



## **BYLAWS**

### **SOCIETY ORTHOPAEDIC MILITARY SURGEONS**

**Revised 12.13.2021**

#### **ARTICLE I**

##### **NAME**

The name of this association shall be THE SOCIETY OF MILITARY ORTHOPAEDIC SURGEONS (hereinafter referred to as SOMOS).

#### **ARTICLE II**

##### **LEGAL STATUS**

*SOMOS* is a non-profit corporation established under the laws of the District of Columbia and determined by the IRS to be a 501(C)3 charitable organization. SOMOS shall not enter into any agreement, nor shall its directors or officers adopt any resolution or Bylaws, take any action or carry on any activity by or on behalf of SOMOS not permitted to be entered into, taken, or carried on by (a) an organization exempt from federal income taxation as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and (b) an organization contributions to which are deductible for federal income tax purposes under Sections 170(b) (1) (a) and 170(c)(2) of the Internal Revenue Code, and (c) a charitable organization within the meaning of Section 11.18 of the District of Columbia Tax Code.

#### **ARTICLE III**

##### **VISION STATEMENT AND MISSION STATEMENT**

## 1. VISION STATEMENT OF SOMOS

To be the recognized global authority in military, veteran, and disaster musculoskeletal care.

## 2. MISSION STATEMENT OF SOMOS

To advance the practice of military and disaster musculoskeletal medicine through leadership, education, research, and collaboration.

### **ARTICLE IV**

#### **MEMBERSHIP**

SECTION 1. Membership is a privilege which is accorded to persons who meet the qualifications hereinafter mentioned.

SECTION 2. CLASSES OF MEMBERSHIP. There shall be 7 classifications of membership, all of whom must be of good professional, moral and ethical standing in the community: 1) ACTIVE; 2) ALLIED; 3) MEDICAL STUDENT/RESIDENT; 4) HONORARY; 5) EMERITUS; 6) INACTIVE; 7) FRIENDS OF SOMOS;

#### SECTION 3. MEMBERSHIP

Section 3A. ACTIVE MEMBERS. Active members shall be active duty, reserve, retired, or honorably discharged orthopaedic surgeons. This will also include non-military orthopaedic surgeons and orthopaedic surgeons of foreign militaries. Except as otherwise specified in these by-laws, they may hold office, and have voting rights, and pay annual dues to remain in good standing in SOMOS. ACTIVE members also include fellows in fellowship training programs.

Section 3B. ALLIED MEMBERS. Allied members are members of SOMOS who are military or non-military, non-orthopaedic physicians (active practice or retired), military or non-military health care providers, to include, but not limited to, physical therapists (PT), athletic trainers (ATC), physician assistants (PA), and nurse practitioners (NP). AFFILIATE members pay dues to remain in good standing in SOMOS, but do not have voting rights.

Section 3C. RESIDENT/MEDICAL STUDENT MEMBERS. Resident/Medical Student members of SOMOS are those physicians who are in active orthopaedic surgery residency training program who satisfy the following criteria:

- Orthopaedic resident surgeons in good standing on active duty in an active duty military training program

- Orthopaedic resident surgeons who are in civilian residency training programs (both in the United States and abroad) who are affiliated with the Armed Forces (such as military funding for residency/medical school/or full time out service training).

- Active fellows in fellowship training are considered ACTIVE members and apply for ACTIVE membership.

- Residents do not pay dues, however, must provide a letter of certification from their Program Director and indicate their anticipated date of residency graduation. Upon graduation, residents will be offered a membership upgrade to ACTIVE status.

- RESIDENT members do not vote unless they are actively serving as The Board of Directors Resident Representative Position (for which they will have one vote for each BOD resident representative during BOD proceedings only). Section 3J.

