

**BYLAWS OF
WESTERN OCCUPATIONAL AND ENVIRONMENTAL
MEDICAL ASSOCIATION, INC.**

A Nonprofit California Corporation
Founded 1941, Incorporated 1957

NOTE

The Corporation is affiliated with and is a Component Society of the American College of Occupational and Environmental Medicine (ACOEM), as the Corporation. The Corporation has incorporated a pre-existing association, Western Industrial Medical Association, Inc.

ARTICLE I

Name and purposes

Section 1. **Name.** The name of this corporation is the Western Occupational and Environmental Medical Association, Inc. (WOEMA).

Section 2. **Purposes.** The objectives for which WOEMA is organized are:

- (a) To unite into one organization physicians who practice or are otherwise interested in occupational medicine;
- (b) To educate members and other physicians, employers, other organizations and the public at-large with respect to occupational medicine and the health care of employees;
- (c) To represent and promote the interests of physicians who specialize in occupational medicine;
- (d) To promote and preserve the highest professional standards of care among practitioners of occupational medicine;
- (e) To foster the study of issues pertaining to the practice of occupational medicine;
- (f) To improve understanding of the pathogenesis of occupational diseases, to promote the prevention, diagnosis and treatment of occupational and non occupational diseases and injuries and to facilitate the rehabilitation of persons suffering therefrom.

In furtherance of the foregoing objectives, WOEMA 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 California.

Section 3. **Limitations.** Notwithstanding the foregoing or any other provision of these Bylaws to the contrary:

(a) No part of WOEMA'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 WOEMA 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) WOEMA shall not carry on any activity not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (6) 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) WOEMA shall not engage in the operation of a post-secondary Educational institute.

ARTICLE II

Offices

WOEMA shall have and continuously maintain in the State of California a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within any member state of WOEMA as the Board of Directors may from time to time determine.

ARTICLE III

Membership

Section 1. **General Criteria for Membership.** Except as specifically provided elsewhere in these Bylaws, all members of WOEMA must comply with the following criteria:

(a) Satisfactory moral and ethical standing in the medical profession, including and without limitation to compliance with the ACOEM's Code of Ethical Conduct.

(b) 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), except for Affiliate members.

(c) Completion of an internship or residency of no less than one (1) year's duration, except for Affiliate members.

(d) Payment of dues in accordance with Article XII of these Bylaws

(e) Having a valid, unrestricted license in a state that is a member state of the WOEMA component society.

(f) Resides in member states of WOEMA which include Arizona, California, Hawaii, Nevada and Utah.

Section 2. The corporation shall be composed of Fellow, Active, Affiliate, Honorary, Inactive and Retired Members.

Section 3. **Fellowship.** Fellows shall be recommended for election from persons who have been Active Members for three years (this may be waived by vote of the ACOEM Board of Directors) and meet the following qualifications:

(a.) The applicant must have been engaged in the practice of occupational medicine on a full-time basis for three (3) years.

(b.) An Active Member who meets the basic requirements as outlined in the above paragraph may become eligible for fellowship under a point system, the provisions of which shall be determined by the ACOEM.

Section 4. **Membership.**

(a.) **Active Membership.** Active Members are those who are members of and pay dues to both the ACOEM and WOEMA.

1) Active Members shall not be eligible to serve as Directors or Officers of WOEMA until they have been members of WOEMA in good standing for a minimum of three (3) years.

2) Active Members shall be eligible to serve as Officers, Directors, Officers of the House of Delegates, Delegates or Alternate Delegates of the ACOEM according to ACOEM requirements set forth in its Bylaws.

3) Active Members shall have the right to vote in all elections that affect WOEMA and the ACOEM.

4) Active Members shall have the right to receive all services and publications offered by WOEMA and the ACOEM.

Section 5. **Affiliate Membership.** Any non-physician who has attained a graduate level degree (such as: PhD, ScD, DrPH, EdD, MSN, MFT, PA-C, FNP) in occupational and environmental health disciplines and meets the membership requirements as stated in Article III, Section 1.

