

SOUTHERN COLLEGE OF OCCUPATIONAL AND ENVIRONMENTAL MEDICINE (SOCOEM) BYLAWS

Approved by SOCOEM Board on August 14th, 2024

Approved by Membership on November 1st, 2024

ARTICLE I – NAME, PURPOSE AND LIMITATIONS

Section 1. Name. The name of the Corporation is Southern College of Occupational and Environmental Medicine (SOCOEM) and will be referred to as SOCOEM throughout this document. SOCOEM is a component society of the American College of Occupational and Environmental Medicine (ACOEM). SOCOEM is organized under the Texas Nonprofit Corporation Act. SOCOEM's principal place of business shall be delineated in the Standard Operating Procedure (SOP) of SOCOEM.

Section 2. Purpose. The purpose of SOCOEM shall be to promote and advance the profession of Occupational and Environmental Medicine through charitable, educational, and scientific activities as well as represent and promote the interests of health professionals who practice occupational medicine.

Section 3. Limitations. Notwithstanding any other provisions of these bylaws to the contrary:

(a) No part of the SOCOEM'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 SOCOEM 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. Honorarium for speaking may be paid to non-members who teach at SOCOEM Educational Meetings.

(b) SOCOEM shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (IRC) of 1986 as amended from time to time, (the "Code") or the corresponding provisions of any future United States revenue statute.

ARTICLE II – MEMBERSHIP AND CLASSIFICATION

Section 1. Represented States. SOCOEM shall admit qualified members from the states listed below. In addition, SOCOEM may admit qualified members from adjacent component areas with the approval from SOCOEM's Board of Directors.

- (a) Alabama
- (b) Arkansas
- (c) Georgia
- (d) Kentucky
- (e) Louisiana
- (f) Mississippi
- (g) Oklahoma
- (h) Tennessee
- (i) Texas

Section 2. Membership Classes. SOCOEM membership shall consist of seven (7) classes of members. Membership Classes/Eligibility a-g shall mirror those set out in the ACOEM bylaws ARTICLE IV: MEMBERSHIP, Section 3. Eligibility.

- (a) Fellow
- (b) Active
- (c) Retired
- (d) Student
- (e) Resident
- (f) Associate
- (g) Honorary

(a) Fellow Member. A SOCEM physician who has been recognized for expertise and experience by the American College of Occupational and Environmental Medicine (ACOEM) and awarded the distinction of Fellow.

(b) Active Member. Any physician who meets the general criteria for membership in ACOEM bylaws Article V, Section 1.

(c) Retired Member. A Fellow, Active, or Associate Member who meets the criteria for retired member status as determined by the Board of Directors, and has retired status in ACOEM. Retired Members do not pay dues, may not hold office and may not vote.

(d) Student Member. Any medical student accepted for membership. Their annual dues will be reduced in accordance with SOCOEM's SOP. Student Members may not hold office or vote.

(e) Resident Member. Any full-time medical postgraduate trainee accepted for membership. Resident members may not be elected as Officers of SOCOEM, but may be Directors and Committee Chairs. Resident members are allowed to vote.

(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. Any non-physician who has worked 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), or other such groups as the Board may identify from time to time. Associate

Members may not hold office as Officer or Director or Committee Chairman and may not vote. They may be Committee Members.

(g) Honorary Member. Any person who has attained a position of leadership and made an outstanding contribution in the field of occupational and environmental medicine approved for membership by the Board of Directors. Honorary Members do not pay dues, may not hold office and may not vote.

Section 3. Privileges of Membership. In addition to those requirements set forth elsewhere in these bylaws, the rights of the members of each class of membership shall be as follows:

- (a) The right to attend and participate in discussion at all membership meetings.
- (b) The right to attend (but not necessarily participate in discussion or vote) all meetings of the Board of Directors (except where otherwise provided in these bylaws or when such meetings are held in executive session).
- (c) The right to attend and participate in committees.
- (d) The right to receive official publications/newsletters of SOCOEM.

Section 4. Voting. Only Fellow, Active and Resident members may vote.