-MEDICAL STUDENT MEMBER. Medical student members of SOMOS are those physicians who are actively interested in a career field in orthopaedic surgery and are students at USUHS or actively receiving a HPSP scholarship and will be entering active duty after medical school graduation who satisfy the following criteria:

- Medical students in good standing at either USUHS or a civilian medical school who are affiliated with the Armed Forces (such as military funding for residency/medical school/or full time out service training).

- MEDICAL STUDENT Members will not pay annual dues but will require a sponsorship letter from an ACTIVE member.

- MEDICAL STUDENT members may participate in the annual meeting, but will not be eligible to vote on SOMOS issues

Section 3D. HONORARY MEMBERS.

By action of the Board of Directors of SOMOS, SOMOS may nominate for Honorary Membership:

- An orthopaedic surgeon not eligible for Active Membership.
- A physician or scientist who has gained professional prominence by his/her contribution to the advancement of orthopaedic surgery in general or to SOMOS in particular.
- If said nominee is approved by the Board of Directors of SOMOS, said nominee shall become an Honorary Member of SOMOS.
- HONORARY Members may attend meetings and participate in scientific programs.
- HONORARY Members do not vote, hold office nor pay dues.

#### Section 3E. EMERITUS MEMBERS.

Upon request of the member, Emeritus Membership may be conferred by the Board of Directors upon an Active Member who has reached the age of 65, who has been an Active Member of SOMOS for a period of 25 years, provided he is retired from active practice. EMERITUS Members can vote but cannot hold office and do not pay dues.

#### Section 3F. INACTIVE MEMBERS.

Upon recommendation of the Membership Committee and approval of the Board of Directors, a member may be transferred to Inactive status provided:

- He/she is retired from medical practice because of disability, or for some other acceptable reason, and he/she is not eligible for Emeritus membership.
- He/she is financially unable to pay dues because of hardship, or other reasons acceptable to the Board of Directors.
- Each Inactive Member's status must be reviewed yearly by the Board of Directors and those no longer eligible for Inactive Membership shall be reassigned to the appropriate category of membership.
- INACTIVE Members may attend and participate in scientific meetings.
- INACTIVE Members may not vote, hold office nor pay dues.

#### Section 3G. FRIENDS OF SOMOS

Members of the community who have shown a particular interest and support of SOMOS may be recognized as a "Friend of SOMOS". Such members will receive this designation after nomination to the BOD by a member, and by vote of the BOD.

- FRIENDS OF SOMOS Members may attend meetings and participate in scientific programs.
- FRIENDS OF SOMOS Members do not vote or hold office.
- FRIENDS OF SOMOS Members will pay an annual fee/donation of at least \$200 per year minimum

## **ARTICLE V**

### **ORGANIZATION**

#### SECTION 1: COMPOSITION

##### BOARD OF DIRECTORS

The SOMOS BOARD OF DIRECTORS (BOD) shall consist of the following positions:

President

1<sup>st</sup> Vice President

2<sup>nd</sup> Vice President

Immediate Past President

Treasurer / Secretary

Managing Director

Consultant to the Army Surgeon General

Navy Specialty Leader

Consultant to the Air Force Surgeon General

AAOS Board of Counselor Representative (Will alternate between the services each year)

Member at Large (2 positions)

Education Committee Chair

Research Committee Chair

Membership Committee Chair

Annual Meeting Committee Chair and Co-Chair (2 positions)

Army Resident Representative

Navy Resident Representative

Air Force Resident Representative

Reserve Representative (Will alternate between the services each year)

International Representative

## SECTION 2: DUTIES

The Board of Directors shall be the administrative advisory council of SOMOS and shall consider all of its activities, including financial, and determine its policies. It will not be responsible for management or fiduciary decisions in any capacity. The primary role of the Board of Directors is to coordinate the Annual Meeting and other educational forums and discussions in accordance with the purpose of the Society as outlined in Article III (a-e) above.

The property and affairs of SOMOS shall be managed and controlled solely by the Managing Director.

