

THE BYLAWS
OF THE
Southern Headache Society
A TEXAS NON-PROFIT CORPORATION

PREAMBLE

These **Bylaws** are subject to, and governed by, the **Texas** Non-Profit Corporation Act and the Articles of Incorporation of Southern Headache Society. In the event of a direct conflict between the provisions of these **Bylaws** and the mandatory provisions of the **Texas** Non-Profit Corporation Act, the **Texas** Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these **Bylaws** and the Articles of Incorporation of the Southern Headache Society, these **Bylaws** will be controlling.

ARTICLE I – PURPOSES

1. The Southern Headache Society (SHS) is dedicated to improving the quality of life of people with headaches and facial pain and improving education in the area of headache and facial pain. Strategies to accomplish this include, but are not limited to:
 - a. Disseminating headache and facial pain information to professional members by conducting meetings, publications, and/or forums
 - b. Disseminating headache and facial pain information to the public by conducting meetings, publications, and/or forums
 - c. Coordinating with other national or regional groups with similar interests
2. Powers. The Southern Headache Society is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, Southern Headache Society shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE II - OFFICES

Principal Office. The principal office of the Southern Headache Society shall be located at 6700 W Loop S, Bellaire, TX 77401. It may be moved by a majority vote of the Board of Directors.

ARTICLE III – MEMBERSHIP

- 3.1 The Board of Directors shall determine and set forth in these bylaws and/or separate documents the membership admission procedures, qualifications, dues, terms, and other conditions and privileges of each class of member. Unless otherwise stated in other documents, there shall be the following classes of members:
 - 3.1.1 Active Members. Active members shall have a specific interest in headache medicine and have earned an M.D. or D.O. degree (or its equivalent as defined by the American Medical Association), a degree in Dentistry (DMD or DDS), a PhD in Psychology, a doctorate in Pharmacy (PharmD) or a PhD degree in a health-related field. Nurse practitioners, physician assistants and Advance Practice Providers are also eligible

for Active membership. Under special circumstances, the Board of Directors may grant Active membership to individuals with other academic credentials, by a majority vote of the board.

If practicing, Active members shall possess a current license to practice their profession. Active members are subject to annual reappointment provided they remain in good professional standing with the SHS and their component profession and have paid their dues in accordance with the Policies and Procedures of SHS. If there is a dispute regarding discharge of a member or failure to be reappointed, the Board of Directors will ensure that the member is provided with the minimum due process required by applicable state law.

Active members may vote and have the “privilege of the floor” at all member meetings of SHS at which matters are presented to the members for a vote. Active members may hold office and serve on Committees as designated by the President.

- a. Active membership is limited to persons whose principal professional practice or residence is in the following membership-eligible area: Alabama, Arkansas, Florida, Georgia, Kansas, Kentucky, Louisiana, Maryland, Mississippi, Missouri, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, Virginia, Washington DC, West Virginia.

3.1.2 Affiliate Members. Affiliate membership is open to persons who are otherwise qualified to be Active members on the SHS but whose principal professional practice or residence is not in the membership-eligible areas listed above. Affiliate members must pay dues and are entitled to all privileges of active members but are not eligible to vote, and may not hold an office in the SHS. Affiliate members may, at the discretion of the president, serve on Committees or participate in special projects.

3.1.3 Honorary members. Honorary membership may be granted to persons who have made outstanding contributions to the headache field or SHS. Honorary members are not required to pay dues. They may not vote in SHS elections, have the privilege of the floor at meetings, or serve on the Board of Directors. Honorary members may, at the discretion of the President, serve on Committees or participate in special projects.

3.1.4 Corporate Members. The Board of Directors may establish corporate membership. They may not vote in SHS elections, have the privilege of the floor at meetings, or serve on the Board of Directors. Corporate members must pay dues. Corporate membership may, at the discretion of the President, serve on committees or participate in special projects.

3.1.5 Trainee Members: Trainee memberships run on an academic year (July 1 through June 30), regardless of the join date. Trainee members have the same privileges as Affiliate Members. No dues are required. Trainees include:

- a. Students. Students enrolled in any accredited school of medicine, osteopathy, dentistry or allied professional program are eligible for membership
- b. Residents. Current residents in an accredited or recognized medical school, school of osteopathy or dentistry, and researchers or allied health professionals enrolled in a Masters or Doctorate degree program are eligible for membership
- c. Fellows. Physicians who have completed their residency training or Doctors of Philosophy (PhD) participating in an accredited post-residency fellowship or who are completing their post-doctoral research training

3.1.6 Emeritus Members. Members may apply for Emeritus membership status by submitting a written application to the Board of Directors. Emeritus members must have been Active members for at least 10 years, retired from professional practice and at least 65 years of age. Emeritus membership status may be granted in cases of other extenuating circumstances, to be explained in the application. The Board of Directors will vote on each application. Emeritus Members will have all of the privileges of an Active member. Reduced dues and other fees shall be set forth in the Policies and Procedures.

