

**CENTRAL STATES OCCUPATIONAL & ENVIRONMENTAL
MEDICINE ASSOCIATION BYLAWS**

*Approved March 13, 2020
Lisle, Illinois*

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BYLAWS

CENTRAL STATES OCCUPATIONAL AND ENVIRONMENTAL MEDICINE ASSOCIATION

ARTICLE I: NAME AND PURPOSES

Section 1. Name

The name of the Association shall be:

CENTRAL STATES OCCUPATIONAL AND ENVIRONMENTAL MEDICINE ASSOCIATION and will be referred to as CSOEMA or the Association in subsequent portions of this document.

THE AMERICAN COLLEGE OF OCCUPATIONAL AND ENVIRONMENTAL MEDICINE (ACOEM) is the parent organization and will hereafter be referred to as the College or ACOEM.

Section 2. Purposes of CSOEMA

The Association is organized for the purposes of furthering the goals of ACOEM by providing geographic leadership to promote optimal health and safety of workers, workplaces, and environments by:

- (a) Serving as a geographic component of ACOEM and furthering the objectives of the College;
- (b) Complying with the principles of the ACOEM bylaws as amended and adopted by the ACOEM Board of Directors;
- (c) Uniting into one organization those physicians and selected other health professionals in a specified geographic area who champion the health and safety of workers, their families, and communities;
- (d) Providing a forum to educate members, other health professionals, employers, workers, organizations and the public about occupational and environmental health, and workplace health, safety and productivity;
- (e) Promoting and preserving the highest professional standards of occupational and environmental medicine practice;
- (f) Stimulating research and advancing the field of occupational and environmental medicine practice;

- (g) Guiding public policy, within our geographic region, with the best science and practices of occupational and environmental medicine;
- (h) Representing and promoting the interests of physicians who specialize in occupational and environmental medicine in our geographic region;
- (i) Recognizing the diversity of its members and encouraging all segments to participate in CSOEMA activities and leadership opportunities.

Section 3. Limitations

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

No part of the Association's net earnings or assets shall inure to the benefit of, or be distributable to, any member, governor, officer or other private person, except that the Association 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.

ARTICLE II: VISION AND MISSION

Section 1. Vision

CSOEMA serves as a Component Association of ACOEM, and ACOEM is the pre-eminent physician-led organization that champions the health of workers, safety of workplaces, and quality of environments.

Section 2. Mission

- (a) OEM MISSION: OEM is the medicine specialty devoted to prevention and management of occupational and environmental injury, illness and disability, and promotion of health and productivity of workers, their families, and communities.
- (b) CSOEMA MISSION: The mission of the Association is that of a regional component of ACOEM and is reflective of the parent organization. The ACOEM mission is to promote optimal health and safety of workers, workplaces, and environments by:
 - i. Educating health professionals and the public;
 - ii. Stimulating research;
 - iii. Enhancing the quality of practice;
 - iv. Guiding workplace and public policy; and

- v. Advancing the field of occupational and environmental medicine.

ARTICLE III: MEMBERSHIP

Section 1. Geographical Boundaries.

The geographic boundaries of the Association shall be the states of Illinois, Indiana, Iowa, Minnesota, Missouri, North Dakota, and Wisconsin.

Section 2. Criteria for Membership.

Members of the Association shall comply with the general criteria for membership of the ACOEM as stated in Article IV of the ACOEM bylaws and undergo the procedures of application. Members of the Association must maintain a primary residence or primary work site within the geographic boundaries of the Association except as allowed by the ACOEM bylaws or unless otherwise approved by the CSOEMA Executive Committee and Board of Governors.

Section 3. Dues.

ACOEM membership dues are specified in the bylaws of the College of which this Association is a component. Separate Association or component dues will be approved by the Board of Governors, collected by ACOEM and disbursed to this Association.

Section 4. Classes of Membership.

Membership in the Association shall consist of the following classes (as per ACOEM):

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

Section 5. Eligibility.

Physician Members

(a) Fellow.

Fellowship consideration shall be limited to those Active Members who meet the basic requirements for Fellowship in the ACOEM and have submitted an application for Fellowship with associated documentation and received approval for that designation from the Board of Directors.

(b) Active.

Active members shall be doctors of medicine or doctors of osteopathic medicine who have an interest in occupational medicine, make application and pay their

dues to ACOEM and this component. They should meet the ACOEM general criteria for membership in Article IV of the ACOEM bylaws.

(c) Retired.

A Fellow, Active, or Associate Member who meets the criteria for retired member status determined by the ACOEM Board of Directors shall be eligible to apply to the Board of Directors for retired status. Retired members may retain their Fellow designation. Members of the former Master class may also retain their Master designation.

(d) Resident Member.

Any full-time medical postgraduate physician trainee shall be eligible to apply to be a Resident Member.

Non-Physician Members

(e) Student Member.