The Board of Directors, by a majority vote, shall be empowered to accept, deny, or defer an applicant for membership as recommended by the Membership Committee.

The Board of Directors is empowered to determine all matters of a disciplinary nature and is required to respond to complaints or requests for disciplinary action and likewise to implement the appeal mechanism for a denied applicant or any member against whom disciplinary action has been instituted by SOMOS.

The Board of Directors shall be authorized to employ an administrative company for SOMOS and to continually monitor the performance of the administrative company and determine from time to time the appropriateness of the contractual arrangement.

## SECTION 3: MEETINGS

The Board of Directors shall have the authority to conduct such business of SOMOS as is necessary under the direction of the President between Annual Meetings. In addition to the Annual Meeting, there shall be such meetings as the President may, at his/her discretion, deem necessary; but in no case less than one (1) per year in addition to that of the Annual Meeting.

Additional Board meetings may be called upon the written request of at least five (5) Board members. The notice of any special meeting of the Board of Directors shall be given reasonable advance notice prior thereto by written notice delivered personally or sent by certified mail/return receipt requested or any documentable electronic communication method to each Director at his/her address as shown on the records of SOMOS.

#### SECTION 4: QUORUM

A simple majority of the Board of Directors is necessary to constitute a quorum for opening a meeting of the Board of Directors and the transaction of business.

#### SECTION 5: INFORMAL ACTIONS OF DIRECTORS

The Board of Directors is empowered to meet and transact the business of SOMOS, when necessary, by telephone conference call, or by signed letters, which letters may be signed in counterparts, or by electronic methods. If such action is entered into by the Board of Directors, this action shall be ratified at the next formal meeting of the Board of Directors.

#### SECTION 6: INDEMNIFICATION

SOMOS shall indemnify any and all of its directors or officers, former directors or officers, employees, agents, or any person who may have served at its request or by its election as a director or officer of SOMOS or his/her heirs, executors, and administrators against expenses (including attorneys, fees, judgments, fines, and amounts paid in settlement) actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceedings in which they, or any of them, are made a party or parties by reason of being or having been directors or a director, officer, employee, or agent of SOMOS, except in relation to matters as to which any such director, officer, or person shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that such person or persons engaged in willful misconduct or in conduct in any way opposed to the best interests of SOMOS.

The provisions of this Section are severable; and, therefore, if any of its provisions shall contravene or be invalidated under the laws of a particular state, county, or jurisdiction, such contravention or invalidity shall not invalidate the entire Section; but it shall be construed as if not containing the particular provision or provisions held to be invalid in

the particular state, county, or jurisdiction, and the remaining provisions shall be construed and enforced accordingly. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent may be entitled.

#### SECTION 7: COMPENSATION

Directors shall not receive compensation for their service; but by action of the Board of Directors, expenses of attendance may be allowed for attendance at each regular or special meeting of the Board.

#### SECTION 8: VOTING BY THE BOARD OF DIRECTORS

Voting as done by the Board of Directors, whether in regular or special meeting or when electronic methods may be required, will be done by simple majority. A vote by simple majority which is fifty (50) percent plus one (1) of those voting shall be considered valid.

#### SECTION 9: NOMINATION FOR BOARD OF DIRECTOR POSITIONS

The Nominating Committee may make nominations for the open positions for the Board of Directors.

#### SECTION 10: CONFIDENTIALITY

Board members are privy to confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers. This information may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

#### SECTION 11: EXPECTATIONS

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

1. Making attendance at all meetings of the board a high priority.
2. Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
3. Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
4. Putting the interests of the organization above personal interests.
5. Representing the organization in a positive and supportive manner at all times and in all places.
6. Showing respect and courteous conduct in all board and committee meetings.



7. Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.
8. Observing established lines of communication and directing requests for information or assistance to the executive director.

