

Rocky Mountain Academy of Occupational and Environmental Medicine

Derived from the Bylaws and Constitution of the Rocky Mountain Academy of Occupational and Environmental Medicine, Inc.

ADOPTED February 17, 1960
AMENDED May 1, 1970
November 1, 1985
January 10, 1991

COMBINED AND AMENDED June 27, 2005

Article I - Name

The name of this association shall be the Rocky Mountain Academy of Occupational and Environmental Medicine, (or “the Academy” in this document). The Academy is a component society of the American College of Occupational and Environmental Medicine (ACOEM).

Article II - Purpose

Section 1. Mission

The Academy 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.

Section 2. Educational Mission Statement

The Academy will maintain an Educational Mission Statement. This will be used to allow the Academy to be cosponsored by other organizations for continuing medical education (CME) activities. At least one educational meeting shall be held annually in conjunction with the annual business meeting.

Section 3. Component Society

The Academy will be the regional component society for ACOEM in this region with boundaries of the region to be determined by ACOEM in accordance to ACOEM bylaws. The Academy is a component organization of ACOEM, and all rules, regulations, and bylaws of ACOEM will pertain to all members of the Academy. Failure to maintain membership in ACOEM will automatically preclude membership in the Academy.

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.

Article III - Membership

Section 1. General Criteria for Membership

All members of the Academy must comply with the following criteria:

- (a) 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 of ACOEM, from a foreign medical school, except for associate, student/resident, affiliate, and honorary members, whose credentials must be found acceptable to the Executive Committee of the Academy).
- (b) Completion of an internship or residency of no less than one (1) year's duration for physician members.
- (c) All physician members shall have an unencumbered license to practice medicine, and if the member does not, the application must be reviewed by the Executive Committee on a case-by-case basis.
- (d) Payment of dues in accordance with Article VI of these bylaws.

Section 2. Classes of Members.

The membership classes of the Academy shall mirror those set out in the ACOEM Bylaws.

Section 3. Privileges of Membership

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

- (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 an officer of the Academy.
- (c) the right to attend all meetings of the Executive Committee and committees of the Academy. (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 Academy.

Section 4. Termination of membership

Any member in good standing may withdraw from the THE ACADEMY by giving a written notice to that effect to the President or the Secretary-Treasurer.

Article IV - Officers and Directors – Executive Committee

Section 1. Authority and number.

The affairs, business, and property of the Academy shall be managed and controlled by its Officers and Directors, which will constitute the Executive Committee, numbering not less than five (5) or more than nine (9) exclusive of delegates to the ACOEM House of Delegates. The Executive Committee shall not be charged with electing the Officers and Directors and changing the Bylaws, as these activities require the vote of the general membership of the Academy.

Section 2. Officers and terms of office

Regular, Master, Fellow, and retired members in good standing may hold office. Only voting members of ACOEM, as specified in their Bylaws, shall have the right to be directors and officers of component societies. Officer positions include the President-Elect, Vice-President, President, Past President, and Secretary-Treasurer, and in addition there are general board directors as defined in Article IV, Section 2, f. Delegates to the ACOEM House of Delegates are also Board members.

- (a) Vice-President. The vice-president is nominated by the general membership, and a general election is held to choose a vice-president from the list of eligible nominees. The primary duty of the vice-president is to assist the President in organizing educational and other activities deemed necessary by the Board of Directors. The term of vice-president is one year, and the vice-president then succeeds to the president-elect. The vice-president will serve as President in the absence of the President and president-elect.
- (b) President-elect. The president-elect succeeds to this position from the vice-president office, and may serve as President in the President's absence. The term of the president-elect is one year. Duties of the president-elect may be defined by the President and the Executive Committee.

- (c) President. The president serves a term of one (1) year, and by succession this also defines the lengths of terms for the president-elect, vice-president, and the past-president. The president may not hold other office during his or her term in this office. The President shall be the chief executive of the Academy and shall preside at all meetings of the Academy and the Executive Committee. The President shall be an ex-officio member of all committees.
- (d) Past-President. The past-president serves a term of one (1) year.
- (e) Secretary-Treasurer. Duties shall include keeping a roster of the membership and acting as custodian of the Academy properties and records. The secretary-treasurer shall also collect dues and fees, maintain the Academy funds in a bank account, and make proper disbursements to pay the obligations of the Academy. The secretary-treasurer shall file appropriate federal and state income tax statements as may be required. The secretary-treasurer serves a term of one (1) year.
- (f) General Board Director. The Board of Directors may designate additional Director positions as deemed to be necessary to the operation of the Academy by the Board of Directors from time to time. Nominations for these positions may be made by the general membership or by the Executive Committee. Geographic representation from the different states will be sought. The term for general board director is three (3) years. Directors shall be elected for a three-year term, with one or two being elected annually, so that there shall be an overlapping term of office for the Directors.
- (g) Delegate to the ACOEM House of Delegates. Delegates are elected and serve as outlined in ACOEM bylaws. During this period, delegates serve as general board directors. Delegates may concurrently hold any other offices except president. Delegates are nominated by the general membership, and a general election is held to choose the delegate(s) from the list of eligible nominees. The Delegate serves a three-year term.

