sixty percent (60%) of the meetings of the Board of Directors in any 24-month period, or three consecutive meetings, without reasonable cause;
- (b) determination that the director has failed to comply with the code of ethical conduct of the College;
- (c) fraudulent or dishonest conduct or gross abuse of the position of director ~~to the detriment of the College.~~ [change set 5]

#### ~~Section 9. Implementation.~~

- ~~(a) This section shall supersede the total number of elected directors as in Section 2, Section 2(a) and Section 5(a) for a three year period following adoption of these amendments to the bylaws.~~
- ~~(b) At the end of the three year period following adoption of these amendments to these bylaws, this section will become null and void and will be removed from the bylaws without further action needed by the membership.~~
- ~~(c) The number of elected directors shall be as follows:
  - ~~a. In the year following adoption of these amendments, there shall be 12 elected directors, 4 of which shall have 3 year terms, 4 of which shall have 2 years remaining on their term and 4 of which shall have 1 year remaining on their term.~~
  - ~~b. In the subsequent year starting with the annual meeting until the following annual meeting there shall be 11 generally elected directors, 3 of which shall have 3 year terms, 4 of which shall have 2 years remaining on their term and 4 of which shall have 1 year remaining on their term. There shall be one elected young physician director.~~
  - ~~c. In the next subsequent year starting with the annual meeting until the following annual meeting there shall be 10 generally elected directors, 3 of which shall have 3 year terms, 3 of which shall have 2 years remaining on their term and 4 of which shall have 1 year remaining on their term. There shall be one elected young physician director.~~~~

- (d) ~~Vacancies for the generally elected directors shall be filled as per Section 5(a) except that the vacancies shall be filled by the director candidate who received the next highest number of votes in descending order, as identified by tabulation that year after the total number of director slots for that year and tenure have been filled.~~ *[change set 5]*

## Section 9. Designated Observers

The Board, at its discretion, may create designated observer seats on the Board by simple majority vote. Designated observers are non-director, non-voting participants of the Board of Directors. Designated observers are expected to serve in an advisory capacity and provide perspectives on matters that may differ from those of full directors. Designated observers may be nominated by appropriate entities and approved by the Board for appointment for up to a maximum of a three (3) year term.

The Board shall periodically assess the need for the continuation of any designated observer roles, and at its discretion, decide to eliminate designated observers as needs of the College evolve. *[change set 5]*

## ARTICLE VIII: OFFICERS

### Section 1. Number, Titles, and Qualifications.

The officers of the College shall be a president, president-elect, vice president, and ~~secretary~~-treasurer. Only Fellows ~~and Masters~~ who have served for at least two (2) years as a member of the board of directors may serve as officers. No two offices may be held simultaneously by the same person, nor may an individual serve simultaneously both as an officer and as one of the nine (9) elected directors or young physician director referred to in Article VIII, Section 2, of these bylaws. An officer or a past president may be elected as a director after his/her term of office. Election of an officer shall not of itself create any contract rights. *[change set 6: delete secretary]; [change set 2: delete master]*

### Section 2. Nomination, Election, and Tenure.

- (a) Nomination. At least two nominees for the offices of vice president and ~~secretary~~-treasurer shall be selected by the Candidate Selection Committee as described in Article VII, Section 4(a). No individual may stand for more than one office at a given election and no individual standing for director may stand for an officer position at a given election. *[change set 6]*
- (b) Election. Procedures set forth in Article VII, Section 4(b) of these bylaws for the election of directors shall also apply to the election of president-elect, vice president, and ~~secretary~~-treasurer. The office of president shall be filled by the president-elect, succeeding to that office as described in subsection (c) (ii) of this section. *[change set 6]*
- (c) Tenure.
  - i. The president shall serve for a term of one (1) year, commencing with the completion of his or her term as president-elect and ending at the next annual membership meeting. The president may not succeed him or herself.
  - ii. The president-elect shall serve for a term of one (1) year, commencing at the annual membership meeting following his or her election to that office and ending at the next annual membership meeting. Upon completion of his or her term as president-elect, he or she shall assume the office of president. The president-elect shall be listed on the election ballot as an unopposed nominee for the office of president. *[change set 6]*
  - iii. The vice president shall serve for a term of one (1) year commencing with the annual membership meeting following his or her election to that office and terminating at the next annual membership meeting. Upon completion of his or her term as vice president, he or she shall assume the office of president-elect. The vice president shall be listed on the election ballot as an unopposed nominee for the office of president-elect. *[change set 6]*
  - iv. The ~~secretary~~-treasurer shall serve for a term of two (2) years commencing with the annual membership meeting following his or her election to that office and terminating at the second annual membership meeting following election. A serving ~~secretary~~-treasurer may not run for a second term. *[change set 6]*
  - v. Notwithstanding the foregoing provisions for the terms of office of the officers, all officers shall serve until their successors shall have been duly elected and qualified, except that an officer who has been elected by the Board of Directors to fill a vacancy may be reelected by the membership to serve a complete term of office, as provided in Section 3 of this article.