## **ARTICLE VI**

### **OFFICERS**

#### SECTION 1: SOMOS OFFICER COMPOSITION

The Officers of SOMOS shall be:

1. President
2. 1st Vice President
3. 2nd Vice President
4. Immediate Past President
5. Secretary/Treasurer

The Executive Board of SOMOS will be composed of The SOMOS Officers MANAGING DIRECTOR, RESEARCH COMMITTEE CHAIR, EDUCATION COMMITTEE CHAIR, ANNUAL MEETING COMMITTEE CHAIR AND CO-CHAIR, and the MEMBERSHIP COMMITTEE CHAIR .

The purpose of the Executive Board of SOMOS will be to advise and council the Managing Director on the day-to-day business of the Society, as well as address issues that arise between full BOD meetings. This executive board shall be empowered to advise and council the Managing Director on the business of the board with the provisional approval of the board, without significant financial or institutional commitment. Meetings of the executive board can be requested by the President, and must involve participation of at least 3 members. Any action taken by the executive board must be recorded and reported to the full BOD at the next meeting, for approval by normal BOD voting processes. The executive board may not commit SOMOS either financially nor institutionally without briefing and obtaining approval through normal processes from the full BOD.

#### SECTION 2: ELECTION OF OFFICERS

All officers shall be elected by the Board of Directors at the Annual Meeting of SOMOS. The board of directors will accept nominations for these positions from the floor at the annual meeting.

Each officer shall serve his/her term commencing the January 1 following the election. Vacancies may be filled by nomination of the Board of Directors at any meeting.

### SECTION 3: ROLES AND RESPONSIBILITIES OF OFFICERS

SECTION 3A: PRESIDENT: The President shall be the chief spokesman for SOMOS for all academic and educational activities. The President shall preside at the Annual Meeting of SOMOS and at all meetings of the Board of Directors, and shall lead the Board of Directors to advise and council the Managing Director. Additional Duties:

- A. Member, Annual Meeting Committee
- B. Chair, SOMOS Board of Specialty Societies (BOS) Committee
- C. Chair, Executive Board
- D. Member, Awards Committee
- E. Member, Finance Committee

SECTION 3B: FIRST VICE PRESIDENT: The 1st Vice President shall assist the President in the overall administration and business affairs of SOMOS, and shall perform such other duties as may be assigned to him by the President, including action as chief executive officer if the President is not available. The 1st Vice President shall choose the site of the Annual meeting and Yearly conference for the following year and work with the SOMOS to assure a successful meeting and conference. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform 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. Additional Duties:

- A. Member, Annual Meeting Committee
- B. President, Nominating Committee
- C. Member, Executive Board
- D. President, Awards Committee
- E. Member, Finance Committee

SECTION 3C: SECOND VICE PRESIDENT: The 2nd Vice President shall assist the 1st Vice President and President in the overall administration and business affairs of the SOMOS, and shall perform such other duties as may be assigned to him by the President, including action as chief executive officer if the President and 1st Vice President are not available. The 2nd Vice President shall choose the site of the Annual meeting and Yearly conference for two years from the present date and work with the SOMOS to assure a successful meeting and conference. The 2<sup>nd</sup> Vice President shall obtain a written report from each Board Member for the Annual Board Meeting. Additional Duties:

- A. Member, Nominating Committee
- B. Member, Executive Board
- C. Member, Awards Committee
- D. Member, Finance Committee

SECTION 3D: IMMEDIATE PAST PRESIDENT: The Immediate Past President shall serve as the President of the Nominating Committee and The Immediate Past President will serve as an advisor to the President of SOMOS. The term of office of Immediate Past President will be one year. Additional duties:

- A. Member, Nominating Committee
- B. Member, Executive Board
- C. Member, Finance Committee

