

PART I: CONSTITUTION AND BY-LAWS

9-14-05

ARTICLE I

Name

1. The name of this body shall be: "The Society for Occupational Health Psychology."

ARTICLE II

Purpose

1. This Society shall be a non-profit body, no part of the net earnings of which shall inure to the benefit of any private shareholder or individual. It shall be organized and operated exclusively for educational and scientific purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954. The Society's scientific research shall be carried on in and to serve the public interests. In furtherance of the Society's purposes it shall engage in activities to instruct the public on subjects useful to the individual and beneficial to the community (1) by obtaining, and disseminating to the public factual data regarding occupational health psychology through the promotion and encouragement of psychological research on significant theoretical and practical questions relating to occupational health and (2) by promoting and encouraging the application of the findings of such psychological research to the problems of the workplace.

ARTICLE III

Membership

1. The Society shall have three bases for membership; (1) Student Affiliate, (2) Professional member, and (3) Full member.
2. Full membership shall require a postgraduate degree in a field related to OHP (e.g., Occupational Health Psychology, Public Health, Industrial Hygiene) from a recognized institution. Only Full members have voting rights. Professional membership has no requirements, other than interest and willingness to contribute by paying dues. Student Affiliate membership status is available to those engaged in academic study related to the purposes of the Society at a recognized institution.

3. Qualifications of applicants for membership shall be screened by the administrative staff, and new members' names shall be reported annually to the Council of the Society.
 - a. A Membership Committee shall be appointed by the President. Applications for membership which do not clearly qualify as applicants shall be referred to the Membership Committee, which shall report their decision to Council regarding the applications so referred.
4. An application for membership must be submitted to the administrative staff of the Society. The application must contain such information concerning the nominee's academic and professional history as shall be prescribed by the Council.
5. Termination of Membership. Membership in SOHP may be terminated at any time by resignation, or by expulsion by a two thirds vote of the full Council. Sufficient causes for termination include: (1) failure to pay dues for one year or (2) conduct prejudicial to the purposes of SOHP (for which an appeal may be made to the Council, if requested in writing 30 days from receipt of notice of termination).

**ARTICLE IV
Council**

1. There shall be a Council consisting of nine voting members: the President, Past President, President-Elect, the Secretary-Treasurer and five other members of the Society, elected by the Society for terms of three years as provided in Section 3 of this Article. All officers of the Society, including the members of the Council shall be members of the Society, and shall serve until the election and acceptance of their successors. Newly elected Council members shall be invited to sit with the Council at its biennial meeting, but shall not assume office until the business meeting at which the incoming President takes office.
2. Meetings of the Council may be held at any time on the call of a majority of the members of the Council members, and shall ordinarily be held once a year. A quorum at any meeting shall consist of a majority of the entire membership of the Council, i.e., five persons. Decisions shall be made by a simple majority vote of Council members present at a meeting. Council deliberation shall be governed by Roberts Rules of Order unless otherwise specified, and the Secretary-Treasurer shall act as parliamentarian at Council meetings. In the absence of the Secretary-Treasurer, Council may appoint a parliamentarian. Meetings of the Council may be held

electronically, provided that a majority of the council membership participates in the meeting.

3. Election to the Council shall be by means of a preferential voting system in accordance with the procedure provided in Article VII of these By-Laws.
4. The Council shall exercise general supervision over the affairs of the Society, and shall make recommendations concerning the conduct of the Society, which shall be brought before the members of the Society at any duly constituted meeting and decided by a majority vote of the members present at such a meeting. The Council shall have the power to make such contracts and to provide for the delivery of such deeds, documents, and instruments as shall be necessary for the carrying out of all purposes, functions, and other business of the Society as shall be authorized by vote of the members of the Society at any duly constituted meeting, or as may be provided elsewhere by these By-Laws. Council shall have the power to appoint the Secretary-Treasurer and Historian and to approve or disapprove the actions of all committees and to designate the duties of administrative staff. In general, the Council shall perform such duties as are incident to their office, and such acts as may properly be required by vote of the members of the Society at any duly constituted meeting.
5. The President of the Society shall be Chair ex officio of the Council with vote; the President-Elect of the Society shall be Vice-Chair ex officio of the Council with vote. The Secretary-Treasurer of the Society shall be Secretary ex officio of the Council with vote.
6. Two new members of the Council shall be elected every other year. In the case of vacancies occurring between elections, the President shall appoint the person who had the highest number of votes without winning a seat on Council in the previous election. If that person is unwilling or unable to serve, the President shall appoint the unsuccessful candidate with the next highest number of votes who is willing and able to serve. The appointed person shall serve out the remaining term of the vacated seat. If no unsuccessful candidate is willing and able to serve, the seat shall remain vacant until the next biennial election.
7. Council members shall be ineligible for re-election after one term but may become eligible again after one year has elapsed following the term.
8. Wherever in these By-Laws the term "Council" is used, it shall be construed to mean and be equivalent to "Board of Directors"; and whenever the terms "Council member" or "member of the Council" or the like are used, they shall be construed to mean and be equivalent to "Director."