### Section 3. Vacancies.

In the event of a vacancy by virtue of the death, incapacity, resignation or removal in the office of president, the president-elect shall become president and shall serve as president until that time at which his or her own term as president would have concluded and until his or her successor shall be elected and qualified. In the event of a vacancy in the office of president-elect, the vice president shall become president-elect and shall serve as president-elect until that time at which his or her own term as president-elect would have concluded and until his or her successor shall be elected and qualified. In the event of a vacancy in the office of vice president, the Board of Directors shall elect a successor who shall serve until the next annual meeting and until his or her successor is elected and qualified. At the next annual membership meeting following the election of a vice president by the Board of Directors election for the office of vice president shall be conducted in accordance with the procedure for nomination and election of the vice president set forth in Section 2 of this article. If insufficient time is available to carry out the procedure for an election described in these bylaws, the Board of Directors may authorize expedited action and may, if appropriate, authorize a mail ballot as soon as practicable after the annual membership meeting. In the event of a vacancy in the office of ~~secretary~~-treasurer, the Board of Directors shall elect a successor who shall serve until the next annual meeting and until his or her successor shall be elected and qualified. *[change set 6]*

### Section 4. Removal of Officers.

Officers may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes present and voted, either in person or by proxy, at a special meeting of the members of the College, provided, however, that written notice that a purpose of the meeting is to vote upon the removal of one (1) or more officers named in the notice shall have been delivered to all members entitled to vote thereat. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### Section 5. President.

The President, subject to the direction and control of the Board of Directors, shall have general supervision, direction and control of the business and affairs of the College and shall perform all duties normally incident to the office of president and such other duties as may be assigned to him or her by the Board of Directors. The President shall preside at all meetings of the members of the College, the Board of Directors and the Executive Committee; shall be authorized to appoint the members of all committees, councils and presidential task forces, if any, of the College; shall be an ex-officio member of all committees and councils; shall be authorized to speak on behalf and in the name of the College in the expression of policies established by the Board of Directors; and shall present an oral and written report to each meeting of the House of Delegates and to the annual meeting of the membership. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the College or a different mode of execution is expressly prescribed by the Board of Directors, the president may execute for the College any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the College and either individually or with the ~~secretary~~-treasurer, or any other officer thereunto authorized by the Board of Directors, according to the requirements on the form of the instrument. *[change set 6]*

### Section 6. President-elect.

The president-elect shall perform the duties of the president in the event of the president's absence or inability to act. The president-elect shall be the chair of the Candidate Selection Committee. The president-elect shall perform such other duties and have such other powers as may from time to time be assigned by the president or by the Board of Directors.

## Section 7. Vice President.

The vice president shall perform the duties of the president-elect in the event of the president-elect's absence or inability to act. The vice president also serves on the Candidate Selection Committee. The vice president shall perform such other duties and have such other powers as may from time to time be assigned by the president or Board of Directors.

## Section 8. ~~Secretary~~-Treasurer.

~~The secretary treasurer shall maintain or cause to be maintained 1) minutes of all meetings of the members of the College, the Board of Directors, and Executive Committee; 2) a list of all members of the College containing their addresses and type of membership; 3) adequate books of account for the College; and 4) the corporate records and seal of the College. The Secretary/Treasurer shall ensure that: 1) all notices are duly given in accordance with the provisions of these bylaws or as required by law; 2) any seal of the College is affixed to all documents, the execution of which on behalf of the College under its seal is duly authorized under the provisions of these bylaws; 3) the funds of the College are disbursed as ordered by the Board of Directors; 4) receipts are provided for monies due and payable to the College from any source; 5) all such money are deposited in the name of the College in such banks or other depositories as shall be selected in accordance with the provisions of these bylaws; 6) all accounts with an audit by a certified public accountant are submitted to the Board of Directors at the annual meeting; and 7) an annual report is submitted to the membership of the College in the form determined by the Board of Directors. The Secretary/Treasurer shall be responsible for overseeing the custody and management of all funds and securities of the College, is the officer responsible for the Committee of Fellowship Examiners and serves as chair of the Finance and Audit Committee. The Secretary/Treasurer shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary Treasurer shall be bonded, at the expense of the College, in an amount and by a company determined by the Board of Directors.~~

The treasurer shall maintain or cause to be maintained adequate books of account for the College.

The treasurer shall ensure that:

- (a) the funds of the College are disbursed as ordered by the Board of Directors;
- (b) receipts are provided for monies due and payable to the College from any source;
- (c) all such monies are deposited in the name of the College in such banks or other depositories as shall be selected in accordance with the provisions of these bylaws; and
- (d) all accounts with an audit by a certified public accountant are submitted to the Board of Directors at the annual meeting.