Section 5. Holding Office.

- (a) Officers.** The following classes of members may be Officers: Fellow and Active.
- (b) Directors.** The following classes of members may be Directors: Fellow, Active and Resident.
- (c) Committee Chairs.** The following classes may be Committee Chairs: Fellow, Active and Resident.

Section 6. Discontinuance of Membership. Any member in good standing may withdraw from SOCOEM membership by giving written notice to the President, Vice President or Secretary.

Section 7. Disciplinary Action.

- (a) Any member in good standing may file a complaint against another member if that member, in good faith, is believed to have violated the Bylaws or Policies of the ACOEM or SOCOEM, including those contained within ACOEM's Member Code of Ethics. Examples of unethical conduct may include, but are not limited to: expulsion from

membership in a professional organization, association or society for reasons involving unprofessional or unethical conduct; conduct involving dishonesty, fraud, deceit, moral turpitude, misrepresentation, false testimony, or harassment; revocation or suspension of a license or certification to practice in one's profession for reasons involving unprofessional or unethical conduct; or issuing false statements that marginalize or attack ACOEM, ACOEM members, SOCOEM members, ACOEM or SOCOEM executive or administrative staff.

(b) Such charges must be made in writing signed by one or more members. The charges should be submitted to the President of SOCOEM.

(c) The President shall then refer the complaint to the Ethics Committee for a preliminary investigation.

(d) The Ethics Committee shall investigate, as appropriate, and invite the member to meet with the Committee. The member may provide evidence deemed appropriate in defense of such complaints and/or charges and may be represented by counsel.

(e) The Ethics Committee shall deliberate and determine a recommendation for action and deliver a written report to the Executive Committee. Such a recommendation could include, but is not limited to, no action, censure, or forward to ACOEM for further investigation and action.

(f) The Executive Committee shall meet and consider the report of the Ethics Committee and its recommendations. The Executive Committee shall then either dismiss the charge and/or complaint, censure or submit the complaint to ACOEM Conduct and Ethics and Conduct Committee for further investigation which could lead to an ACOEM hearing.

ARTICLE III – MEMBERSHIP MEETINGS AND EDUCATIONAL CONFERENCES

Section 1. Annual Business Meeting. SOCOEM shall hold at least one business meeting yearly that is open to all SOCOEM members. The meeting will be held in geographically diverse locations as feasible that maximizes the potential for member attendance. Officers, Directors, Delegates and Alternate Delegates of SOCOEM will be elected during the annual meeting. If there is a Scientific conference it will be held in conjunction with the annual business meeting.

Section 2. Special Membership Meetings. Special membership meetings of SOCOEM may be called by the President, the Board of Directors, or by a written petition of no fewer than 20 voting members of SOCOEM.

Section 3. Time and Location. The meeting shall be held at the time and place selected by the Board of Directors, which shall have the authority to approve the necessary expenses therewith.

Section 4. Notice of all Membership Meetings. 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) days nor more than sixty (60) days before the date of the meeting. However, at least twenty (20) days written notice shall be provided with regard to any meeting that considers the removal of any director.

Section 5. Quorum. 10 % of voting membership as of February 1 of each calendar year 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 which is voted on.

Section 6. Voting. 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 SOCOEM, except where otherwise provided by law, the articles of incorporation or these bylaws.

Section 7. Proxies. A member entitled to vote may vote by proxy executed in writing by the member or by that member's duly authorized attorney-in-fact. No proxy shall be valid after six (6) months from the date of its execution, however may be valid for less time if specifically stated.

Section 8. Educational Conference. The Educational Conference may be held in conjunction with the annual membership meeting at the time and place selected by the Board, which shall have the authority to approve the necessary expenses associated therewith.

ARTICLE IV – OFFICERS

Section 1. Officers. The officers of SOCOEM shall be: President, Vice President, Secretary, Treasurer and Immediate Past President. In addition, these members shall be considered Trustees of SOCOEM and members of the Executive Committee. Only the classes of members that can be elected as officers are: Fellow and Active.