9. A Council member who misses more than one regular meeting without notification or more than two meetings with notification shall be considered to have resigned and the seat filled by appointment as provided in Article IV, Item 6.

**ARTICLE V
Officers**

1. The officers of the Society shall be: (a) President; (b) Past President; (c) President-Elect; (d) Secretary-Treasurer. They shall hold office until their successors accept office in their stead.
2. The President, Past President, and President-Elect shall serve for a term of two years. The Secretary-Treasurer shall serve for a term of three years.
3. Elections for the presidency shall be held biennially by the Society, a nominating and electing ballot being successively cast under the supervision of the Elections Committee as provided in Article VII of these By-Laws. Election shall be by means of a preferential voting system. The President-Elect shall automatically assume the office of President at the close of the biennial business meeting of the year following his or her election as President-Elect.
4. The Secretary-Treasurer shall be appointed by the Council of the Society and may serve for not more than two consecutive terms. The Council may appoint the new Secretary-Treasurer as much as a year prior to taking office.
5. It shall be the duty of the President to preside at all meetings of the Society, to act *ex officio* as Chair of the Council, to countersign all contracts and other instruments of the Society, to appoint committee chairs and members, and to exercise and perform all such other duties as are incident to the office or as may be properly required by vote of the members of the Council at any duly constituted meeting.
6. It shall be the duty of the President-Elect to serve as Vice-Chair of the Council, and to assume and perform in the case of the death or incapacity of the President all the duties of the President, continuing in office through his or her own term. In case of the death or incapacity of the President-Elect, both a President and a President-Elect shall be nominated and elected at the time of the next election.
7. The Secretary-Treasurer, in conjunction with the administrative staff, is responsible for all records of the Society. He or she supervises the billing, collection of, and accounting for the funds of the Society. The Secretary-

Treasurer normally delegates certain of these duties to the administrative staff.

8. In the case of the death, disability or resignation of the Secretary-Treasurer, the President shall appoint a successor to serve until the next meeting of the Council. A vacancy existing at the time of the meeting shall be filled by vote of the members of the Council at the meeting.

ARTICLE VI

Meetings

1. The biennial meeting of the members of the Society shall be held at a time and place to be set by the Council. The Business Meeting of the members of the Society shall be held during that meeting.
2. Special meetings of the members of the Society shall be held any time upon the call of the Council or upon the call of a simple majority of the Society.
3. Notice of the meetings, in writing, for every biennial or special meeting of the members of the Society shall be prepared and e-mailed to the last known office e-mail address of each member, not less than thirty days before such meeting.
4. A quorum at any meeting of the members of the Society shall consist of not less than ten percent of the members in good standing, or a minimum of 15 members in good standing, whichever number is greater.
5. A majority of members attending the biennial meeting of the Society may authorize a referendum of the total membership on any matter that is of concern to the membership. Such a referendum shall be conducted by the Council, or by a committee appointed by the Council to carry out the referendum.

ARTICLE VII

Elections

1. At least six months before the date set for the biennial meetings, the Elections Committee, constituted in accordance with the provisions of Article VIII, Section 2 of these By-Laws, shall issue a call by e-mail to all members of the Society for nominations. This call may take the form of an article in the newsletter.

2. No sooner than sixty days after calling for nominations, the Elections Committee shall close nominations and then ascertain the willingness of nominees to stand for office. The Committee shall then call for the election ballot. The closing of nominations does not preclude write-in candidacies on the elections ballot.
3. Not less than two months after calling for nominations, and at least three months before the biennial meetings, the Elections Committee shall e-mail to all members of the Society the final ballot. Members shall be allowed at least thirty days from the date of mailing of the ballot to return the ballot.