1) Affiliate Members shall not be eligible to serve as Directors or Officers of WOEMA.

2) Affiliate Members shall not be eligible to serve as Delegates or Alternate Delegates to the ACOEM.

3) Affiliate Members shall not have the right to vote in elections for Delegates and Alternate Delegates to the ACOEM.

4) Affiliate Members shall not have the right to vote on any election issues that affect WOEMA.

5) Affiliate Members shall have the right to receive services and publications offered by WOEMA and ACOEM.

Section 6. **Honorary Membership.** Honorary Membership may be conferred upon those individuals not Active Members or Fellows of this Corporation who have contributed distinguished service to the objectives for which the Corporation stands, or have performed some special service for the Corporation or ACOEM and reside or work in the geographical area encompassed by WOEMA. The corporation may recommend a person for Honorary Membership in the ACOEM, but each case must be acted upon by the ACOEM.

Honorary Members shall have the right to attend and participate in discussion at all membership meetings, and to WOEMA (except where otherwise provided in these Bylaws or when such meetings are held in executive session).

Section 7. **Inactive Membership.** Inactive membership status is provided for those Active Members or Fellows who are disabled and therefore must be relieved of some of their responsibilities and obligations. The Corporation may recommend such action and pass on their recommendation to the ACOEM. Each case, must be acted upon and approved by the ACOEM. An Inactive Member shall enjoy those rights and privileges of membership enjoyed by an Honorary Member. His or her obligation to pay dues shall be waived for a period of no longer than one (1) year unless extended by the ACOEM Board of Directors. Inactive Membership dues for Active Affiliate Members shall be waived for a period of one (1) year or longer by the WOEMA Board of Directors.

Section 8. **Retired Membership.** Fellows and/or Active Members who are in good standing and who are no longer in the practice of medicine may apply for Retired Membership. Each case must be acted upon and approved by the ACOEM.

A Retired Member shall enjoy the rights and privileges of membership enjoyed by and Honorary Member.

Section 9. **Election of New Members.** Application for membership shall be sent for review to the Executive Director of WOEMA or to one or two of the Board Members in the geographical location in which the applicant resides or practices. Endorsement by the reviewer will constitute Board approval of the applicant.

Section 10. **If membership is not approved by WOEMA,** the applicant will be so notified. The applicant has the right to appeal to the WOEMA Board of Directors. Active membership status requires approval for membership in the ACOEM.

Section 11. **Members of other Component Societies** of the ACOEM may be transferred automatically to membership in this Component Society, upon residence or employment or practice in this area and on report of membership from the ACOEM.

Section 12. **Reinstatement of Inactive Members.** An Inactive Member shall be entitled to apply to be reinstated to that status of membership which he or she formerly held.

An Inactive Member shall submit his or her application to the Secretary who will follow the procedure set forth in Article III, Sections 9 and 10.

Section 13. Disciplinary Action. A member who is guilty of a criminal offense or gross misconduct as a physician, or who violates any of the provisions of these Bylaws or Code of Ethical Conduct for physicians providing occupational medical services may be subject censure, suspension or expulsion by the WOEMA Board of Directors. Such action regarding Active Members or Fellows shall be contingent on such prior action by the ACOEM.

Any complaint against a Fellow of Member from any source shall be submitted to the President in writing and signed. The complaint will be referred by the President to the Board of Directors for evaluation. If in the judgment of the Board of Directors, the complaint warrants hearing, it will be sent to the Executive Committee and if in agreement, they will prepare a formal charge and schedule a hearing by the Board of Directors. The charge will state clearly the section or sections of the Bylaws and of the Code of Ethical Conduct or other laws, regulations, or ethical, moral, or professional standards allegedly violated as well as alleged conduct of the individual constituting the violation. Loss of one's medical license in a member state of WOEMA shall constitute sufficient cause for expulsion by the WOEMA Board of Directors.

The Rules and Procedures of such hearings shall be established by the Board of Directors. A copy of the Rules and Procedures shall be delivered to the individual at the time of notification that a complaint has been lodged.

