

Southern Pain Society – Bylaws revised January 15, 2012

Article I: Mission

The Southern Pain Society is a regional section of the American Pain Society and endorses and supports the mission and goals of the American Pain Society. The Southern Pain Society's missions are to serve people with pain by advancing research and treatment and to increase the knowledge and skill of the regional professional community.

Article II: Incorporation

The Southern Pain Society is incorporated in the State of Texas. It is a tax exempt organization governed by Statutes 501(a), 501(c)(3), and 501(c)(4) of the Internal Revenue Code of the United States of America.

Article III: Membership

3.0 Membership in the Southern Pain Society, hereafter called the Society", is in five classes. All members are required to support the objectives of the Society.

3.1: Regular Membership: Regular Membership shall be open to all health care professionals and scientists with an interest in the study or treatment of pain. Those who were members before December 31, 1986 are also designated as Charter Members. Each Regular Member is entitled to one vote.

3.2: Trainee Membership: Individuals in training in health and related sciences professions related to the study or treatment of pain are eligible for Student Membership. Documentation of student status is required with each dues payment. A person may remain in this category for up to five years, if eligible. Student Members may not vote nor hold elected office.

3.3: Retired Membership: Membership in this category is designated by the Board upon application from any individual who has retired from full-time practice, reached age 65 and maintained Regular Membership for at least five years. Retired Members shall pay no dues but may vote and hold elected office.

3.4 Honorary Membership: Honorary Membership may be conferred upon any individual who has made a distinguished contribution to the science or management of pain and/or has furthered the objectives of the Society in a significant way. The Board may grant Honorary Membership following nomination of an individual by any member. An Honorary Member may not vote nor hold elected office and is not required to pay dues.

3.5 Affiliate Membership:

(a) Individual Affiliate Membership: Any individual who has demonstrated an interest in the objectives of the Society, but does not qualify for active membership, may be elected to Affiliate Membership upon acceptance by the Board. Affiliate Members are not entitled to vote nor hold elected office.

(b) Corporate Membership: Organizations which have an interest in the study or treatment of pain and which support the mission of the Society shall be designated as Corporate Members upon approval by the Board.

3.6 Dues and assessments: The Board shall propose the annual dues and any assessments, subject to approval by the membership at a Regular Business Meeting or, at the Board's discretion, through a mailed ballot.

3.7 With the exception of Honorary Membership, duration of membership shall be for one year. A member may resign at any time, in which case dues are not refunded.

3.8 Delinquency of dues: Members who fail to pay annual dues within 60 days of receipt of a dues statement shall forfeit membership until dues are paid.

3.9 Termination of membership shall be effected by a two-thirds vote of the Board if, in the opinion of the Board, that member has engaged in behavior contrary to the purposes or mission of the Society.

Article IV: Policies, Rules and Regulations

The Board has the authority to enact rules and policies to govern the workings of the Society. All rules and policies must be consistent with these Bylaws.

Article V: Meetings

5.0 There shall be scientific, business, special, Board and various committee meetings of the Society.

5.1 Scientific Meeting: The Society shall meet for a scientific meeting at least annually at a place determined by the Board. Notice of the meeting shall be given to membership no less than six months prior to the selected date. Appropriate registration fees will be set by the Board and collected by the Treasurer of the Society.

5.2 At least one Regular Business Meeting shall be held annually, during the annual scientific meeting of the Society. All members in good standing must be notified at least one month prior to the meeting. Regular Business meetings shall be face to face meetings.

5.3 Special Business Meeting: A Special Business Meeting can be called by the President, the Board, or by written petition of at least ten percent of voting members in good standing. The purpose(s) of a Special Business Meeting shall be stated in a written notice of the meeting and no business other than the stated purpose(s) may be considered.

5.4 Quorum: The quorum for a Regular or Special Business Meeting shall be ten or more voting members of the Society. A simple majority of those members present shall carry each item voted upon.

5.5 Notice of Meetings: Written notice of all business meetings shall be mailed to all members of the Society not less than 30 days prior to the selected date of the meeting.

5.6 Conduct of all Society's meetings shall be in accordance with Robert's Rules of Order.

5.7 At all business meetings of the Society, each eligible member shall have one vote and must vote in person. Votes must be cast in person to count. Unless otherwise specified by these Bylaws, a majority of voting members present shall govern.