**ARTICLE VIII
Committees**

1. The committees of the Society shall consist of such standing committees as may be provided for by these By-Laws and such special committees as may be established by vote of the members or the Council at any duly constituted meeting.
2. The Executive Committee shall consist of the President, Past President, President-Elect, Secretary-Treasurer, and one Council member elected by Council at its biennial meeting for a two-year term. It shall take all necessary actions not expressly delegated or forbidden by these By-Laws in order to conduct the business of the Society between meetings of the Council of the Society. Its duties include employment actions regarding administrative staff.
3. The Elections Committee shall consist of three members appointed biennially. In case of the death or incapacity of any member of this Committee, a past president or current member of the council shall be asked to serve as a member of the Committee. It shall be the duty of the Elections Committee to conduct and supervise the electronic mail elections of the Society as provided in Article VII of these By-Laws.
4. All committees, with the exception of the Elections Committee, shall be requested to submit, four weeks in advance of the biennial meeting, a report in electronic format to the administrative staff of the Society, in order that the Council may discuss and make recommendations concerning such reports.

ARTICLE IX

Finances

1. The annual dues for membership shall be established by the membership at the biennial meeting, upon recommendation of the Council.
2. Non-payment of dues for one year shall be considered as equivalent to resignation from the Society.
3. A budget shall be reviewed and approved for the current fiscal year at the Council's biennial meeting, upon recommendation of the Secretary-Treasurer.
4. The Executive Committee shall advise on the financial policy of the Society.
5. In the event of dissolution of the Society, all remaining assets will be used and/or distributed for exclusively educational or scientific purposes within the contemplation of Section 501 (c) (6) of the Internal Revenue Code of 1954. The organization to which all assets will be transferred in the event of dissolution of the Society will be determined by the Council at the time of dissolution.

ARTICLE X

Program of Activities

1. The Society may undertake such programs of research, sponsorship of publication, and other appropriate activities as may be approved by the members of the Society or by the Council.
2. The Council shall establish special committees as necessary to carry out projects.
3. Any member of the Society may submit a proposal for research, publication, or other activities to the Council. The Council shall also have the authority to initiate suggestions.
4. The Council may recommend to the Society at the biennial meeting for approval of such proposals as it deems appropriate, along with the proposed budgetary allocation.

ARTICLE XI

Local Sections

1. Members of the Society may, with the authorization of the Council, operate as a local section to further the purposes of the Society in accordance with its Constitution and By-Laws.

**ARTICLE XII
Amendments and Referenda**

1. The Society, by e-mail vote of the members on the official rolls at the time of mailing, may adopt such By-Laws or amendments to By-Laws as it deems necessary for the management of the affairs of the Society, the prescription of the duties of officers, committees, and employees, and for the conduct of all kinds of business within the objects and purposes of the Society. Amendments may be proposed by the Council on its own initiative; or on petition signed by 10% of the members of the Society, or a minimum of 15 members, whichever is greater. A copy of each amendment proposed, with space appropriate for voting and such explanation of the amendment as the Council deems necessary, shall be mailed to the last recorded address of each member. Sixty days after the date of electronic mailing, the ballot shall be closed and the votes counted by the Elections Committee, which shall certify the results to the Council at its next meeting, at which time the amendment, if approved by two-thirds of all the members voting, shall go into effect.
2. A referendum of the total membership on any matter that is of concern to the membership, including recall of Council members, may be authorized by petition of 10% of the members of the Society, or a minimum of 15 members, whichever is greater. Such a petition must be completed and submitted to Council within a six-month period of the first signature. The referendum so authorized shall be conducted by the Elections Committee. Upon validation of the petition, it shall be e-mailed to the membership together with a call for comment. After 60 days, the petition shall again be e-mailed to the membership, together with the comments received, and a ballot for the vote. After 60 days, the vote shall be determined. The referendum shall not be considered valid unless a minimum of 30% of the membership in SOHP participates in the voting. If the referendum passes, the results shall be binding upon the Council, within the limits of the Society's Constitution and available budget.

**ARTICLE XIII
Use of the Society's Name**

1. No member, committee, or subgroup of members of the Society may take any action or issue any statement in the name of the Society except through the authorization of Council, or of the President as defined in the following sentence, or on the basis of a majority vote of the Executive Committee, or on the basis of an authorized referendum of the total membership. The President is authorized to take action or issue statements about social issues in the name of the Society, or to authorize others to do so, when SOHP policy on the issue is based on prior SOHP positions.