A copy of the formal charge shall be delivered to the individual either in person or by registered or certified mail and the individual shall be given not less than thirty (30) days notice by registered or certified mail of the time and place of the hearing and the charge. The individual is entitled to be present at such hearings and in continuation thereof and is entitled to cross-examine witnesses and present evidence. The individual may be represented in the proceedings by any Fellow or Member of the WOEMA in good standing. A record of proceedings shall be made. Technical rules of evidence shall not apply.

When the hearing(s) have been concluded, the Board of Directors shall meet in Executive Session, with Legal Counsel where required, to determine if a violation has occurred and to recommend a penalty if indicated. The Board of Directors shall, within two (2) regular scheduled Board meetings, vote on the formal charges. A vote of the majority of the Board present and voting shall be required to "suspend", and a vote of three-quarters (3/4) of the Board present and voting shall be required to "expel". The individual shall be notified promptly by registered or certified mail of the action of the Board.

The findings of fact of the Board of Directors shall be conclusive, but the individual may appeal to the Executive Committee concerning interpretation of the facts of the proposed penalty. The individual may request permission to appear before the Executive Committee and may be accompanied by a Fellow or Active Member representative to present arguments. The Executive Committee shall have the right to impose responsible time limitations on such a presentation, and its decision and action

upon the termination thereof shall be conclusive. The individual shall be notified promptly by registered or certified mail of the decision of the Executive Committee.

An expelled member shall be eligible to reapply for membership two (2) years following the expulsion, and readmittance to membership shall be only with the approval of the ACOEM Board of Directors. The expelled member shall be so notified of this eligibility to reapply for membership at the time of expulsion.

ARTICLE IV

Meeting of Members

Section 1. **Annual Meeting.** The annual Meeting of the Members shall be held at such time and place as may be designated from time to time by the Board of Directors at which meeting the Membership shall be presented with a slate of Officers, Directors, and Delegates, and said Members shall elect by plurality vote a Board of Directors, Officers, and Delegates. If there are nominations which result in more than one candidate for a specific office, a mail ballot shall be distributed to all eligible voting Members listing each candidate for each contested office.

Section 2. **Special Meetings.** Special Meetings of the Members for any purpose or purposes whatsoever, may be called at any time by the President, or by any two or more Members of the Board of Directors or by Members holding not less than one-tenth (1/10) of the voting power of WOEMA.

Section 3. **Notice of Meetings.** Notice of meetings, annual or special, shall be given in writing to all Members, not less than thirty (30) days before such meeting.

Section 4. **Nominating Committee.**

(a.) The Chairman of the Board shall appoint a Nominating Committee of at least three (3) Members.

(b.) The Chairman of this committee shall be the immediate past Chairman of the Board, and at least one Member of the committee shall be a Member not currently holding any elective office.

(c.) The Nominating Committee shall be appointed not less than three (3) months before the Annual Meeting and shall present to the Secretary a complete slate of Members willing to serve, not less than six (6) weeks before the Annual Meeting date for publication to the Membership.

Section 5. **Quorum.** The Members, having a right to vote, who are present in person or are represented by proxy at the Annual Meeting of Members shall constitute a quorum.

Section 6. **Voting Rights.** Only Fellows and Active Members in good standing shall be entitled to vote at any meeting of Members, and each such Member shall be entitled to

one vote. Should voting by mail be necessary, the following election procedures will be used:

The Secretary shall mail one (1) official ballot and two (2) official envelopes with instructions to each qualified voter not more than thirty (30) days after the Annual Meeting. Each Member voting must sign his/her name on the outside official envelope which shall contain the ballot sealed in the official inside envelope. The outer official envelope shall remain sealed until the voter's name has been checked off the list of qualified voters by the Secretary or the Secretary's designates, and when opened, the sealed official ballot envelope containing the ballot shall remain sealed. The polls shall close on such date as the Board of Directors may direct but no sooner than twenty-one days after the mailing of the ballots by the Secretary. Closing time for the polls shall be midnight of the designated day, and any ballot personally delivered or postmarked prior to the time on that date shall be counted. The name of the voter on the official outside envelope may be checked off by the Secretary but the sealed official inside envelope shall not be opened nor the ballot counted until at least two (2) days after the closing of the polls. There shall be no other ballot other than the official ballot as provided by the Secretary. On each ballot shall be printed, in alphabetical order, the names of the nominees for each office. After the name of each nominee shall be placed in a square in which the voter shall mark a cross (+) to indicate the nominee for whom the member votes.