3.2 Membership application: Potential members shall complete an application for membership, a statement acknowledging the member's acceptance of the SHS objectives and policies, and requirement for payment of their annual dues.

3.3 Membership record. SHS shall keep a membership record containing the names, addresses, other pertinent demographics, and current membership status of each member.

3.4 Forfeiture of membership. Forfeiture of membership shall occur by non-payment of dues, loss of the ability to practice one's profession due to professional misconduct, or conviction of a felony. Members will be transferred from Active status to Affiliate status should the location of their principal professional practice and residence move to a non-eligible location. Other than non-payment of dues or a change in principal professional practice and residence location, forfeiture of membership shall be determined by a majority vote of the Board of Directors.

Membership termination may also occur should an individual engage in behavior that is counter to the objectives, goals, or philosophy of the SHS. Termination of membership will occur following a 30-day written notice to the member as to the reasons for the

forfeiture. During this 30-day period, the individual shall have the right to respond to any charges or allegations.

Termination of membership of any member shall be recorded together with the date at which membership ceased. All membership files shall be available for inspection by any member of the SHS or as required by law. The Secretary will annually update the membership record.

3.5 Size of the organization. There is no established limit for membership and none will be established unless the Board of Directors determines that such a need exists.

3.6 The Board of Directors will maintain Professional Liability Insurance so that no member of the SHS shall be personally liable for debts, liabilities, or obligations of the SHS.

ARTICLE IV – BOARD OF DIRECTORS

4.1 Responsibilities and Authority. The responsibility of the Board of the Directors for the SHS include, but are not limited to, the following:

- a. to set and abide by the policies of the SHS through adherence to both the Bylaws and the Policies and Procedures
- b. to guide and evaluate professional staff members and other appointees of the Board as they implement the policies
- c. to review and approve or disapprove reports and recommendations submitted by Officers, Committees, Task Forces and Appointees of the Board and to take proper steps to implement approved recommendations
- d. to plan and develop the future course of the SHS including the time, locations and nature of the Annual Meeting and other meetings or symposia
- e. to assess dues, assessments and fees
- f. to conduct hearing and other inquiries as required by due process in responding to grievances of members
- g. to hire consultants and legal counsel as necessary
- h. to conduct the affairs of the SHS between annual meetings
- i. to select, retain and contract administrative support and executive leadership

j. to perform such other duties as may be required to benefit or protect SHS

4.2 Number and Composition. The Board of Directors shall consist of the following Officers of the organization: President, Immediate Past President, President-Elect, Treasurer, and Secretary. It will also consist of the Education Director, the Communications Director and four (4) Members-at-Large. Only Active members shall be eligible to hold office. The Board of Directors shall always consist of a minimum of five (5) members.

4.2.1 Ex-Officio Board members

a. In addition to the regular members of the Board, representatives of such other organizations or individuals as the President or Board may deem advisable may consult as *Ex-Officio Board Members*, but shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office.

b. The Co-Founding Presidents of SHS will be a lifetime Ex-Officio members of the Board of Directors and shall have all of the privileges of Active membership regardless of place of principal professional practice or residence.

4.3 Election of Officers and At-Large Board Members. The Officers and At-Large Board members shall be elected every 2 years. A request for nominations will be sent to the active membership at least 60 days prior to election; any Active member may suggest nominations to the Nominating Committee, including self-nominations. The Nominating Committee is under no obligation to put these names on the ballot.

The Secretary will provide the Active members with a slate of officers as put forth by the Nominating Committee of the SHS at least 14 days prior to the election. . The slate will be presented to the membership for online voting with a specified deadline for submission of ballots (no fewer than 30 days prior to the Annual Meeting to start in 2024).