Section 2. Duties of Officers and Terms of Office.

(a) 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 SOCOEM and shall perform all duties normally incident to the office of the President and such other duties as may be assigned to him or her by the Board of Directors. The President shall preside at all business/membership meetings, Board of Directors meetings and the Executive Committee meetings. The president shall be authorized to appoint all

committee chairs, and appoint all committees not otherwise provided for. The president shall be an ex-officio member of all committees and councils. The president shall be authorized to speak on behalf and in the name of SOCOEM in the expression of policies established by the Board of Directors. The President shall be authorized to enter into any contract or agreement and to execute in the name of SOCOEM if approved by the Board of Directors. If neither the President or VP are available to serve, an interim President will be determined by a majority vote of the Board. The term is for one (1) year. After their term as President, he or she shall become the Immediate Past President.

(b) Vice President. The Vice President (VP) shall serve as the President in the event of the absence of the President. The VP will be the program chair for the Educational Conference. He/She will appoint other members to assist in carrying out this task. The term is for one (1) year. The VP shall automatically assume the office and duties of the President following the vacation of that position by the President.

(c) Secretary. The Secretary shall keep an accurate record of all the transactions of all meetings of SOCOEM including business/membership, special, board meetings and executive committee meetings ensuring the minutes are maintained as permanent records. Minutes shall be available no later than 60 days following a meeting. The Secretary shall keep a current list of all members of SOCOEM and contact information such as email and phone number as provided by ACOEM. The Secretary shall be responsible for ensuring all notices of meetings are sent within specified timelines. The Secretary shall ensure the Newsletter and other important information is sent to the membership when available. The term is for two (2) years.

(d) Treasurer. The Treasurer shall keep full and accurate records of all funds and financial transactions of SOCOEM. When the Executive Director is not available, the Treasurer shall be the custodian of SOCOEM's funds and make proper disbursements to pay the obligations of SOCOEM subject to approval of the Board. The Treasurer shall ensure appropriate federal and state income tax statements are filed as may be required. The Treasurer shall keep in a separate ledger, an accounting of the funds of the Educational conference as they are turned in by the Conference Chair and/or the Planning Committee. The Treasurer shall annually audit such funds, and account for all receipts and disbursements. The Treasurer shall submit an annual financial report including budget and expenses of the prior year, and also includes the Educational conference income and expenses as a separate line item to SOCOEM membership in such form as may be determined by the Board. In addition, at the annual business meeting, the Treasurer shall provide a report of SOCOEM's financial status, annual budget and expenses for the prior year. The term is for two (2) years.

(e) Immediate Past President. The Immediate Past President will be a member of the Executive Committee and will advise the other members of the committee on any issue where there has been any prior experience during his/her tenure as member of the Executive Committee or as President. The term of the Immediate Past President will be for one (1) year to be succeeded by the vacating President.

Section 3. Election of Officers. Nominations for the offices of Vice President, Secretary and Treasurer will be accepted by self-nomination or by nomination by any Active Member prior to the annual business meeting. If there are no candidates for a given position, nominations can be accepted at the Business meeting. Voting for Officers shall occur in conjunction with the SOCOEM Annual Business meeting. Voting means can be in person, electronic, email or via proxy. When there is a quorum, a simple majority will determine the decision. Elections for Treasurer and Secretary shall be held during alternate years where possible. The term of each officer shall begin after the conclusion of the Annual Business Meeting.

Section 4. Removal of Officers. Any Officer may be removed for 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 membership meeting; provided 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. Only the named Officer or Officers may be removed at such a meeting. Only SOCOEM members entitled to vote can remove an officer.

Section 5. Resignation. Any Officer may resign their position upon giving written notice to the Board of Directors, to the President or the Secretary of SOCOEM. The resignation shall take effect on the date of receipt or on the date specified in the letter.

Section 6. Vacancies. The Board of Directors shall have the power to fill vacancies among the Officers to serve the remainder of the term for that position.