The candidate receiving the highest number of votes shall be declared elected. In the event of a tie, the two candidates receiving the highest number of votes shall draw lots, under the supervision of the Secretary, for the position contested. There shall be one lot identified as the winning lot. The other shall be identified as that of the loser.

Section 7. Proxies. At special meetings only, 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 specified by the proxy.

Section 8. Participation in Meetings. All Members shall be entitled to take part in discussions, but only Fellows and Active members can make motions and vote at meetings. Upon the request of a member, the President, Presiding Chair or the voting members may permit other persons to address the meetings.

ARTICLE V

Educational Meetings of Membership

Section 1. Fall Meetings. An annual Fall meeting of members to conduct educational seminars and programs (Western Occupational Health Conference) shall be held under the auspices of the Board of Directors.

Section 2. Other Meetings. Other educational seminars and sessions will be scheduled as directed by the Board of Directors.

ARTICLE VI

Directors

Section 1. **Powers.** Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the laws of the State of California as to action to be authorized or approved by the Members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by a Board of Directors.

Section 2. **Number and Qualification.** The authorized number of members of the Board of Directors of the Corporation shall be thirteen (13), consisting of the Chairman of the Board, six (6) elected Officers as defined in Article VII of these Bylaws and six (6) elected Directors, until changed by amendment to the Articles of Incorporation or by an amendment to this Section 2, Article VI of these Bylaws as prescribed in Article XIX of these Bylaws.

Section 3. **Election and Tenure of Office.**

(a.) Chairman. Each outgoing President shall serve as Chairman of the Board of Directors and shall serve during the year immediately following term as President of WOEMA.

(b.) The remaining six (6) members of the Board of Directors shall serve staggered terms, with two terms expiring each calendar year and two new Directors being elected by ballot at each annual election.

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

Directors 1-2 1989 1992 1995 1998, etc.

Directors 3-4 1990 1993 1996 1997, etc.

Directors 5-6 1991 1994 1997 2000, etc.

Term of each office shall begin on January 1 of the ensuing calendar year following the elections.

(c.) If the outgoing President cannot serve as Chairman of the Board for whatever reason, the preceding Chairman of the Board shall serve in that capacity for an additional year.

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

Section 5. **Removal of Directors.** The entire Board of Directors or any individual Director may be removed from office as provided by section 7238 of the Corporations Code of the State of California.

Section 6. **Meetings of the Board of Directors.** A regular meeting of the Board of Directors shall be held before each Annual Meeting of the Members, and an organizational Meeting of the Board shall be held thereafter. Special meetings of the

Board of Directors may be called by the President or by any three (3) Directors at such time and place as shall be designated in the call.

Section 7. **Quorum.** A majority of the Members of the Board of Directors as fixed by the Articles or Bylaws shall be necessary to constitute a quorum for the transaction of business. The action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a minority of the Directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

Section 8. **Consent.** In lieu of meetings of the Board of Directors, a resolution in writing, approved in writing by a majority of the Board of Directors, shall be deemed as valid and binding as if such resolution had been duly adopted at a meeting regularly called and noticed.

ARTICLE VII

Officers

Section 1. **Officers.** The Officers of the Corporation shall be a President, a President-Elect, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer, and the Chairman of the Board

Section 2. **Election.** The term of office of the **Treasurer** and **Secretary** shall be for two (2) years. Elections for Treasurer and Secretary shall be held during alternate years, the Treasurer in odd numbered years and the Secretary in even numbered years. All **other Officers** of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Members entitled to vote in the Annual election, and each shall hold office until resignation or removal or otherwise disqualified to serve, or until a successor shall be elected and qualified. The term of each officer shall begin on January 1 of the calendar year immediately following the elections.