Any medical student (active in a program toward MD or DO degree) shall be eligible to apply to be a Student Member.

(f) Associate Member.

The following occupational health professionals shall be eligible to be an Associate Member:

- i. Any non-physician who has attained a doctorate level degree of PhD, ScD, DrPH or EdD in occupational and/or environmental health disciplines.
- ii. Any non-physician working in a field related to occupational and environmental medicine who has a master's level degree in a related field, is a Certified Physician Assistant, is a Licensed Nurse Practitioner, or is a Certified Occupational Health Nurse (COHN).

Other 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 thereto shall be eligible to be elected to honorary membership by the ACOEM Board of Directors and/or CSOEMA Board of Governors.

ARTICLE IV: OFFICERS AND GOVERNORS

Section 1. Officers.

The Officers of the Association shall be the President, President-Elect, Vice President, Secretary-Treasurer and Immediate Past-President. These officers shall comprise the Executive Committee, which shall be responsible to the Board of Governors and the Association for administration of the affairs of the Association between meetings of the Board of Governors. The members of the Executive Committee will also be voting members of the Board of Governors although the President will only vote in the event of a tie vote. Officers of the Association will preferentially be Fellows of the College.

The President-Elect, Vice President and Secretary-Treasurer shall be elected by a majority vote of the Members assembled in the annual business meeting of the Association. They shall begin their term of office on the April 1 following their election to serve for a period of one (1) year, or until their successors are elected and qualified.

Section 2. Duties of Officers.

- (a) President. The President, subject to the direction and control of the Board of Governors, shall have general supervision, direction and control of the business and affairs of the Association 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 Governors. The President shall preside at all meetings of the members of the Association, the Board of Governors and the Executive Committee. The President shall be an ex-officio member of all committees and shall select the National Leadership Award Recipient. The term is for one (1) year.
- (b) President-Elect. The President-Elect shall automatically assume the office of the President following the vacation of that position by the President, who will become the Immediate Past President. The President-Elect shall monitor the Association website and perform other duties as directed by the President. When needed, the President-Elect will chair the Public Policy and Resolution Committee. The term of office will be one (1) year.
- (c) Vice President. The Vice President shall serve as the President in the event of the absence of both the President and President-Elect. The Vice President will normally be nominated for election to succeed the President-Elect. The Vice President is designated to monitor membership issues and foster the shepherding of new members. The term of office will be one (1) year.
- (d) Secretary-Treasurer. The Secretary-Treasurer shall be responsible for ensuring the minutes of the meetings are kept and accurately reflect the activities of the Association. The Secretary-Treasurer will have the fiduciary responsibility for the financial records of the Association and will provide reports to the Board of Governors and to the membership at the annual business meeting or as requested by the President. The Secretary-Treasurer will normally be nominated

for election to succeed the Vice President. The term of office will be one (1) year.

- (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 a member of the Executive Committee or Presidency. The term of the Immediate Past President will be for one (1) year to be succeeded by the vacating President.

Section 3. Board of Governors.

The governing body of the Association shall consist of a board of 13 Governors and the five (5) members of the Executive Committee for a total membership of 18 members. Geographic representation from the member states will be achieved by having one Governor from each state having at least 30 Association members, normally resulting in six (6) state-based Governors. State-based Governors shall be elected for a term of three (3) years by a majority vote of the Association members assembled at the annual business meeting of the Association. The term of membership on the Board will be staggered such that 1/3 of the state-based Governors will be newly elected each year to fill two (2) or more vacancies due to expired terms or for attrition for other reasons.

In addition, six (6) Governors will be elected on an at-large basis to serve a term of three (3) years. The at-large Governors will be staggered such that two (2) or more new Governors will be elected each year to replace two (2) at-large Governors with expiring terms of office, as well as those vacating for any other reason. Finally, in accordance with the definition in Article III, one occupational resident will be elected annually as a Governor with full voting rights. The nominee(s) should not anticipate completion of residency training before December of the year in which the election takes place.

Fellows are preferred for election to the Board of Governors. All newly elected Governors shall begin their terms of office on April 1 following their election. The Immediate Past President will be a member of the Executive Committee and an automatic Board member with a term of one (1) year.

Motions or resolutions will be decided by a majority (more than half or 50%) vote of those Board Members assembled. In case of a tie, the President will cast the deciding vote.

Seven (7) Governors present will constitute a quorum at a meeting of the Board of Governors.

The Board of Governors shall conduct all business of the Association except such as is otherwise provided for by the bylaws.

Section 4. Vacancies.

The Executive Committee shall have the power to select members to fill premature vacancies among the Officers and Governors to serve until the next Annual Meeting of the Association or until their successors are elected and qualified. Vacancies among the Officers will be filled by succession or progression of officers to the next higher level vacated.

Section 5. Delegates.