Section 7. Executive Committee. The Executive Committee, which is made up of the officers of SOCOEM (President, Vice President, Secretary, Treasurer and Immediate Past President), shall function IAW SOCOEM bylaws ARTICLE VI Section 6.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation, of these bylaws, and of the laws of the State of Texas, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by a **Board of Directors (“Board”)**.

Section 2. Number and Qualification. The authorized number of members of the Board shall be fourteen (14) including the four (4) current elected officers, the immediate past President (1), and five (5) elected directors-at-large (DAL) and four (4) SOCOEM representatives for House of Delegates. Only Fellow, Active and Resident members may be Directors of SOCOEM. Changing the number of directors requires a 2/3 vote of the Board of Directors.

Section 3. Position, Election and Tenure.

(a) Officers. Officers are elected IAW SOCOEM bylaws ARTICLE IV Section 2. The tenure of the five (5) Officers shall be as described in SOCOEM bylaws ARTICLE IV, Section 2.

(b) Directors-at-Large (DAL). Directors-at-Large (DAL) members will serve in staggered two (2) year terms. They will be elected by the general membership at the Annual Business meeting, and their term will start at the end of the business meeting. Both Alternate Delegates will be a DAL as part of the five (5) total Directors At Large (voted in as an Alternate Delegate) serving a 3-year term.

Election for new Directors shall occur in the year below designated:

Director 1 and 2: even-years

Director 3, 4 and 5: odd-years

(c) Delegates and Alternate Delegates. Delegates are elected by the general membership at the annual business meeting and serve in the ACOEM House of Delegates as outlined in ACOEM bylaws ARTICLE X and SOCOEM bylaws Article VII. The Delegates and Alternate Delegates serve a three (3) year term, and shall be eligible for re-election at the pleasure of the President. No Delegate or Alternate Delegate may serve more than two (2) terms consecutively. Delegates and Alternate Delegates are required to attend at least 60% of SOCOEM BOD meetings each year.

Section 4. Vacancies. The Board shall have the power to fill vacancies among the Directors to serve for the remainder of the term for that position as a Board member.

Section 5. Meetings of the Board of Directors. Regular BOD meetings shall be held no less than four (4) times per year at a time and place determined by the Board or virtually. A regular meeting of the Board may be held in conjunction with each annual SOCOEM meeting.

Section 6. Special Meetings of the Board of Directors. Special BOD meetings may be called by the President or by any three Directors at such time and place as shall be designated in the call or virtually.

Section 7. Notice. 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

Section 8. Time and Location. The President shall determine the time and place for BOD meetings. Virtual Meetings are acceptable forms of Board Meetings. When the Board Meeting is held in conjunction with the Annual membership meeting, the time and place shall be selected by the Board of Directors, at the Annual Meeting location.

Section 9. Quorum. A simple majority of the Board members shall be necessary to constitute a quorum for the transaction of business.

Section 10. Voting. The act of a majority of the eligible voting members of the Board of Directors 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. When there is an even number of eligible voting members at a Board of Directors meeting, the President shall vote only if there is a tie.

Section 11. Consent. In lieu of a special meeting of the Board, a resolution in writing, and approved in writing (including email) by a simple majority of the Board, shall be deemed as valid and binding as if such resolution had been duly adopted at a meeting regularly called and noticed.

Section 12. Removal of Directors. A Director may be removed for 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 membership meeting; provided that written notice that a purpose of the meeting is to vote to remove one (1) or more directors named in the notice, and it shall have been delivered to all members entitled to vote. Only the named director or directors may be removed at such a meeting. Only SOCOEM members entitled to vote can remove a director.

Section 13. Cause for Removal. The cause for removal is listed below, but not limited to the following:

- (a) Failure to attend more than sixty percent (60%) of the meetings of the Board of Directors in a year period or three consecutive meetings without reasonable cause.
- (b) Failure to continue to meet Fellow or Active Member requirements of either ACOEM or SOCOEM.
- (c) Failure to meet ACOEM and SOCOEM ethical and professional requirements.