Section 3. **Subordinate Officers, etc.** The Board of Directors may appoint such other Officers or Committees as the business of the Corporation may require; each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 4. **Removal and Resignation.** Any Officer may be removed, either with or without cause, by a majority of the Members entitled to vote present at any regular or special meeting of the Members, or by any Officer upon whom such power of removal may be conferred by the Members.

Any Officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. **Vacancies.** vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors to serve until the next Annual Meeting of the Members, and until a successor is elected and qualified.

Section 6. **Chairman of the Board.** The Chairman of the Board shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. The Chairman of the Board shall be a full voting member of the Executive Committee.

Section 7. **President.** Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, the President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and Officers of the Corporation. The President shall preside at all meetings of the Members in the absence of the Chairman of the Board, at all meetings of the Board of Directors. The President shall be ex-officio a member of all the Standing Committees, if any, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws. The President shall be a full voting member of the Executive Committee.

Section 8. **President-Elect.** In the absence or disability of the President, the President-Elect shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall have such other powers and perform such other duties as, from time to time, may be prescribed for him by the Board of Directors or the Bylaws. The President-Elect shall submit to the Board of Directors, for their election, nominees for the Position of Delegates and Alternates of those state associations which grant WOEMA such official representation, and to name, whenever it seems appropriate, a "WOEMA Liaison Officer" to any state medical association within WOEMA's geographical territory. The President-Elect shall be a full voting member of the Executive Committee.

Section 9. **First-Vice President.** In the absence or disability of the President and the President-Elect, the First Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President. The First Vice-President shall such other powers and perform such other duties as, from time to time, may be prescribed for the First Vice-President by the Board of Directors or the Bylaws. The first Vice-President shall be responsible for reporting to the Board on activities on the annual Western Occupation Health Conference.

Section 10. **Second Vice-President.** In the absence of disability of the First Vice-President, the Second Vice-President shall perform all the duties of the First Vice-President.

Section 11. **Secretary/Newsletter Editor.** The Secretary shall keep an accurate record of all the transactions of all meetings of WOEMA and the Board of directors and shall keep

a correct list of all Members of WOEMA and their addresses. The Secretary shall be responsible for sending all notices of meetings. The Secretary shall be in charge of the Corporation's seal. The Secretary shall be the Secretary of the Western Occupational Health Conference Board of Directors, if there be one. The Secretary shall chair the Newsletter Committee and ensure the periodic publication of the newsletter. Working with an Associate Editor, the Newsletter Editor shall be responsible for collection of newsletter submissions and editorial review. The Associate Editor shall be considered to be a candidate to assume the role of Secretary/Newsletter Editor at the completion of the Editor's term.

Section 12. **Treasurer.** The Treasurer shall be the custodian of all of WOEMA'S money and shall pay all just bills against WOEMA subject to the approval of the Board of Directors. The Treasurer shall submit all accounts, audited by a committee of Members of the Association appointed by the President, to the Board of Directors at the Annual Meeting, and shall transmit to the succeeding Treasurer all funds and property of WOEMA. The Treasurer shall submit an annual report to WOEMA in such form as may be determined by the Board of Directors. The Treasurer shall keep in a separate ledger, an accounting of the funds of the Western Occupational Health Conference as they are turned in by the Conference Chairman and/or the Planning Committee. The Treasurer shall render an accounting of these funds to both the WOEMA Board of Directors and the Western Occupational Health Conference Board of Directors at least annually.

Section 13. **Executive Committee.** The Executive Committee shall be composed of the President, president-Elect, and the Chairman of the Board. The purpose of this Committee is to deal with critical issues affecting the Corporation at a time when it is not possible to convene a meeting of the full Board of Directors. All actions of the Executive Committee shall be subjected to review and approval by the Board of Directors at their next meeting.

