

ACOEM BYLAWS

Approved by the membership of the American College of Occupational and Environmental Medicine (ACOEM) at the College's Annual Membership Meeting held May 5, 2004, in Kansas City, Mo.

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.

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) The College shall not engage 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 is within the contiguous United States and is composed of no fewer than fifty (50) voting members of the College over two consecutive years;
- (b) Except as provided in these bylaws, the defined geographic area of the organization does not encroach upon the territory of another component society;
- (c) The organizational documents of the organization do not conflict with those of the College or with any of the College’s policies and procedures;
- (d) The purposes and activities of the organization comply with the definition of a component society contained in Section 1 of this article;
- (e) The organization of a foreign component outside the United States and its territories or a component within the non-contiguous United States shall require no fewer than twenty-five (25) members of the College;
- (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.

Section 3. Reorganization of Component Societies.

- (a) Upon the request of no fewer than fifty (50) members of the College eligible to vote at the membership meetings and who constitute 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, 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) permit the petitioning members to become members of an adjacent component society.

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.

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 following eight (8) classes: Fellow, Master, Active, Retired, Student/Resident, Associate, Affiliate, and Honorary.

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 Active Member for a period of no fewer than three (3) years;
 - (ii) possesses a high level of documented expertise in occupational and environmental medicine and meets other requirements of the College as determined by the Board of Examiners for Fellowship under 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 determined by the Board of Examiners for Fellowship under the policies and procedures of the College.
- (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, or Active Member who has been a member of ACOEM for at least 5 years, has attained an age of sixty-five (65), and who no longer practices medicine shall be eligible to become a retired Member. Upon retiring, a member may apply to the Board of Directors for retired status. Retired members may retain their Fellow or Master designation.
- (e) *Student/Resident Member.* Any medical student or full-time medical postgraduate trainee shall be eligible to apply to be a Student/Resident Member.

Non-Physician Members

(f) *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.

(g) *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, or is a Licensed Nurse Practitioner shall be eligible to apply to be an Affiliate Member.

Other Members

(h) *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.

ARTICLE V – ELECTION TO MEMBERSHIP

Section 1. Applications for Membership. Each applicant shall submit his or her application to the Membership Committee of the College. The application shall be submitted on a form approved by the Board of Directors or a committee thereof.

Section 2. Review of Applications and Election of Members. Each application must first be approved by the Membership Committee. Those applications that the Membership Committee is unable to approve shall be referred to the Board of Directors for further consideration. 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, which time shall be no later than the end of the College's fiscal year.

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.

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 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.

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 ACTIVITIES OF MEMBERSHIP

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.

ARTICLE VIII – 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.

Section 2. Number and Tenure. The Board of Directors shall consist of twelve (12) elected directors, four (4) officers of the College, the speaker and speaker-elect of the House of Delegates, and immediate past president of the College. Elected directors shall take office upon their induction at the annual membership meeting following their election and shall serve for a term of approximately three (3) years 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 four (4) directors shall be elected prior to each annual membership meeting to succeed the four (4) directors whose terms shall expire at that meeting. The officers of the College shall serve as members of the Board of Directors during their terms as officers. The immediate past president shall serve for the year immediately following his or her term of office. 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.

Section 3. Qualifications. Only Fellows and Masters may serve as directors and individuals elected to the Board of Directors may succeed themselves but may not serve for more than two (2) consecutive three (3) year terms, except as provided for in Section 5 of this article. A director may serve as an officer following his or her term as director.

Section 4. Nomination, Election.

(a) *Nomination.* The House of Delegates 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 House 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. 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.

(b) *Elections.* Voting for the election of directors and officers shall be conducted by secret ballot. Election ballots shall be distributed [allows for future use of e-mail, web, or fax ballots] 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. Vacancies created by directors who cannot fulfill their position shall be filled until the next general election by those director candidates who receive the next highest number of votes in descending order as identified by the tabulation that year after the four director slots have been filled. Those directors filling unexpired terms shall be eligible to run for a full term as director at the end of the unexpired term that they have filled so long as they do not serve for more than eight (8) consecutive years.

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 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.

(e) The act of a majority of the 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.

(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.

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.

ARTICLE IX – 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 either two (2) years as a director or three (3) years as a delegate 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 twelve (12) elected directors referred to in Article VIII, Section 2, of these bylaws. No officer may succeed him or herself for consecutive terms. 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.

Section 2. Nomination, Election, and Tenure.

(a) *Nomination.* Nominees for the offices of president-elect and at least two nominees for the office of vice president and secretary/treasurer shall be selected by the joint nominating committee of the House of Delegates and the Board of Directors, called the Joint House/Board Officer Nominating Committee. The Joint House/Board Officer Nominating Committee shall meet about the time of the annual membership meeting to select the officer nominees. 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 officer nominations 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 chair of the committee of the House of Delegates, which nominates the director candidates.

(b) *Election.* Procedures set forth in Article VIII, Section 4 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.

(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.

(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.

(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.

(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.

(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.

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 appoint the members of all standing and special committees and councils 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; shall be the officer responsible for the *JOEM* Editorial Board, the AMA's House of Delegates representation and the College's councils; 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.