SECTION 3E: SECRETARY/TREASURER: The Secretary/Treasurer shall attend and keep the minutes of all the meetings of the Board of Directors, and attend to the giving and serving of all notices of SOMOS. The Secretary shall also keep a record of the names and addresses of the directors of SOMOS, and shall in general perform all of the duties incident to the office of Secretary, and shall have such other powers and perform such other duties as the Board of Directors may from time to time determine. Among the responsibilities shall be the forwarding of said minutes to directors. In addition, he/she shall be responsible to assure that SOMOS manages SOMOS funds as directed by the Managing Director with recommendations by the Board of Directors, providing periodic financial statements to the Board of Directors, and provide other reports and accounts of the financial condition of SOMOS as may from time to time be requested by the Board of Directors; and perform such other powers and perform such other duties as the Board of Directors may from time to time determine. Additional Duties:

- A. Member, Executive Board

- B. Chair, Bylaws Committee
- C. Chair, Finance Committee

#### SECTION 4: TERMS OF OFFICE

The term of office of the President, First Vice President, Second Vice President, and Immediate Past President shall be one (1) year; and they shall not succeed themselves in these offices.

The Secretary/Treasurer shall hold office for a term of three (3) years. He/she may succeed himself/herself in office for one (1) further term of three (3) years, if re-elected. After serving this second term of three (3) years, he/she is ineligible for re-election.

### **ARTICLE VII**

#### **NON-OFFICERS**

The non-officer positions of SOMOS shall be all other members of the Board of Directors that are not officers. Unless otherwise specified, all appointments are for 3 years, with renewal for an additional 3 years by BOD approval.

#### SECTION 1: ELECTION OF NON-OFFICERS

All non-officer positions shall be elected by the Board of Directors at the Annual Meeting of SOMOS. Nominations for all vacant non-officer positions will be accepted from the floor of the annual meeting.

SECTION 2: CONSULTANTS/ SPECIALTY LEADER: The primary role for the Consultants/ Specialty Leader are as liaisons between SOMOS and their branch command structure (Air Force, Army, Navy). The term of office shall be for the duration of their assignment as the Consultant/Specialty Leader for their service. In addition, these 3 consultants will serve on the Membership committee and Military Advisory committee. Additional Duties:

- A. Member, Membership Committee
- B. Member, Nominating Committee
- C. Member, Awards Committee

SECTION 3: AAOS BOARD OF COUNCILORS (BOC) REPRESENTATIVE: The primary role of the BOC representative will be to serve as a liaison between SOMOS and the AAOS Board of Councilors. He/she will advise the SOMOS BOD on business of the AAOS BOC as it relates to

SOMOS, and assist the President. There will be a total of one representatives, alternating yearly from each service (Army, Navy Air Force). Additional Duties:

- A. Member, Membership Committee
- B. Member, Bylaws Committee

SECTION 4: RESERVE REPRESENTATIVES: Each branch of service may have a Reserve Representative, who is a member that will represent the interests of reservists within their respective branch, and serve as a liaison between reserve orthopedic surgeons and SOMOS. The Reserve Representatives will be members of the Membership Committee with one of the three representatives serving on the Board of Directors in alternating years between the service. Additional Duties:

- A. Member, Membership Committee

SECTION 5: MEMBERS AT LARGE: Will be a SOMOS member who will serve as a liaison between retired members and SOMOS, and to represent the interests of retirees within SOMOS. Additional duties:

- A. Member, Membership Committee

SECTION 6: BOARD OF SPECIALTY (BOS) REPRESENTATIVES: There will be 3 representatives that will serve as a liaison between the AAOS Board of Specialties and SOMOS. Each representative will be responsible for the interests of their counterparts within the AAOS BOS.

- A. 1<sup>st</sup> Vice President
- B. Executive Director
- C. Physician Representative (Chair of the Education Committee)

SECTION 7: EDUCATION COMMITTEE CHAIR: Will serve to ensure the highest quality educational opportunities exist for members, as well as to represent the interests of SOMOS within the greater orthopedic educational community. Will serve as a liaison between the AAOS BOS and SOMOS. Additional duties:

- A. Member, Military Trauma Committee
- B. Member, Research Collaborative Committee

SECTION 8: SOMOS RESEARCH CHAIR: The Research Committee Chair will lead the committee responsible for organizing and overseeing the collaborative and integrative research efforts of the SOMOS community. He will serve on the BOD.