ARTICLE VIII

Delegates

Section 1. **Delegates.** Delegates to the ACOEM in any given year shall be based on the number of dues paying members as of the preceding December 31st. The Association will elect Delegates to the American Occupational Medical Association on the following basis at the Annual Membership meetings as follows:

(a.)	1	-	99 members -	1 Delegate
	100	-	199 members	- 2 Delegates
	200	-	299 members	- 3 Delegates
	300	-	399 members	- 4 Delegates
	400	-	499 members	- 5 Delegates
	500	-	599 members	- 6 Delegates
	600	-	699 members	- 7 Delegates

(b.) Each Delegate shall be an Active Member or Fellow of the Western Occupational Medical Association, Inc.

(c.) A Delegate may not be an incumbent Officer or Director of the ACOEM.

(d.) Term of Office.

1) Each delegate shall serve a three (3) year term, and shall be eligible for re-election at the pleasure of the Membership except that no Delegate may serve more than (2) terms consecutively.

2) Each delegate shall serve a staggered term with no more than one-third (1/3) of each term expiring in each calendar year.

3) Each delegate shall serve until his/her successor is elected and qualified, and the ACOEM has acknowledged his/her election.

4) The Western Occupational and Environmental Medical Association, Inc., shall be responsible for notifying the ACOEM promptly of elected Delegate(s).

5) Nominations for ACOEM Delegate(s) shall be made by the Nominating Committee from willing and eligible Fellows or Masters of the ACOEM, approved by the Western Occupational and Environmental medical Association, Inc. Board of Directors.

6) Should an elected Delegate become unable to serve this Component Society or fail to attend at least 50% of the meetings in a calendar year, the Delegate's term of office is automatically ended with the corresponding authority reverting to the President of the Western Occupational and Environmental Medical Association, Inc. The President then may appoint, with the consent of the Board of Directors, another eligible Member as Delegate, to hold office for the unexpired term.

7) The duties of Delegates shall conform to the Constitution and Bylaws of WOEMA and the ACOEM, and the Delegates shall, in their actions, uphold the objectives of the ACOEM and represent WOEMA's best interests.

8) The President of WOEMA shall appoint a Chairman of the WOEMA Delegation annually.

9) A Member appointed to complete the unexpired term of a Delegate is eligible to be elected to two (2) consecutive terms as a Delegate

Section 2. Alternate Delegates. Alternate Delegates may be appointed as necessary by the President of the Western Occupational and Environmental Medical Association, Inc. Alternate Delegates, in the absence of Delegates, will represent the Western Occupational and Environmental Medical Association, Inc., at meetings of the House of Delegates of the ACOEM at the request of the Chairman of the WOEMA delegation or, in the Chairman's absence, the President of the Western Occupational and Environmental Medical Association, Inc.

ARTICLE IX

Standing Committees

Section 1. A Standing Committee is a permanent committee of the Corporation whose members are appointed annually by the President 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 of Directors.

Section 2. The **President** shall have the power to appoint a Chairperson for each Standing Committee. The President shall appoint or delegate to the Chairperson the power to appoint the members of each Standing Committee.

Section 3. **Appointments** to all Standing Committees are effective from the date of appointment to the close of the next Annual Meeting of the Members of the Corporation. The President shall have the power to discharge or replace the Chairperson or members of Standing Committees at any time, subject to the approval of the Board of Directors.

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

- (a.) Economic Affairs Committee
- (b.) Education Affairs Committee
- (c.) Legislative Review Committee
- (d.) Awards Committee

Section 5. **General responsibilities** of all Standing Committees shall include:

- (a.) Undertaking responsibilities assigned by the President, Executive Committee or Board of Directors and meeting as needed to carry out these responsibilities.
- (b.) Keeping the President and Board of Directors apprised of all Committee activities.
- (c.) Establishing any and all relationships with other individuals or organization necessary to the fulfillment of the Committee's assignment.