4.4 Nominating Committee. The Nominating Committee shall consist of five (5) Active Members, including the Immediate Past President who shall chair the committee. The Immediate Past President will appoint the additional members, with approval from the Board of Directors. The President may not serve on the Nominating Committee. The Nominating Committee will:

a. Solicit nominations from Active members for Board of Directors, to include: President-Elect, Treasurer, Secretary, and four (4) Members-at-Large. The current President shall automatically assume the position of the Immediate Past President, and the President-Elect shall automatically assume the position of President.

b. Review nominations from active members

c. Develop a slate of officers every two years, seeking to find the best candidate(s) for each position, developing criteria for candidacy for selection process

d. Appoint an individual to count/verify the votes from the election

4.5. Term of Office. The Officers and Board of Directors shall be elected every two years. No Officer may serve more than two (2) consecutive terms in the same position. Members-at-Large and other Board members may not serve more than 2 consecutive terms, with staggered terms for At-Large members.

4.6 The Board of Directors shall meet a minimum of twice yearly but may meet as often as necessary with the appropriate notice given by the Secretary. A quorum shall consist of more than 50% of the current Board of Directors. Board of Directors meetings may be held in person, by teleconference or video conference. The President shall set the agenda for the conduct of their business.

4.7 Board Compensation. The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Sections XI of these **Bylaws**, nothing in these **Bylaws** shall be construed to preclude any Board Member from serving the organization in any other capacity and receiving compensation for services rendered.

4.8 Vacancies. Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.9 Resignation. Each Board member has the right to resign at any time upon written notice thereof to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. Any Officer or Board member having served at least 50% of their term of office is considered to have served the full term for the purpose of future election or re-election. The Board will determine whether to fill the vacant position or have the duties assumed by one or more current Board members for the remainder of the term.

4.10 Removal. A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of other current Board members.

4.11 Minutes. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the Board meetings, which shall be delivered to the SHS in a timely manner as defined in the Policies and Procedures, to be distributed to Board members and placed in the minute records of the SHS. Access to Board meeting minutes is available to any active member upon request.

4.12 Proxy. A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy will not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of issuance. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

4.13 Board Member Attendance. An elected Board member who is absent from two consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the President his/her commitment to the SHS. The Board may request a Board member who has missed three consecutive meetings without such a re-evaluation with the President to resign from the Board.

4.14 Conflicts of Interest. "Conflicts of interest" shall include, but not be limited to: (1) any business or financial transaction by or with the SHS in which a Board member has direct or indirect personal interest, (2) any transaction in which the Director is unable to exercise impartial judgment or otherwise act in the best interest of the SHS or (3) any transaction defined to be a conflict of interest by any SHS policy.

- a. Board members must comply with the conflict of interest guidelines of the SHS. In the event that a Director has a conflict of interest which might limit such Director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board of the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate non-confidential information that might inform its decisions.
- b. No Director shall cast a vote, nor take part in the final deliberation in which she or he, members of her or his immediate family or any organization to which the director has allegiance, has a personal interest that may be seen as competing with the interest of the SHS. Any Director who believes that she or he may have such a conflict of interest shall notify the Board prior to deliberation of the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

ARTICLE V - OFFICERS

- 5.1 The officers of the SHS shall be the President, Immediate Past President, President-Elect, Secretary and Treasurer. Only Active members in good standing shall be eligible to hold office.
- 5.1.1 President. The President shall perform the following duties:
- a. Serve as an ex-officio (non-voting) member of all Committees and as Chairperson, with vote, of the Board of Directors
 - b. Appoint Committee members and other appointees with input from Committee Chairs as designated by the Bylaws and Policies and Procedures.
 - c. Attend or serve on Committees as a non-voting member
 - d. Act as Chairperson and create the agenda for all Board of Directors' meetings
 - e. Attempt to ensure the successful implementation of the Board of Directors' policy, and stimulate, guide and evaluate those to whom such implementation is entrusted.
 - f. Mentor the President-Elect for the role of President
- 5.1.2 President-Elect. The President-Elect shall perform the following duties:
- a. Serve as President if he/she is unavailable or unable to do so
 - b. Serve on Committees as a voting member
 - c. Perform other duties as requested by the President or Board of Directors
 - d. Serve as primary liaison for matters related to the Annual Meeting beyond the educational component
- 5.1.3 Immediate Past President. The Immediate Past President shall be a member and Chair of the Nominating Committee. In case of death or disability or resignation, the next most recent Past President shall complete the rest of the term.
- 5.1.4 Secretary. The Secretary shall perform the following duties:
- a. Be responsible for the minutes of the Board of Directors meeting and the minutes of the annual meeting

- b. In the event the Secretary is unavailable, the Board Chair (or presiding officer) shall appoint a person to act as Secretary at each meeting.
- c. Update the membership record annually
- d. Maintain a record of Committee members and dates of service
- e. Prepare dues notices and notifications of special meetings and elections