The Association's representatives to the House of Delegates of ACOEM shall be appointed by the President to serve for a preferred term of three (3) years. The number of delegates will be based upon a formula determined by the ACOEM that allocates delegates in proportion to the number of dues-paying physician members of the College who are members of that particular component society.

ARTICLE V: COMMITTEES

The standing committees shall be appointed by the President and shall serve for terms of one (1) year. They shall fulfill such duties as shall be designated to them by the President. The standing committees shall be:

- (a) Program Committee: The Program Committee Chair, or co-Chairs, for each Spring and Fall meeting will be appointed by the presiding President. The Chair will select committee members who will assist in developing the program content and arranging qualified speakers.
- (b) Nominating Committee: The Nominating Committee will consist of up to three (3) Board and/or Executive Committee members appointed by the President and will normally be headed by the Immediate Past President who will make nominations for all vacant offices.
- (c) Public Policy and Resolution Committee: When needed, the Public Policy and Resolution Committee will consist of a member from each state and be chaired by the President-Elect. Each committee member will monitor their state legislation for activities or public policy that may have impact on occupational medicine or the provision of health care to employees. This committee will receive, evaluate and make recommendations to the Board of Governors on resolutions before they are forwarded to the ACOEM House of Delegates for consideration.
- (d) Executive Committee: The Executive Committee will be comprised of the officers who include the President, President-Elect, Vice President, Secretary-Treasurer and the Immediate Past-President. They will conduct the routine business of the Association to include financial activities. They shall be limited to unscheduled

expenditures of \$2500 for necessary non-budgeted purchases without approval of the Board of Governors.

- (e) Ad Hoc Committee: The routine business between the Spring and Fall meetings will normally be conducted by the Executive Committee as described in these bylaws. The President may find that the sensitivity of issues at hand or the volume of work to be accomplished would warrant appointment of an ad hoc committee. Appropriate committee activities warranting committee appointment on an ad hoc or permanent basis might be membership, bylaws, and finance. The Ad Hoc Committee shall be appointed by the President in consultation with the Executive Committee to serve at most one (1) year, and will report to the Executive Committee.

ARTICLE VI: AMENDMENTS

The bylaws may be changed by the Association upon a two-thirds vote of Members assembled at any regular meeting or at any special meeting called for that purpose, provided notice of the proposed change shall have been sent to each member at least 30 days before the meeting.

Provision must be made to permit members to vote by proxy or by absentee ballot on such a proposed change.

ARTICLE VII: REFERENDUM

A petition for referendum on any motion or resolution may be presented to the Board of Governors when it is signed by 25 Members in good standing. The Board of Governors shall submit same with recommendations to the next regular meeting of the Association or special meeting if it has been announced as called for that purpose. The question shall be considered passed if it receives a two-thirds majority vote of the Members assembled.

ARTICLE VIII: ADOPTION

When bylaws or amendments are adopted, the current officers and members of the Board of Governors of CSOEMA shall continue to serve in office until the terms for which they were elected are completed.

ARTICLE IX: MEETINGS

Continuing Medical Education meetings will normally be held in the Spring and Fall of each year. The Fall meeting will be rotated between the member states as feasible and

practical. The Annual Business Meeting will normally be held in conjunction with the Spring educational meeting.

Section 1. Order of Business.

(a) The order of business of the Board of Governors shall be:

- i. Roll call
- ii. Review of minutes
- iii. Introduction of resolutions
- iv. Reports of committees
- v. Unfinished business
- vi. New business
- vii. Adjournment

(b) The order of business of the annual meeting of the Association shall be:

- i. President's remarks
- ii. Review of minutes
- iii. Invited speaker (when needed)
- iv. Reports of officers, committees and Board of Governors
- v. Miscellaneous business
- vi. Election of officers/governors
- vii. Adjournment

(c) Vote by roll call shall be made upon demand by a majority vote of the membership.

Section 2. Parliamentary Procedure.

All questions of parliamentary procedure or practice regarding the affairs of the Association, including the conduct at meetings of members, of the Board of Governors or of any committee, shall be governed by the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure, except as otherwise specifically provided by law, the articles of incorporation, or these bylaws.

ARTICLE X: EXECUTIVE DIRECTOR

The Association may employ a part-time, salaried executive to serve as Executive Director or such other title as the Board of Governors may determine from time to time. The Executive Director shall be responsible to the Board of Governors for the day-to-day administration of the Association and implementing policies and management directives as determined by the Board of Governors. The Executive Director shall attend all regular meetings of the Board of Governors, the Executive Committee, the annual membership meeting, and special meetings of the Association. The Executive Director shall receive all money belonging to the Association,

give a receipt thereof and turn all money over to the custody of or pursuant to the direction of the treasurer, and all other duties and tasks as directed by the Board of Governors, the President, or the Executive Committee. He or she shall be paid a salary, the amount to be determined by the Executive Committee.

March 13, 2020: Approved-Annual Membership Meeting