Section 6. **Economic Affairs Committee.** The Committee shall assume the general responsibilities of all Standing Committees and, in addition:

- (a.) Shall assess the financial requirements and resources of the Corporation annually.
- (b.) Shall make recommendations to the Western Occupational Health Conference chairperson as to the content of the annual conference program.
- (c.) Shall make recommendations to the President and Board of Directors as to the additional educational needs of the membership, including recommendations with regard to conducting seminars other than the Western Occupational Health Conference.
- (d.) Shall make recommendations to the President and Board of Directors as to the changing economic situation regarding the practice of occupational medicine.

Section 7. **Education Affairs Committee.** The Committee shall assume the general responsibilities of all Standing Committees and, in addition:

(a.) Shall provide guidance and information to the President and Board of Directors with reference to the education of the members, medical profession and public on all aspects of occupational health and medicine.

(b.) Shall make recommendations to the Western Occupational Health Conference chairperson as to the content of the annual conference program.

(c.) Shall make recommendations to the President and Board of Directors as to the educational needs of the membership, including recommendations with regard to conducting seminars other than the Western Occupational Health Conference.

Section 8. **Legislative Review Committee.** The Committee shall assume the general responsibilities of all Standing Committees and, in addition:

(a.) Shall keep itself informed from all available sources regarding all legislation at the state level for member states in the Corporation that affects the field of occupational health regarding proposed legislation and regulations in all member states of WOEMA.

(b.) Shall communicate information regarding such legislation to the President and Board of Directors.

(c.) Members shall be assigned by the President to represent the Corporation in submission of testimony when governmental agencies or a state legislature request information or testimony from the profession of Occupational Medicine. Members also shall be assigned to testify before governmental agencies or a state legislature whenever regulation or legislation affecting any aspect of the practice of occupational medicine are being proposed for adoption or passage.

Section 9. **Awards Committee.** The Committee shall assume the general responsibilities of all Standing Committees and, in addition:

(a.) Shall select the recipient from the WOEMA membership for the annual Jean Spencer Felton Award for Excellence in Scientific Writing and shall inform the President and Board of Directors of the Committee Members' selection no later than at the Board of Directors Meeting in June of each year. The Chairman or Chair of the Awards Committee shall present the award, a plaque, to the recipient at the annual Western Occupational Health Conference.

(a.) Shall select the recipient from the WOEMA membership for the annual Rutherford T. Johnstone Memorial Lecture / Award for outstanding service in occupational medicine and shall inform the President and Board of Directors of the Committee Members' selection no later than at the Board of Directors Meeting in June of each year. The Chairman or Chair of the Awards Committee shall present the

award, a plaque and an honorarium, to the recipient at the annual Western Occupational Health Conference.

ARTICLE X

Corporate Records and Reports - Inspection

Section 1. **Records.** The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

Section 2. **Inspection of Books and Records.** All books and records provided for in the Corporation Code of California shall be open to inspection of the Directors and Members from time to time in the manner provided in said Code.

Section 3. **Certification and Inspection of Bylaws.** The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Members of the Corporation, as provided in the Corporation Code of California

Section 4. **Checks, Drafts, etc.** All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by the Treasurer acting alone; or by the President, President-Elect, First Vice-President or Secretary, any two acting together.

Section 5. **Contracts, etc. - How Executed.** The Board of directors, except as in the Bylaws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract to execute an instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

ARTICLE XI

Certificates of Membership

Section 1. **Certificates of Membership** may be of such form and device as the Board of Directions may designate, and shall state the name of the Member, class of membership, and year of membership for which the certificate is issued.

Every Certificate of Membership shall be signed by the Treasurer or the designated Assistant Treasurer and such certificates are nontransferable.

ARTICLE XII

Dues

Section 1. **Membership dues** for the Western Occupational and Environmental Medical Association, Inc. are collected by the ACOEM except that dues of Active Affiliate Members shall be collected by WOEMA

Section 2. The **annual dues to ACOEM** include a designated portion refunded to WOEMA, Inc., and another designated portion for the JOM subscription for each WOEMA, Inc. Fellow, Active and Associate Member.

Section 3. **Dues will be billed to Members by the ACOEM** and must be paid by April 30 of each year to avoid loss of Membership.