Article VI: Officers

6.0 The Officers of the Society shall be the President, President-Elect, Immediate Past President, Secretary and Treasurer. They shall be elected by a majority of the members by mailed ballot.

6.1 President: The duties of the President shall be that of the Chief Executive Officer. He or she shall preside over the Board, Executive Committee meetings, and the Society Regular and Special Business meetings. The President shall be ex-officio member of all committees. The term shall be for two years. The President is not eligible for an additional consecutive term.

6.2 President-Elect: The President-Elect shall act in the capacity of President when the President is absent and shall ascend automatically to the Presidency upon completion of the President's term. The term shall be for two years.

6.3 Immediate Past President: The Immediate Past President shall assist the President and President-Elect in the performance of their duties.

6.4 Secretary: The Secretary shall keep minutes of all meetings of the Board, Executive Committee and Business meetings and correct and distribute the minutes taken. The term shall be for two years and be eligible for up to two additional terms.

6.5 Treasurer: The Treasurer shall be responsible for the custody of the Society's funds and securities and for a full and accurate record of receipts and disbursements. The Treasurer shall act within the confines of good business practices and under the supervision of the Finance Committee. The term shall be for two years and be eligible for additional consecutive terms. The Treasurer shall submit an annual financial report and any other financial reports at any time as requested by the Board or needed by regulatory agencies.

Article VII: Board of Directors

7.0 The Board of Directors shall be the principal governing body of the Society and shall serve upon election by the membership.

7.1 The duties of the Board shall include the affairs and the policies of the Society in toto. The Board shall act as a supervisory body and shall act within the scope of these Bylaws.

7.2 The composition of the Board shall consist of a minimum of eight and a maximum of eleven individuals. The Board shall include the President, Secretary, Treasurer, Immediate Past President, President-Elect and at least three Directors-at-Large.

7.3 Each member of the Board, excluding the officers, shall serve for two years and be eligible for one additional term.

7.4 Nominations of Officers and Directors shall be made by the Nominating Committee selected in accordance with Article 9.2 of these Bylaws.

7.5 When a vacancy occurs on the Board, it shall be filled according to Article XIII of these Bylaws.

7.6 The Board shall meet at least annually at a place and time designated by the President. Notice of this meeting must be given to all members of the Board no less than ten days prior to the selected date. Board meetings can be carried out by phone or other media, but all attending must approve the minutes.

7.7 The quorum for Board meetings shall consist of five members, of which two must be elected officers.

Article VIII: Districts

Five regular members of the Society geographically or otherwise definable who ascribe to the mission and purposes of the Society may petition the Society to be recognized as a District. This District must have Bylaws consistent with those of the Society and conform to Districting Guidelines established by the Society. The District shall be established upon approval of the Board of Directors of the Society and shall provide to the Society required financial information related to taxes and summaries of its meetings and activities. Activities of districts must be consistent with the mission and objectives of the Society and within the guidelines established by the Internal Revenue Service for maintenance of the Society as a tax-exempt organization. District status may be terminated at any time with or without cause by the Board of Directors of the Society.

Article IX: Committees

9.0 There may be 13 standing committees: Executive, Nominating, Finance, Bylaws, Professional Education, Newsletter, Program, Membership, Awards, Public Affairs, Districting, District Presidents, and Electronic Communications. In addition, there may be any number of special committees of the Society.

9.1 The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer. It shall have the power to execute the policies and directions of the Board.

9.2 A Nominating Committee of four-to-six members shall be appointed by the President. The Committee shall be chaired by the Immediate Past President of the Society. At least three of these members (including the Immediate Past President) must be past members of the Board of Directors. A "Call for Nominations" will be made in the newsletter at least 4 months in advance of the Regular Business Meeting at which new officers are to be installed. The Nominating Committee receives the nominations sent and must consider each. The Committee must submit a slate of candidates to the Board of Directors at least 45 days in advance of the Regular Business Meeting. In order to be eligible for office, each candidate must be a voting member, must supply information about his or her qualifications, and must agree, if elected, to perform the task of the office for which he/she is nominated. The nominees chosen to run for election for each position must be approved by a majority of the Board of Directors at least 35 days in advance of the meeting. If the slate of candidates for any

office is not approved, the Nominating Committee must submit an alternate slate for that position, until nominations for all open positions are approved by a majority of the Board of Directors. The ballots will be mailed out so as to allow sufficient time for them to be returned and tabulated in time for the Regular Business Meeting. A plurality of votes constitutes election to any position. Ties will be broken by vote of the Board of Directors.