ARTICLE VI - COMMITTEES

Section 1. Ad-Hoc Committees. The President may appoint ad-hoc committees that serve in an ad-hoc fashion at the discretion of the President, with such powers and duties as the President may determine.

Section 2. Standing Committees. A Standing Committee is a permanent committee of SOCOEM to do any work in a specific field of reference assigned to it by the bylaws or referred to it by the President, Executive Committee or Board.

Section 3. Chairs of Standing Committees. Unless as otherwise stated, the Chairs of Standing Committees shall be appointed by the President and shall serve for terms of one (1) year. The Chair of the Committee shall have the power to appoint the members of each Committee.

Section 4. Standing Committee names. The Standing Committees shall include, but not be limited to the following:

- (a) Ethics and Bylaws Committee

- (b) Executive Committee
- (c) Membership and Nominating Committee
- (d) Program Committee
- (e) Public Relations and Legislative Committee

Section 5. Ethics and Bylaws Committee.

(a) Ethics Responsibilities. This committee shall monitor SOCOEM activities to ensure all members act in support of the principle of transparency, in support of the interests of SOCOEM and avoid any conflict – financial or otherwise – between their respective individual interests and the interests of SOCOEM in any and all activities undertaken by them on behalf of SOCOEM. The Committee is responsible for reviewing any potential conflict of interest that is raised and make a recommendation in a written report to the President and Executive Committee. It shall be the function of the Committee to take cognizance of, investigate and make recommendations on questions affecting the ethical relations of members to each other, to the Association, to the profession, and to the public. When properly brought before it, the committee shall justly and honestly investigate and report findings to the Executive Committee according to SOCOEM bylaws ARTICLE II Section 7, any charges of inappropriate or unprofessional conduct preferred against any member.

(b) Bylaws Responsibilities. The Committee shall have referred to it all proposed changes to the bylaws which it shall consider and provide recommendations to the Board of Directors. The committee may also propose changes in the bylaws to the Board. The bylaws chair will be responsible for presenting the recommended bylaws changes to the Membership at the annual Business Meeting for voting. When bylaws changes are approved by the Membership the Committee shall be responsible to update the changes in the SOCOEM bylaws and corresponding section of the SOCOEM Standard Operating Procedures (SOP) and ensure they are available to the membership.

Section 6. Executive Committee. The President shall be the chair of the Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of SOCOEM between meetings of the Board of Directors such as but not limited to time critical issues and sensitive ethical issues. The Executive Committee shall report all decisions except sensitive ethical issues to the Board of Directors.

Section 7. Membership and Nominating Committee.

(a) Membership Responsibilities. The Committee is responsible for recruiting and retaining SOCOEM members in coordination with SOCOEM activities/programs. The Committee is responsible for reaching out to new members to welcome them to the organization and encourage their involvement in the organization. The Committee helps ensure accurate membership information and accurate email lists.

(b) Nomination Responsibilities.

1. The Committee shall present to the Secretary a complete slate of members for elected positions no less than two (2) months before the Annual Membership Meeting date for publication to the membership. The Committee shall faithfully and carefully investigate the personal and professional standing of all applicants for membership and evaluate if they meet criteria for the position, and report on the same with recommendations to the Board. This committee also shall make nominations for all vacant offices. During the annual business meeting, the chair is responsible for presenting the slate of officers to be voted on.

2. **Awards Responsibilities.** In addition, the Committee shall review awards packages for both SOCOEM and ACOEM. No less than three (3) Committee members shall meet and select SOCOEM award winners. The Committee shall review ACOEM award packages and ensure the packages meet the award criteria prior to submission.

Section 8. Program Committee. The Program Committee shall be chaired by the Vice President. The Program Committee shall develop and conduct all aspects of the Educational Conference for the ensuing year. They will:

- (a) Recommend and get BOD approval for the venue.
- (b) Arrange qualified speakers.
- (c) Submit and obtain approval from the SOCOEM Board of Directors for the conference budget prior to execution.
- (d) Ensure all Accreditation Council for Continuing Medical Education (ACCME) CME rules are met.
- (e) If sponsors are present, ensure ACCME Standards for Commercial Support to ensure the independence of CME activities are met.
- (f) Ensure all required documentation is completed and turned in to appropriate agencies within required timelines.
- (g) Track all income, income sources and expenses related to the Educational Conference. Submit the finance information to the Treasurer to be included in the Treasurer's report.