Section 4. The **amount of WOEMA's annual dues** and any special assessment payable by each class of dues paying Members shall be established by the Board of Directors.

ARTICLE XIII

Fellowship

Active Members who are Fellows of the ACOEM shall be carried on the Membership rolls of WOEMA as such.

ARTICLE XIV

Papers Read

WOEMA shall have priority on papers read before its meetings. It shall be the duty of the Secretary to offer them to the editors of appropriate journals for publication but only with the written approval of the principal author of each paper.

ARTICLE XV

Corporate Seal

The Corporate Seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, date of its incorporation, and the word California.

ARTICLE XVI

Executive Director

Section 1. **Employment.** The Board of Directors may employ a salaried Executive Director of WOEMA.

Section 2. **Duties and Authority.** The Executive Director shall be responsible to the Board of Directors and be an employee of the organization appointed by the Board of Directors to administer the day to day affairs of the organization. He/she will attend all regular meetings of the Board of Directors, the Executive Committee, the Annual Meeting and special meetings of WOEMA. He/she will 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 of WOEMA, and all other businesses of WOEMA as delegated by the Board of Directors. He/she shall receive all money belonging to WOEMA, 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 Directors or the President. He/she shall be paid a salary, the amount to be determined by the Board of Directors. He/she shall be required to report all activities to the Board of Directors at each meeting of the Board of Directors.

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

ARTICLE XVII

Notice and Waiver of Notice

Section 1. **Notice.** Whenever, under applicable law, these Bylaws or the rules and regulations of WOEMA, notice if required to be given to any member, Director, Officer, Delegate or Committee Member, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of WOEMA, with sufficient first-class postage prepaid thereon; provided, however, that notice of any meeting of the membership of WOEMA may be given by means of a publication of WOEMA.

Section 2. **Waiver of Notice.** Whenever any notice whatever is required to be given under law, the Article of Incorporation or Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects thereto to the holding of the meeting because proper notice was not given.

ARTICLE XVIII

Miscellaneous

Section 1. **Parliamentary Procedure.** All questions of parliamentary procedure or practice regarding the affairs of WOEMA, including the conduct of meetings of members, of the Board of Directors or of any committee shall be governed by the current edition of Sturgis Standard Code of Parliamentary Procedure, except as otherwise specifically provided by law, the Article of Incorporation, these Bylaws or the policies and procedures of WOEMA.

Section 2. **Fiscal Year.** The fiscal year of the WOEMA shall run from January 1 through December 31.

ARTICLE XIX

Amendments to Bylaws

Section 1. **By Members.** New Bylaws may be adopted or these Bylaws may be repealed or amended at the Annual Meeting, at at any other meeting of the Members called for that purpose by a majority vote of the Members entitled to vote present at such meetings, or by written assent of the Members entitled to exercise a majority of the voting power of the Corporation provided that such new Bylaws, amendments or deletions are sent to members no less than 30 days prior to the Annual meeting.

Section 2. **Powers of Directors.** Subject to the right of the Members to adopt, amend, or repeal Bylaws, as provided in Section 1 of this Article XII, the Board of Directors may recommend adoption, amendment or repeal of any of these Bylaws other than a Bylaw or amendment thereof changing the authorized number of Directors. A majority vote of the Members at an Annual Meeting is required for final approval of any Bylaws adoption, amendment or repeal.

Section 3. **Record of Amendments.** Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Bylaws with the original Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted, or written assent was filed, shall be stated in said book.

ARTICLE XX

Property and Dissolution

The Members shall have no property rights in the assets of the Corporation; and upon dissolution or winding-up of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation; any remaining assets shall be assigned, transferred, and delivered to the American College of Occupational and Environmental Medicine, a national organization having the same objectives as the Corporation, with which the Corporation is affiliated, and of which it is a Component Society, or to any new or surviving Component Society of the ACOEM if the dissolution is the result of a merger, absorption or other means of combining Component Societies into fewer of the same. Remaining assets may be assigned to a charity or education fund at the discretion of WOEMA if there is no new or surviving Component Society of the ACOEM.