The Treasurer shall be responsible for overseeing the custody and management of all funds and securities of the College, is the officer responsible for the Committee of Fellowship Examiners and serves as chair of the Finance and Audit Committee. The Treasurer shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors. The Treasurer shall be bonded, at the expense of the College, in an amount and by a company determined by the Board of Directors. [change set 6]

## Section 9. ~~Implementation.~~

- ~~(a) The amendments to Article IX, Section 2(c)(iv), pertaining to the secretary treasurer, shall take effect at the second annual meeting after adoption of these amendments to the bylaws. The remainder of the amendments to Article IX shall take place upon approval by the membership.~~
- ~~(b) Article IX, Section 9 shall be removed after the second annual meeting after adoption of these amendments to the bylaws, without further action required by the membership.~~ *[change set 6]*

## ARTICLE IX: ~~EXECUTIVE DIRECTOR~~ CHIEF EXECUTIVE OFFICER

*[change set 7]*

### Section 1. Employment.

The Board of Directors may employ a full-time, salaried executive, to be referred to in these bylaws as the ~~executive director~~ chief executive officer or such other title as the Board of Directors may determine from time to time, with the duties and authorities defined below. *[change set 7]*

### Section 2. Duties and Authority.

~~The executive director shall be responsible to the Board of Directors and be a full-time employee of the organization appointed by the Board of Directors to administer the day-to-day affairs of the organization. The executive director shall serve as the chief executive official of the College, implementing policies and management directives as determined by the Board of Directors.~~

The chief executive officer shall be responsible to the Board of Directors for the day-to-day administration of the affairs of the College; implementing policies and management directives as determined by the Board of Directors. The ~~executive director~~ chief executive officer shall attend all regular meetings of the Board of Directors, the Executive Committee, the annual meeting, and special meetings of the College. He or she shall be responsible for the hiring, termination, and administration of such other staff of the organization that may be required in accordance with the policies and procedures established by the Board of Directors, and carry on correspondence of the College and all other business of the College as delegated by the Board of Directors. The ~~executive director~~ chief executive officer shall receive all money belonging to the College, give a receipt thereof and turn all money over to the custody of or pursuant to the direction of the ~~secretary~~-treasurer, and all other duties and tasks as directed by the Board of Directors or the president. He or she shall be paid a salary, the amount to be determined by the Board of Directors. *[change set 7: ED title change]; [change set 6: delete secretary]*

### Section 3. Bonding.

The ~~executive director~~ chief executive officer shall be bonded, at the expense of the College, in an amount and by a company determined by the Board of Directors. *[change set 7]*

## ARTICLE X: HOUSE OF DELEGATES

### Section 1. General Purpose.

The House of Delegates shall

- (a) deal with resolutions from component societies, sections, Board of Directors, individual College members, and officers;
- (b) act as a clearinghouse for the Board of Directors on general assigned subjects and on local problems; and
- (c) assist the Board of Directors in establishing official actions and broad policies for the College.

### Section 2. Delegates.

The House of Delegates shall be composed of delegates selected in the manner set forth in these bylaws.

- (a) Qualification. Only Fellows, ~~Masters~~ or Active Members may be delegates. *[change set 2]*
- (b) Election.
  - i. Each component society and section shall be entitled to select that number of delegates (and alternate delegates who shall serve in the absence of the delegates) which is determined by the Board of Directors based upon a formula that allocates delegates in proportion to the number of dues-paying physician members of the College who are members of that particular component society. Each ACOEM Section with 50 or more physician members shall be entitled to elect one (1) delegate (and an alternate delegate who shall serve in the absence of the delegate). The Residents and Recent Graduates section shall be entitled to elect one (1) delegate (and an alternate delegate) without regard to the above-mentioned minimum physician members. ~~The Occupational Physician/Physician's Assistants Section shall be entitled to one (1) delegate (and an alternate delegate) so long as there are at least 50 dues-paying members in that section.~~ All non-physician sections shall each be entitled to one (1) delegate (and an alternate delegate) so long as there are at least 50 dues-paying members in that section. *[change set 8]*
  - ii. The speaker of the House of Delegates shall appoint "direct delegates" to represent those dues-paying members who are not members of a component society. The number of such delegates to be appointed shall be determined in accordance with the formula for election of delegates from among the component societies described in Section 2 (b) (i) of this article.
- (c) Vacancies. Except as described in subsection (d) of this section, vacancies in the House of Delegates for the purpose of calculating a quorum shall be considered to exist when a component or section does not send representation to the House of Delegates for two consecutive meetings. That vacancy can be filled by the component or section once an eligible representative is selected and attends a House of Delegates meeting.
- (d) Removal of Officers. Delegates and officers of the House of Delegates may be removed from office, with or without cause, upon a vote of two thirds of those delegates present and voting.