5.1.5 Treasurer. The Treasurer shall perform the following duties:

- a. Be responsible for the management for management of finances of the organization and sign checks for the SHS
- b. Assume responsibility for financial statements and audits of the organization
- c. Present the Treasurer's Report at the annual meeting and interim meetings of the Board of Directors
- d. Ensure proper and timely preparation of tax documents

ARTICLE VI – ADDITIONAL BOARD MEMBERS

6.1 Communications Director. The Communications Director shall be selected by the Board and appointed by the President to perform the following duties:

- a. Be responsible for ensuring professionalism and appropriate code of conduct for the SHS Listserv, including ensuring that conflicts of interest are appropriately disclosed.
- b. Help maintain and update the SHS website and oversee its contents
- c. Help direct social media platforms for SHS (e.g., Twitter) and oversee the content of accounts. Oversee the administration of social media accounts
- d. Help effectively disseminate all communications from SHS Board to members
- e. Chair the Communications Committee

6.2 Education Director. The Education Director shall be selected by the Board and appointed by the President perform the following duties:

- a. Chair the Education Committee
- b. Oversee the Program Chairs of the Annual Meetings
- c. Oversee nominations and selection of trainee scholarships for the annual meeting.

ARTICLE VII – COMMITTEES

7.1 Education Committee. The Education Committee is responsible for the educational content of the Annual Meeting. It shall include the Program Chair(s) of the next two annual meetings and additional members as authorized by the President. The Education Committee may develop and implement educational programs for the SHS and will ensure that the educational material on the SHS Website is accurate and up to date.

7.2 Ad hoc Committees. The Board may form an ad hoc committee or task force at the discretion of the President. Ad hoc committees that function for more than 2 years shall be considered for Standing Committee status.

7.3 Terms of service. Committee members will serve for a two-year term period and no longer than three consecutive terms (6 years).

ARTICLE VIII – VOTING

Only Active and Emeritus members may vote. A majority vote is necessary in all matters except those involving changing the Bylaws, which may be changed as set forth in Section XII of these Bylaws.

ARTICLE IX – ANNUAL DUES

9.1 Annual Dues shall be established by the Board of Directors, based on a calendar year. The Treasurer will supply a list of current members to the Secretary 30 days before the dues notice is to be sent. A notice of assessment shall be sent to the membership by December 1 under the direction of the Secretary. Membership dues shall be paid before March 1. The Treasurer will send reminder notices to those who have not renewed their membership after February 1 and as needed.

9.2 Dues and other fees of SHS shall be set forth in the Policies and Procedures. Dues and other fees may be waived due to illness or hardship, by a majority vote of the Board.

ARTICLE X – ORDER OF BUSINESS AT MEETINGS

10.1 Board of Directors meeting. The President shall establish the order of business at the Board of Director's meeting.

10.2 Suspension of by-laws. The by-laws may be suspended by 90% vote of the members present

10.3 Procedure at all meetings

Roberts Rules of Order, current edition, shall govern the annual and interim meeting

ARTICLE XI – LIMITATIONS AND RESTRICTIONS

11.1 No member, director, officer, employee, or any person connected with the SHS or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the SHS. This should not be construed to prevent payment to any such person or persons reasonable compensation for services rendered to or for the SHS and affecting any of its purposes as shall be fixed by resolutions of the Board of Directors.

11.2 No such person or persons shall be entitled to share in the distribution of and shall not receive any of the assets on dissolution of the SHS whether voluntary or involuntary. Any assets of the SHS remaining after all debts have been satisfied will be given to a tax exempt organization dedicated to headache and face pain. If within 30 days, no group can receive a majority of vote, then all monies will be given to the American Headache Society or its successor.

11.3 Severability of Clauses. If any provision of these **Bylaws** is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these **Bylaws** shall remain operative and binding.

ARTICLE XII - AMENDMENTS TO BYLAWS

12. 1 Typographical and other non-substantive errors, omissions, edits or changes in the Bylaws may be made by the Board of Directors .

12.2 These **Bylaws** may be altered, amended, or repealed, and new **Bylaws** may be adopted by a two-thirds vote of those voting at any regular meeting, at any

special meeting, or electronically if at least forty-five days' written notice is given of intention to alter, to amend or repeal, or to adopt new **Bylaws** at such meeting. A written/email copy of the proposed changes shall be distributed to each member at least 30 days prior to the vote. A quorum for a vote is 33% of the members.

6.27.2022