Section 9. Public Relations and Legislative Committee. This committee shall monitor SOCOEM constituent States' legislation for activities or public policy that may have an impact on Occupational Medicine or the provision of health care to employees. This committee will receive, evaluate and make recommendations to the Board on resolutions before they are forwarded to the ACOEM House of Delegates for consideration. This Committee shall carefully investigate all matters of public policy and legislation having a sanitary, hygienic or other medical relation. With consent of the board, this committee shall have the right to cooperate with similar committees from other organizations whose purpose is for the betterment of social or economic conditions, provided that such activities do not

jeopardize SOCOEM's status under section 501(c)(3) of the IRC, as noted in SOCOEM bylaws ARTICLE I Section 3.

ARTICLE VII - DELEGATES

Section 1. Number of Delegates. The number of Delegates from SOCOEM allowed to vote at the ACOEM House of Delegates (HOD) is determined by ACOEM staff, as listed in the ACOEM Policy Manual Chapter 8, based on the numbers of Physician Members in good standing as of February 1st of the current year.

Section 2. Qualification. Only Fellow and Active members shall be Delegates or Alternate Delegates representing SOCOEM according to ACOEM Bylaws ARTICLE X Section 2.(a). Residents/Recent Graduates and non-physicians are represented at ACOEM HOD by their specific Sections.

Section 3. Election. Delegates and Alternate Delegates are elected by the general membership. However, if there is an unplanned vacancy, the Board can elect a Delegate or Alternate Delegate (for the remainder of the term) to ensure full representation for SOCOEM at the ACOEM House of Delegates meetings. ACOEM requires no less than six (6) weeks notice prior to a HOD meeting for changes in names of Delegates.

Section 4. Term of Office. See SOCOEM bylaws ARTICLE V Section 3.(c).

Section 5. SOCOEM BOD Responsibilities. SOCOEM BOD shall ensure the following:

- (a) The BOD will track and be aware of the dates for ACOEM HOD meetings to ensure maximum participation.
- (b) Track and be aware of how many delegates or alternate delegates are unable to attend an ACOEM HOD meeting.
- (c) The President shall review and approve the annual component report prepared by one Delegate prior to submission. This report is submitted electronically and shall be submitted 2 months prior to an ACOEM HOD meeting.
- (d) The BOD will ensure at least 50% of the full delegation participate at three of the prior four ACOEM House of Delegates meeting.

Section 6. Delegate Responsibilities.

- (a) Attend where possible both ACOEM HOD meetings each year (Spring and Fall). If unable to attend inform the SOCOEM President and other Delegates/Alternate Delegates to ensure maximum SOCOEM voting representation at the ACOEM HOD.

(b) Be prepared to vote for the HOD Resolutions representing SOCOEM's interests.

(c) One Delegate shall prepare a written report no less than annually (typically for the Spring HOD meeting), which must be approved by the SOCOEM President prior to submission. This report to ACOEM is reviewed by the House of Delegates. The report shall include SOCOEM activities and accomplishments in the previous year. One delegate will submit the report electronically 2 months prior to a HOD meeting.

(d) One Delegate will report decisions of the HOD and other important information back to the SOCOEM Board and to the general membership.

ARTICLE VIII – ADMINISTRATIVE

Section 1. Bylaws. SOCOEM shall have a copy of the component bylaws on file with ACOEM and notify ACOEM of any changes in the component's bylaws.

Section 2. Officers and Mailing Address. Notify ACOEM of any changes in component officers or official mailing address for the component within 60 days.

Section 3. Dues. SOCOEM dues will be determined by the Board of Directors, who will then communicate with ACOEM staff regarding any changes in SOCOEM dues. Dues will be collected by ACOEM, and then paid to SOCOEM.