9.3: The Finance Committee shall be composed of the President, President-Elect, at least one at-large voting member, and the Treasurer, who shall be chair. It shall prepare an annual budget for approval by the Board and closely supervise the conduct of the Society's fiscal matters.

9.4 The Districting Committee shall be chaired by the President-Elect and shall encourage and aid the development of districts in the Society and shall serve as a liaison between current districts and the Society.

9.5 The District Presidents Committee shall be chaired by the President of SPS and shall include all Presidents of districts approved by SPS. The purpose of the committee is to work with Presidents of the districts to support their activities in keeping with the mission of SPS.

9.6 The following committees shall consist of no less than three members, with the following purposes:

(a) The Membership Committee shall work to increase and retain membership and identify and work to meet the needs of the membership.

(b) The Program Committee shall consist of members from several disciplines within the Society and shall plan and implement the annual scientific meeting of the Society.

(c) The Professional Education Committee shall provide information to the membership to enhance its professional knowledge and expertise in pain research or treatment.

(d) The Bylaws Committee shall make recommendations when necessary for changes in the Bylaws.

(e) The Newsletter Committee shall publish a quarterly newsletter and shall be chaired by the Newsletter Editor.

(f) The Awards Committee shall solicit and consider nominations from the membership for the annual Award for Excellence, and may nominate one individual for the award, to be approved by the Board of Directors. If the committee's nominee is not approved by the Board of Directors, then the committee may, at its discretion, nominate any number of additional individuals one at a time until a nominee is approved. The nominee must be a member of the Southern Pain Society. At the discretion of the President, the Awards Committee shall design and prepare awards to be given.

(g) The Public Affairs Committee shall keep the membership informed of outside events and decisions that pertain to the mission of the Society.

(h) The Electronic Communications Committee shall maintain and keep updated a Society web page on the internet and make recommendations about how information about the Society best can be communicated to its members.

9.7 Special committees may be appointed by the President during the duration of his or her term. Notice of the appointment of special committees shall be given to all members in the next Society newsletter after their appointment.

9.8 All committee chairs and members, except as otherwise provided by these Bylaws, shall serve for one year at the pleasure of the President.

9.9 No action of any committees can be taken that is contrary to these Bylaws.

Article X: Fiscal and Term Years

The fiscal year shall be from January 1 through December 31. The term year shall be from one Regular Business Meeting to another such meeting, approximately one year apart, as designated by the Board.

Article XI: Amendments

Amendment of a Bylaw requires approval by a majority of the members who vote at any Regular Business Meeting or through a mailed ballot.

Article XII: Dissolution

In the event of dissolution of the Society, the directors and officers shall not be liable for any debts of the Society, nor shall they receive any assets. Any assets shall be donated to a not-for-profit organization selected by a majority vote of the Board.

Article XIII: Resignation, Death or Recall

13.0 With the exception of vacancies in the office of President or President-Elect, vacancies occurring on the Board shall be filled with a voting member by the President, subject to approval by the Board. Such an appointed member shall serve until the expiration of the full term of his or her predecessor. If a vacancy occurs in the office of President, the President-Elect assumes the Presidency. In that case, or if the President-Elect vacates his or her office, a Call for Nominations for the office of President-Elect shall be published in the next newsletter, and the Nominating Committee shall commence the process outlined in section 9.2 of these Bylaws. A ballot to fill the vacancy shall be mailed to all voting members within five months of the vacancy. In the event of vacancies of both the President and the President-Elect, the Secretary shall function as Acting President until the new President and President-Elect are elected. If the Secretary does not agree to function as Acting President, the Board shall elect a temporary Acting President until the election of a President is completed.

13.1 Notifications of resignations and deaths of Board members shall be published in the next subsequent newsletter.

13.2 Recall of a Board member shall be effected by a two-thirds vote of the Board if, in the opinion of the Board, an officer fails to carry out the duties of the office or engages in behavior contrary to the purposes and mission of the Society. A Board member may not vote on his or her own recall.

13.3 Any member of the Board who fails to attend two consecutive Board meetings forfeits his or her position automatically unless the remainder of the Board votes to allow that member to retain his or her position.

Article XIV: Ethical Behavior of Members

Members of the Society are expected to adhere to the ethical code of their respective professional societies and to the ethical principles of the American Pain Society.