### Section 3. Meetings.

- (a) Time. The House of Delegates shall meet no less than two (2) times each year, with at least one face-to-face meeting to be held in the spring of each year in conjunction with the annual meeting of the

membership. Special meetings of the House of Delegates may be called for a specified purpose by the speaker, the president, the Board of Directors of the College, or upon the written petition of one-quarter (1/4) of the delegates.

- (b) Notice. Delegates shall be notified of each meeting of the House of Delegates no fewer than thirty (30) days prior to each meeting. Notices of all special meetings thereof shall state the purpose of the meeting.
- (c) Quorum and Voting. At all meetings of the House of Delegates, a majority ~~of the number of delegates~~ of eligible delegate voting members then in office shall constitute a quorum for the transaction of business. The act of a majority of the delegates present and voting at a meeting at which a quorum is present shall be the act of the House of Delegates, unless the act of a greater number is required by these bylaws. *[change set 8]*

#### Section 4. Officers of the House of Delegates.

The officers of the House of Delegates shall be a speaker, speaker-elect, and recorder. An officer must be a Fellow ~~or Master~~ and, at the time of assuming his or her office, he or she must have served for at least three (3) years as a delegate. *[change set 2]*

- (a) Term of Office. The speaker-elect shall serve for a term of one (1) year, commencing at the spring meeting of the House of Delegates and terminating at the next spring meeting following that meeting. Upon termination of his or her term as speaker-elect, he or she shall assume the office of speaker of the House of Delegates for a term of one (1) year, commencing at the spring meeting of the House of Delegates at which his or her term as speaker-elect, except as noted in (c) (ii) (a) and (b), is terminated and terminating at the second spring meeting of the House of Delegates following his or her election as speaker-elect. The recorder shall serve for a term of one (1) year, commencing at the spring meeting of the House of Delegates and terminating at the next spring meeting following that meeting, and at the end of his or her term of office shall be nominated to become the speaker-elect. Notwithstanding the foregoing, all officers shall serve until their successors shall have been duly elected and qualified, except as provided in subsection (c) of this section.
- (b) Election. Candidates shall be nominated by the House nominating work group or from the floor. The election shall be conducted by means of a secret ballot. The candidate receiving the most votes shall be elected, even if that candidate does not receive a majority of the votes. The election shall take place at the fall meeting of the House of Delegates with the elected candidates assuming office at the conclusion of the following spring meeting.
- (c) Vacancies.
  - a. Except as specifically provided elsewhere in these bylaws, in the event of a vacancy in the office of speaker, the speaker-elect shall succeed to the office of speaker and serve out that term as speaker. If term left is under one (1) year, the successor may serve an additional term as speaker.
  - b. Except as specifically provided elsewhere in these bylaws, in the event of a vacancy in the office of speaker-elect, the recorder shall succeed to the office of speaker-elect and shall serve for the following term of office:
  - c. In the event that the office of speaker-elect became vacant by virtue of the death, incapacity, resignation or removal of the previous speaker- elect, until that person's term of office would have terminated, at which time the recorder who became speaker-elect shall be nominated for the office of speaker, or

- d. In the event that the office of speaker-elect became vacant by virtue of the death, resignation or removal of the speaker, until the term of office of the speaker-elect who became speaker has terminated, at which time the recorder who became speaker-elect shall be nominated for the office of speaker.
  - e. In the event of a vacancy in the office of recorder the speaker shall appoint an interim recorder who shall serve until the next spring meeting of the House of Delegates at which time his or her successor shall be elected and qualified. In the event an interim recorder becomes speaker-elect or speaker, he or she shall hold such office until the next spring meeting of the House of Delegates, at which time a new speaker or speaker-elect, as appropriate, shall be elected.
- (d) Effect of Election. Upon taking office, officers shall become delegates at large. The component society of which an officer is a member, or the speaker if the officer is a direct delegate, may select a delegate to replace the officer.
- (e) Speaker. The speaker shall preside at all meetings of the House of Delegates, serve as a member of the College's Board of Directors and Executive Committee, fill vacancies in the House of Delegates in accordance with these bylaws, appoint the members of all work groups of the House of Delegates, report on the activities of the House of Delegates to the Board of Directors and serve as a member of the House/Board Liaison Committee. The speaker may not vote in the House of Delegates except in the event of a tie.
- (f) Speaker-Elect. The speaker-elect shall perform the duties of the speaker in the event of the speaker's absence or inability to act; as a member of the Board of Directors and as a member of the House/Board Liaison Committee, and the Candidate Selection Committee, and perform such duties and have such powers as may from time to time be assigned by the speaker or the House of Delegates. The speaker-elect shall be a non-voting member of the House.
- (g) Recorder. The recorder shall: 1) keep the minutes of all meetings of the House of Delegates; 2) maintain attendance records and curricula vitae of all delegates; 3) serve as a member of the House/Board Liaison Committee and the Candidate Selection Committee; and 4) in general, perform all duties normally incident to the office of ~~secretary~~-treasurer and such other duties as may from time to time be assigned by the speaker or the House of Delegates. The recorder shall be a non-voting member of the House. *[change set 6]*

#### Section 5. Work Groups.

The speaker of the House of Delegates may create work groups and appoint the members thereof to:

- (a) consider resolutions and reports of the House of Delegates;
- (b) nominate candidates for the House of Delegates; and
- (c) make recommendations for appointments to other work groups, ACOEM committees and councils.