Section 4. Educational Conference. The Board of Directors shall approve the Educational Conference fees.

Section 5. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of SOCOEM 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 SOCOEM, and such authority may be general or confined to specific instances.

Section 6. Checks, Drafts, Notes Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SOCOEM shall be signed by such officer, officers, agent or agents of SOCOEM in such a manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination by the Board of Directors, such instruments shall be signed or authorized by the Treasurer of SOCOEM.

Section 7. Deposits. All funds of SOCOEM shall be deposited from time to time to the credit of SOCOEM in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8. Gifts. The Executive Committee may accept on behalf of SOCOEM any contribution, gift, bequest or device for the general purposes or for any special purpose of SOCOEM.

Section 9. Compliance with ACOEM Bylaws. Because SOCOEM is a Component Society of ACOEM, any SOCOEM bylaw or issue that is not in keeping or is contrary to the ACOEM bylaws is declared void, and the ACOEM bylaws and jurisdiction take precedence over SOCOEM bylaws.

Section 10. Books and Records. SOCOEM shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors.

ARTICLE IX - AMENDMENTS

These by-laws may be altered, amended, or repealed in whole or in part by a simple majority vote of the Members where a quorum has been obtained, at any regular meeting or at any special meeting called for the purpose, provided notice of the proposed change(s) shall have been sent to each member at least thirty (30) days before the meeting.

ARTICLE X – EXECUTIVE DIRECTOR

Section 1. Employment. The Board of Directors may employ a salaried part-time, executive either as an institution or an individual for the role of Executive Director with the duties and authorities defined below. If there is no Executive Director, the duties shall be carried out by appropriate officers.

Section 2. Duties and Authority. The Executive Director shall be responsible to the Board of Directors for the day-to-day administration of the affairs of SOCOEM; implementing policies and management directives as determined by the Board of Directors.

- (a) The Executive Director shall attend all regular and special meetings of the Board of Directors, the annual business meeting, and special membership meetings of SOCOEM. The Executive Director shall attend Executive Committee meetings as required.
- (b) The Executive Director 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.
- (c) The Executive Director shall maintain and enhance internal and external relationships.
- (d) The Executive Director shall carry on correspondence of SOCOEM and all other business of SOCOEM as delegated by the Board of Directors.

- (e) The Executive Director shall have custody of all official documents.
- (f) The Executive Director shall have custody of all funds and financial documents and maintain financial books (funds, and account for all receipts and disbursements) and records for the society which will be audited by the Treasurer.
- (g) The Executive Director shall receive all money belonging to SOCOEM, give a receipt thereof and turn all money over to the custody of or pursuant to the direction of the treasurer.
- (h) The Executive Director shall ensure all required SOCOEM records are provided to the Registered Agent recognized by the Texas Secretary of State for archival purposes.
- (i) The Executive Director shall complete all other duties and tasks as directed by the Board of Directors or the president.
- (j) The Executive Director shall be paid a salary, the amount to be determined by the Board of Directors.
- (h) In the event the Executive Director no longer works for SOCOEM, the Executive Director shall ensure an orderly turnover of all SOCOEM official documents and funds.

Section 3. Bonding. The Executive Director shall be bonded, at the expense of SOCOEM, in an amount and by a company determined by the Board of Directors.

ARTICLE XI – DISSOLUTION

Section 1. Voluntary Dissolution. The dissolution of the Corporation 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 Corporation 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 Corporation, shall be given to each member entitled to vote with 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 the quorum is present, a vote of the members shall be taken on the resolution to dissolve the Corporation 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.

(d) Upon dissolution, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, distribute all remaining and residual assets to a qualifying 501(c)3 organization.

Section 2. Involuntary Dissolution. If there is an involuntary dissolution required by ACOEM bylaws, the Board of Directors shall determine the dissolution date, notify membership and ensure all debts are paid then monies are distributed IAW the requirements in SOCOEM bylaws ARTICLE XI, Section 1. (d).