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 Personnel Committee, and Joint House/Board Officer Nominating Committee, and the Bylaws Committee. The president-elect shall be a member of the Finance 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 is the chair of the Joint House/Board Liaison Committee, and shall be a member of the Personnel Committee, the Finance Committee, and the Joint House/Board Officer Nominating Committee. The vice president shall be the chair of the Awards Committee and the responsible officer for the Sappington Lecture and Gehrman Lecture. 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 Bylaws Committee, Board of Examiners for Fellow and Master Candidates, Membership Committee and serves as chair of the Finance Committee. In general the secretary/treasurer shall perform all the duties normally incident to the office of secretary/treasurer and 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.

ARTICLE X – EXECUTIVE DIRECTOR

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 or such other title as the Board of Directors may determine from time to time, with the duties and authorities defined below.

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 executive director 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 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.

Section 3. Bonding. The executive director shall be bonded, at the expense of the College, in an amount and by a company determined by the Board of Directors.

ARTICLE XI – HOUSE OF DELEGATES

Section 1. General Purpose. The House of Delegates shall: a) deal with resolutions from component societies, 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. It shall nominate candidates to be directors of 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.

(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).

(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) 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 one meeting to be held in the spring of each year, the second in the fall of each year. Special meetings of the House of Delegates may be called for a specified purpose by the president, the speaker, 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 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.

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.

(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 committee 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.*

(i) 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.

(ii) 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:

(a) 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

(b) 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.

(iii) 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 committees 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 Joint House/Board Officer Nominating 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 Joint House/Board Officer Nominating 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.

Section 5. Committees. The speaker of the House of Delegates may create committees and appoint the members thereof to: a) consider resolutions and reports of the House of Delegates; b) nominate candidates for the Board of Directors and for officers of the House of Delegates; and c) make recommendations for appointments to other committees.

Section 6. Miscellaneous. Two (2) delegates shall be appointed by the House of Delegates as alternate members of the Joint House/Board Officer Nominating Committee in the event the House officers should be unable to serve on this committee.

ARTICLE XII – COMMITTEES, COUNCILS, AND SECTIONS

Section 1. Committees of the Board of Directors. The president may create one or more committees of the Board of Directors (Board committees) and appoint directors or such other persons as the Board designates to serve on Board committees. Each Board committee shall consist of two or more members of the Board of Directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board. Only Board committees may exercise authority of the Board of Directors, and then only to the extent permitted by law.

Section 2. Executive Committee. The Board of Directors shall have the power to appoint a Board committee called the Executive Committee which shall be composed of the officers of the College and the speaker of the House of Delegates and which, to the extent permitted by law and by the resolution appointing 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. 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, Board of Directors members or other invited persons may attend meetings of the Executive Committee. Only members of the Executive Committee shall vote.

Section 3. Committees of the College. A committee of the College is a group of members charged with a particular area of responsibility. Unless otherwise specified, committee members serve for one year at the prerogative of the president or the office or body that appointed them. All committees of the College report to the Board of Directors through a responsible officer or council, which shall review accomplishments, objectives and membership annually. Each standing committee of the College is guided by a written statement of its function, responsibility and/or objective that is approved by the Board of Directors. No committee may act on behalf of the College or bind it to any action.

(a) *Standing Committees.* A standing committee is appointed by the president to address responsibilities outlined in the bylaws or assigned to it by the president, Board of Directors, or council. Members of a standing committee serve from time of appointment until the next annual meeting unless removed by the president or the body that appointed them. Standing committee members may be reappointed based on service. If the bylaws do not so provide, the president may designate which officer shall be responsible for supervising the work of each standing committee. A standing committee may appoint sub-committees composed of its own members to assist in the committee's work. Standing committees may include but are not limited to Finance Committee, Membership Committee, Board of Examiners for Fellow Candidates, Joint House/Board Officer Nominating Committee, Personnel Committee, Bylaws Committee, House/Board Liaison Committee.

(b) *Special Committees.* A special committee is appointed by the president, Board of Directors, or council to perform a specific task or function as outlined at the time of appointment. Special committees have a termination date upon appointment, which can be extended should the assigned task not be completed or additional tasks be assigned. A special committee automatically ceases to exist upon acceptance of its final report by the Board of Directors.

Section 4. Councils of the College. The president may appoint councils, and the members thereof, which shall advise the Board of Directors with regard to particular matters within their expertise concerning the operation of the College. Councils are responsible for oversight of major areas of interest to the College, e.g., education, scientific and government affairs. Members shall be chairs of committees or members at large. Councils provide guidance and oversight to committees, reviewing proposed position statements before being submitted to the Board.

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 XIII – 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.

(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.

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 and shall not be deemed to be a member in good standing.

(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 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.

ARTICLE XIV – 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, 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.

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 XV – 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 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.

ARTICLE XVI – 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, 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 thereat to the holding of the meeting because proper notice was not given.

ARTICLE XVII – 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 or section, shall be governed by the current edition of *Sturgis 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.

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 XVIII – 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 XIX – 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.

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

Membership 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 Mtgs. Unless in Executive Session	Receive Official College Publications
	Attend & Participate in Discussion	Vote			Serve	Vote		
Fellow	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Master	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Active	Yes	Yes	No	Yes	Yes	Yes	Yes	Yes
Associate	Yes	No	No	No	Yes	No	Yes	Yes
Affiliate	Yes	No	No	No	Yes	No	Yes	Yes
Student/Resident	Yes	No	No	No	Yes	Yes	Yes	Yes
Honorary	Yes	No	No	No	Yes	No	Yes	Yes
Retired	Yes	No	No	No	Yes	No	Yes	At cost