#### Section 6. Miscellaneous.

Two (2) delegates shall be appointed by the House of Delegates as alternate members of the Candidate Selection Committee in the event the House officers should be unable to serve on this committee.

## ARTICLE XI: COMMITTEES, COUNCILS, AND SECTIONS

### Section 1. Councils.

The President may appoint councils and the members thereof. Councils will be the primary bodies within ACOEM for programs and projects.

### Section 2. Executive Committee.

The Executive Committee of the Board of Directors shall be composed of the officers of the College, the speaker of the House of Delegates, and the immediate Past-President. To the extent permitted by law, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the College between meetings of the Board of Directors. It shall remain in effect unless revoked by the Board, which may be done at any time at a regular or special Board meeting. Meetings of the Executive Committee may be called by the president or by any two officers of the College. Notice of place, day, and hour of meetings of the Executive Committee shall be provided to the members thereof prior to each meeting. Only members of the Executive Committee, the ~~executive director~~ chief executive officer, Board of Directors members or other invited persons may attend meetings of the Executive Committee. Only members of the Executive Committee shall vote. *[change set 7]*

### Section 3. Committees and Councils of the College.

*[change set 9]*

Committees and Councils are responsible for the operational activities of the College necessary for preservation as a viable corporate entity. The nature and number of committees are outlined in the Policy and Procedure Manual and are determined by the Board of Directors unless specified in the Bylaws. The President appoints the chair, co-chair of committees and committee membership unless otherwise specified in the Bylaws or Policy and Procedure Manual. Committees require ACOEM leadership involvement but not specific assignments of the members of the Board of Directors, the Executive Committee, or the ~~Executive Director~~ chief executive officer unless otherwise specified. Those committees which exist in perpetuity include: *[change set 9]; [change set 7]*

- (a) Joint House/Board Liaison Committee comprised of three (3) House Officers and three (3) members or Officers of the Board of Directors. It shall be chaired by the Vice-President who shall vote only in the case of tie. The Joint House/Board Liaison Committee shall consider any resolutions proposed by the House but rejected by the Board once referred by the House. The recommendations of the Joint House/Board Liaison Committee shall be referred back to the Board for consideration.
- (b) Committee of Fellowship Examiners – comprised of senior members of the College who are Fellows. This Committee shall consider applications for Fellowship and make recommendations to the Board of Directors regarding the awarding of Fellowship status. The ~~secretary~~-treasurer will be the responsible officer. *[change set 6]*
- (c) Candidate Selection Committee shall meet about the time of the annual membership meeting to recommend director and officer candidates (see Article VII, Section 4 – Nomination, Election; (a) Nomination). ~~The following Officers who shall be installed at the annual membership meeting shall be members of the Joint House/Board Officer Nominating Committee and shall make recommendations for the coming year: the President elect, who shall serve as Chair; the Vice-President; Past President; Speaker elect and Recorder of the House of Delegates; and the Chair of the work group of the House of Delegates which nominates the director candidates.~~



- (d) Finance and Audit Committee – responsible for advising the Board on budgets, financial results and policies and review of audit results and shall be chaired by the Secretary-Treasurer and comprised of Board members. Upon notification of election, the newly elected ~~Secretary~~-treasurer shall be added to the Finance and Audit Committee as a non-voting member. *[change set 6]*
- (e) Bylaws Committee – reviews proposed changes to the Bylaws and studies, edits and comments upon proposed revisions and/or amendments to the Bylaws. The Bylaws committee may recommend changes to the Bylaws that the Committee feels is indicated. The committee consists of a chair, four other members, and the Vice-President as responsible officer. This committee also coordinates with the 4Ps Committee to monitor compliance of policies and procedures with the bylaws. The committee may help negotiate or arbitrate disagreements with between the Board of Directors and House of Delegates regarding proposed Bylaws changes.

#### Section 4. Presidential Task Forces.

~~A presidential task force is~~ Presidential task forces may be appointed by the President. The specific task or function of a presidential task force is to be defined by the President at the time of appointment and shall not overlap or conflict with the responsibilities of an existing committee or council. A presidential task force automatically ceases to exist upon acceptance of its final report or the end of the term of the President who appointed the task force, whichever is earlier. *[change set 9]*

#### Section 5. Sections of the College.

A section is a group of professionals who have an interest in a particular field related to occupational and environmental medicine or who practice in a special field of occupational and environmental medicine. New sections must have at least 10 voting physician members. To create a new section, ACOEM members shall petition the ACOEM Board of Directors for status as an ACOEM section. Sections may have non-ACOEM participants, however all section participants eligible for ACOEM membership must be ACOEM members. Section chairs must be ACOEM physician members; other ACOEM non-physician members may hold section office. Non-ACOEM members may participate and vote in section business but may not hold office. ACOEM sections must maintain a minimum of 10 ACOEM physician members, conduct one meeting annually, and maintain formal meeting minutes. Sections may charge a nominal fee for membership of no more than twenty percent of national ACOEM dues. Sections must be financially self-sufficient. The Board may terminate sections based upon failure to comply with these criteria.