Section 3. Vacancies

The Executive Committee may fill a vacancy in any office.

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

ARTICLE V - Meetings

Section 1. Regular meetings.

Regular meetings of the Executive Committee shall be held quarterly at a time and location deemed convenient for members of the committee. *Sturgis Standard Code of Parliamentary Procedure* shall prevail at all such meetings. Notice of regular meetings shall be given to directors and officers no less than 30 days prior to the regular meeting.

Section 2. Special meetings.

A special meeting of the Executive Committee may be called by any three members of the Executive Committee. Notice of such meetings must be given in the Board minutes no less than 30 days prior to the special meeting.

Section 3. Annual meetings.

Annual general membership meetings will be held at a time and place to be set by the Executive Committee. The time and place will be communicated by mail, or electronic means approved by the Executive Committee, to the membership with no less than thirty days notice being given. Officers and directors of the Academy will be elected at the time of the annual meeting.

Article VI – Dues and Fees

Section 1. The Academy dues

The Academy dues will be determined by the Executive Committee, who will then communicate with ACOEM regarding any changes in the Academy dues. Dues will be collected by ACOEM for all membership classes in accordance with ACOEM Bylaws.

Section 2. Conference and other fees.

The Executive Committee will determine conference and other special fees as deemed necessary for the operation of the Academy from time to time.

Article VII - Committees

Committees shall be appointed by the President and shall serve for one year or less. They shall fulfill duties assigned to them by the President.

Article VIII – Fiscal year

The fiscal year of the Academy shall be January 1-December 31.

The Academy is a Colorado Non-Profit Corporation, certificate number 803039. This can be viewed at www.sos.state.co.us/ValidateCertificate.

Article IX - Quorum

Section 1. Quorum at a meeting of the Executive Committee

Quorum at a meeting of the Executive Committee is the physical or live telephonic presence of a number over one half (1/2) of the current directors and officers.

Section 2. Quorum at a general membership meeting

Quorum at a general membership meeting will be constituted by the physical or live telephonic presence of 10 members having the right to vote.

Section 3. Proxy. 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.

Article X – Amendments

The bylaws of the Academy may be amended by a vote of the general membership. In this instance quorum is a minimum of 25% of the general membership having a right to vote within 30 days of the tally of votes. A bylaw revision may be carried by **a two-thirds (2/3) written vote.** Notice of a change of all or any part of the bylaws shall be submitted to the voting membership by mail or electronic means at least 30 days prior to the date of the vote.

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

ARTICLE XI – INDEMNIFICATION

Section 1. Indemnification.

To the full extent specifically authorized by and in accordance with the procedure prescribed Colorado statute applicable to corporations organized under the Act, the Academy 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 Academy.

Section 2. Insurance.

Upon specific authorization by the Board of Directors, the Academy may purchase and maintain insurance on behalf of any or all directors, officers, committee members, employees, agents or other authorized representatives of the Academy 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 Academy would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

ARTICLE XII – CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts.

The Executive Committee may authorize any officer or officers, or agent or agents of the Academy, 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 Academy, 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 Academy shall be signed by such officer, officers, agent or agents of the Academy in such manner as shall from time to time be determined by resolution of the Executive Committee.

Section 3. Deposits.

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

Section 4. Gifts.

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

PROVIDE A SUMMARY OF CHANGES →

SUMMARY OF CHANGES TO THE CONSTITUTION AND BY-LAWS

The Bylaws and Constitution of the Academy have been revised to more closely align the Academy directives with those of the American College of Occupational and Environmental Medicine (ACOEM). The revision efforts placed emphasis on consistency with the ACOEM Bylaws of May 5, 2004. The prior Bylaws and Constitution have been merged into the attached Bylaws, without reference to the term "Constitution". The "Mission" was revised to restate the ACOEM mission and to define the Academy as a regional component with the same mission. The "Membership" section was revised to align with applicable ACOEM categories. Article X, Amendments, was revised to allow easier amendment of the Bylaws. Articles XI and XII have been added.