#### Section 6. Participation by Telephone.

Members of any committee, council or section may participate in any meeting through the use of a conference telephone or similar communications equipment, where feasible, by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

## ARTICLE XII: DUES

### Section 1. Annual Dues and Special Assessments.

- (a) The amount of the College's annual dues and of any special assessment of a specified amount, payable by each class of members shall be established by the Board of Directors. Members may petition the College for reduction or waiver of dues due to personal financial circumstances. The chief executive officer may approve dues waivers and reductions, subject to approval by the Board of Directors. *[change set 10]*
- (b) Each component society shall establish the amount of its component dues. ~~The Board of Directors may establish a maximum limit on the amount of component society dues.~~ The College shall collect from its members both the dues owing to the College and those owed to the component society. That portion which is designated for the component society shall be paid to the component society by the College periodically. *[change set 10]*
- (c) Each special interest section of the College shall establish the amount of its annual dues. In addition to dues collected under (a) and (b) above, the College shall collect from its members any section dues applicable for the current period. Section dues will be apportioned to the appropriate section finances upon collection. *[change set 10]*

### Section 2. Sanctions for Failure to Pay.

- (a) Any member whose dues or assessments are overdue by sixty (60) or more days shall be ineligible to vote or to be a candidate for elective office, or hold office, and shall not be deemed to be a member in good standing. *[change set 10]*
- (b) Any member who shall fail to make full payment of any dues or assessment within thirty (30) days of the due date established by the Board of Directors shall be given notice ~~by the secretary-treasurer~~ by mail that his or her membership shall be terminated thirty (30) days thereafter unless all delinquent dues and assessments are paid within that period. If the delinquent member neither makes payment in full during that grace period nor provides to the Executive Committee an explanation satisfactory to the Executive Committee for nonpayment, then ~~the secretary-treasurer shall remove the name of~~ the delinquent member's name shall be removed from the membership rolls of the College. Such a delinquent member may be reinstated to membership by the Membership Committee at its discretion upon payment of the delinquent dues and assessments, if any. *[change set 10]*

## ARTICLE XIII: INDEMNIFICATION

### Section 1. Indemnification.

To the full extent specifically authorized by and in accordance with ~~the procedure prescribed in Section 108.75 of the Illinois General Not For Profit Corporation Act of 1986 (the "Act") or the corresponding provisions of any future statute applicable to corporations organized under the Act~~ applicable laws, the College may indemnify any and all of its directors, officers, committee members, employees, agents and other authorized representatives for expenses and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their serving in any such capacity for the College. *[change set 11]*

### Section 2. Insurance.

Upon specific authorization by the Board of Directors, the College may purchase and maintain insurance on behalf of any or all directors, officers, committee members, employees, agents, or other authorized representatives of the College against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the College would have the power to indemnify them against such liability under the provisions of Section 1 of this article.

## ARTICLE XIV: CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

### Section 1. Contracts.

The Board of Directors may authorize any officer or officers, or agent or agents of the College, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to specific instances.

### Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the College shall be signed by such officer, officers, agent or agents of the College in such manner as shall from time to time be determined by resolution of the Board of Directors.

### Section 3. Deposits.

All funds of the College shall be deposited from time to time to the credit of the College in such banks, trust companies or other depositories as the Board may select.

### Section 4. Gifts.

The Board of Directors, **in accordance with applicable laws**, may accept on behalf of the College any contribution, gift, bequest or device for the general purposes or for any special purpose of the College.

***[change set 11]***

## ARTICLE XV: NOTICE AND WAIVER OF NOTICE

### Section 1. Notice.

Whenever, under applicable law, these bylaws or policies and procedures of the College, notice is required to be given to any member, director, officer, speaker of the House of Delegates, delegate, council, presidential task force or committee member, such notice shall be deemed delivered when deposited in the U.S. mail with sufficient first-class postage prepaid thereon or by electronic means approved by the Board of Directors and addressed to the person at his or her address as it appears on the records of the College; provided, however, that notice of any meeting of the membership of the College may be given by means of an official publication of the College. In addition, notice of any proposed amendment of these bylaws shall be provided within the time set forth herein by publication in an official publication of the College.

### Section 2. Waiver of Notice.

Whenever any notice whatever is required to be given under law, the Articles of Incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects thereto to the holding of the meeting because proper notice was not given.

## ARTICLE XVI: MISCELLANEOUS

### Section 1. Parliamentary Procedure.

All questions of parliamentary procedure or practice regarding the affairs of the College, including the conduct at meetings of members, of the Board of Directors or of any committee, council, presidential task force or section, shall be governed by the current edition of ~~Sturgis Standard Code of Parliamentary Procedure~~ [American Institute of Parliamentarians Standard Code of Parliamentary Procedure](#), except as otherwise specifically provided by law, the articles of incorporation, these bylaws or the policies and procedures of the College. [change set 12]

### Section 2. Fiscal Year.

The fiscal year of the College shall run from January 1 through December 31.

### Section 3. Corporate Seal.

The College shall maintain a corporate seal as required by federal and state statute.

### Section 4. Books and Records.

The College shall maintain an accurate account of all books, records, and electronic data, as well as complete minutes of the proceedings of all meetings of members, the Board of Directors, and the Executive Committee in accordance with regulations.

## ARTICLE XVII: DISSOLUTION

### Section 1. Dissolution.

The dissolution of the College may be authorized in the following manner:

- (a) The Board of Directors shall adopt a resolution, which shall be with or without their recommendation, proposing that the College be dissolved voluntarily, and directing that the question of such dissolution be submitted to a vote at a meeting of the members, which meeting may be either an annual or special meeting.
- (b) Written notice stating that the purpose, or one of the purposes, of the meeting is to consider the voluntary dissolution of the College, shall be given to each member entitled to vote within the time and in the manner provided in these bylaws for the giving of notice of meetings of members. If such meeting be an annual meeting, such purpose may be included in the notice of such annual meeting.
- (c) At such meeting at which a quorum is present, a vote of the members shall be taken on the resolution to dissolve the College voluntarily. The resolution shall be adopted by receiving the affirmative vote of at least two-thirds (2/3) of the votes present and voted either in person or by proxy.

## ARTICLE XVIII: AMENDMENTS TO THE BYLAWS

### ~~Section 1. Amendments.~~

~~Any proposed amendment to these bylaws may be adopted by a two-thirds (2/3) vote of the members present and voting in person at any annual or special meeting of the members of the College at which a quorum is present, provided that notice of the proposed amendment shall have been given by publication in an official publication of the College, by special mailing or by electronic means approved by the Board of Directors at least thirty (30) days prior to the date of the meeting at which the proposal is voted upon.~~

The College will consider proposed amendments to the Bylaws in the following manner:

### Section 1. Sources of Bylaws Amendments

- (a) Amendments by the Bylaws committee. The Bylaws committee may propose amendments to the bylaws consistent with the committee's FRO or as referred to the committee by the Board of Directors. Additionally, the Bylaws committee may expand otherwise proposed amendments to ensure amendments are complete and consistent with the bylaws as a whole. Amendments proposed by the Bylaws Committee, if approved by the Board of Directors, will be presented to the Membership for acceptance or rejection during the subsequent AOHC balloting cycle.
- (b) Amendments by the Board of Directors. The Board of Directors may initiate amendments to the Bylaws by simple majority vote at any regular or special meeting of the Board. Amendments proposed by direct Board action will be presented to the Membership for acceptance or rejection during the subsequent AOHC balloting cycle.
- (c) Amendments by the Membership. A proposed amendment to the Bylaws must be submitted in writing to the College by September 1 before the AOHC after which it will be considered and voted on. Proposed amendments may be submitted by an ACOEM member and require:
  - a. The active member sponsoring (the Sponsor) the amendment,
  - b. The names of at least twenty-five (25) active members supporting the amendment, including the sponsor(s),
  - c. A statement of purpose for the Bylaws amendment, and
  - d. The amended language to be considered including any deletions from the current Bylaws.

### Section 2. Amendment Process for Proposed Changes by Members of the College

- (a) Proposed Bylaws amendments shall be shared with the Bylaws committee by September 15. The Bylaws committee shall evaluate the amendment, provide comments on the merits of the amendment, and recommend to the Board of Directors and the House of Delegates at their fall meetings that the amendment be adopted, modified, or rejected by the Membership of the College.

The Bylaws committee may declare proposed amendments as invalid if it finds the submission is:

- i. Legally infeasible to implement,
- ii. Financially infeasible to implement,



- iii. Not substantially different from previous proposed amendments voted on and not adopted by the Membership within three (3) years,
- iv. Not materially appropriate for the bylaws, or
- v. Does not contain the required material as defined in Article XIX, Section 1 above.

The Bylaws committee may elect to work with the amendment Sponsor to revise the amendment based on the Committee's input, as time permits. Any proposed amendment determined to be invalid by the Bylaws Committee will be presented to the Board where the determination will be reviewed. The Board shall make the final determination that any proposed amendment is invalid.

- (b) All valid proposed bylaws amendments will be presented to the House of Delegates during the fall meeting for evaluation and discussion on the merits of each proposed amendment. Sponsors of amendments and members of the Bylaws committee may attend the fall House of Delegates meeting to answer questions related to proposed amendments.

For each proposed amendment, the House of Delegates shall vote to recommend that the amendment be adopted, modified, or rejected by the Membership of the College.

- (c) All valid bylaws amendments will be presented to the Board of Directors during the fall meeting for evaluation and discussion on the merits of each proposed amendment. At the Board's discretion, amendment Sponsors may be invited to participate in the Board's discussion.

For each proposed amendment, the Board shall vote to recommend that the amendment be adopted, modified, tabled, or rejected by the Membership of the College. For proposed amendments that have been tabled, the Board may identify an appropriate time period or conditions that must be satisfied before the proposed amendment can be reconsidered.

If the Board of Directors and the House of Delegates disagree on their respective recommendations to the Membership of the College on a proposed amendment, and that proposed amendment has not been moderated, then that proposed amendment shall be referred to the Bylaws committee for moderation in the interest of presenting the Membership of the College a unified recommendation by the Board of Directors and the House of Delegates.

- i. For any proposed amendment requiring moderation, the Bylaws committee will facilitate discussions between the Executive Committee of the Board of Directors, the Executive Committee of the House of Delegates, and the Sponsor of the proposed amendment in an effort to:
  - 1) Modify the amendment such that it can gain support from both the Board of Directors and the House of Delegates, or
  - 2) Build broader support for the proposed amendment among both the Board of Directors and the House of Delegates.
- ii. Moderated proposed amendments shall be reconsidered at the subsequent fall meetings of the Board of Directors and the House of Delegates.
- iii. Proposed amendments may be moderated only once. If the Board and House of Delegates remain in disagreement on their respective recommendation after one moderation cycle, the proposed amendment is rejected.

- (d) All valid proposed amendments having congruent recommendations of approval by the Board of Directors and the House of Delegates, OR having completed one attempted moderation process shall be presented to the Membership of the College at the AOHC.
- (e) Voting of the Membership. Within thirty (30) days of the AOHC, the College shall send each eligible voting member, by mail or electronic means, a packet including the details of all valid, proposed and not withdrawn Bylaws amendments. The Membership shall be asked to vote on each proposed amendment. The packet will contain details of the voting process, electronic or written. The Membership shall have at least thirty (30) days to cast their ballots. The Membership shall vote to adopt or reject each proposed amendment. Proposed amendments not receiving at least one hundred (100) votes are considered to be rejected. Additionally, proposed amendments not receiving at least two-thirds (2/3rds) of votes in favor of adoption shall be considered rejected.
- (f) Effect of Adoption of the Bylaws Amendment. Following the completed voting on proposed Bylaws amendments, the results of the balloting shall be shared with the Membership of the College, the House of Delegates, and the Board of Directors. Adopted bylaws amendments will become effective immediately following the first Board Meeting succeeding the completion of the voting of the Membership.
- (g) Withdrawal of Proposed Amendment. Any amendment shall be considered withdrawn from consideration provided:
- i. The Sponsor of the proposed amendment notifies the College that she/he wishes to withdraw the amendment, or
  - ii. The proposed amendment is declared to be invalid by the Bylaws committee.

*[change set 13]*

### Section 3. Legally-Mandated Changes

If the Board of Directors, upon advice of legal counsel, by a two-thirds vote of those members present and voting, determines that changes are required in the corporate, tax status, policies, or other positions of the College because of the enactment, modification, repeal, amendment, reinterpretation or other change in any legislation or regulation, whether federal, state or local, such changes shall be made immediately to ensure complete compliance with the law, without the prior approval of the Membership. These changes must be ratified at the next meeting of the Membership, but shall be effective and binding prior to ratification. If the Membership does not ratify the actions of the Board of Directors, such actions shall be deemed null and void. *[change set 14]*

Table 1. ACOEM Membership Categories and Their Respective Rights and Privileges

Member-ship Category	Membership Meetings		Hold Office as Director or Officer of Board or House	Serve as Delegate in House of Delegates	Council or Committee		Attend Board or Committee Meetings Unless in Executive Session	Receive Official College Publications
	Attend & Participate in Discussion	Vote			Serve	Vote		
Fellow	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
<del>Master</del>	<del>Yes</del>	<del>Yes</del>	<del>Yes</del>	<del>Yes</del>	<del>Yes</del>	<del>Yes</del>	<del>Yes</del>	<del>Yes</del>
Active	Yes	Yes	No	Yes	Yes	Yes	Yes	Yes
Associate	Yes	No	No	No	Yes	No	Yes	Yes
Student	Yes	No	No	No	Yes	No	Yes	Yes
Resident	Yes	Yes	No	<u>Yes</u>	Yes	Yes	Yes	Yes
Honorary	Yes	No	No	No	Yes	No	Yes	Yes
Retired	Yes	No	No	No	Yes	No	Yes	At cost