SECTION 9: ANNUAL MEETING COMMITTEE CHAIR and CO-CHAIR: The annual meeting committee Chair and Co-Chair will lead the committee responsible for the logistical coordination of the SOMOS annual meeting. This Chair will work directly with the PRESIDENT to ensure all scientific, social, and educational aspects of the meeting are a success. This position is nominated by the coinciding service-specific President and voted by the BOD. This position is held for 1 year (the year of the coinciding service-specific President).

SECTION 10: MEMBERSHIP COMMITTEE CHAIR: The membership committee Chair will lead the committee responsible for identifying, recruiting, and enrolling new members into SOMOS, as well as ensuring maximal renewal of membership by existing members.

SECTION 11: SOCIAL MEDIA COMMITTEE CHAIR: The Social Media committee Chair will lead the committee responsible for developing and managing the society's social media platform and message.

SECTION 12: DIVERSITY, EQUITY AND INCLUSION COMMITTEE Chair: The DEI committee Chair will lead the committee responsible for developing policy that promotes diversity, equity and inclusion within the society and confirms that SOMOS is represented on the national and international stage in a manner representative of this core value.

SECTION 13: RESIDENT REPRESENTATIVES: Each branch of service (Air Force, Army, Navy) will be represented on the BOD by an Orthopaedic surgery resident. The responsibilities of these representatives will be to serve as liaisons between residents with military obligations, and SOMOS, as well as to represent the interests of Orthopaedic residents to the SOMOS BOD. The resident representative is elected during the R3 year or later and serves a term of 2 years. All efforts will be made to have the residents rotating off service in staggered fashion (1 during one year and 2 during the next year). Additional Duties:

- A. Member, Membership Committee
- B. Member, SOMOS Research Committee
- C. Member, Bylaws Committee (1 resident)
- D. Member, Annual Meeting Committee (1 resident, service-specific)

- E. Member, Finance Committee (1 resident)

**SECTION 14: MANAGING DIRECTOR:** The Managing director will serve as a Senior Leadership advisor to the PRESIDENT and the BOD. The Managing Director holds sole responsibility for management and control of the organization. The Managing Director is selected and serves year to year at the sole discretion of the Board of Directors of SOMOS. His/Her performance and conduct shall be reviewed annually by the BOD, and subsequent reappointment is subject to continuing Board of Directors approval. Failure to perform the duties of this key position shall be cause for removal as delineated in section 16.

- A. Member, Finance Committee
- B. Member, Bylaws Committee
- C. Member, Awards Committee

**SECTION 15: INTERNATIONAL REPRESENTATIVE:** The allied representative shall represent the interests of foreign allied military orthopedic surgeons, and serve as a liaison between such organizations and the board of directors. The term for the international representative will be 2 years. Additional Duties:

- A: Member, membership committee

**SECTION 16: REMOVAL OR DELEGATION:** Any officer shall be subject to removal for cause by the Board of Directors at any regular or special meeting. In case of the absence of the President and Vice President, the Board of Directors may, without removal, delegate the powers and duties of such officer or agent to any other officer or agent selected by the Board of Directors for such period as the Board of Directors may deem proper, subject however to any limitations herein contained and only to the extent permitted by law. Any board member shall be subject to removal for cause by the Board of Directors at any regular or special meeting. In the event that a member of any SOMOS Committee shall be unable to serve, he/she shall be replaced by a new appointee selected by the President and approved by the Board

## **ARTICLE VIII**

### **COMMITTEES**

#### **SECTION 1: LIST OF COMMITTEES**

1. **MEMBERSHIP COMMITTEE**
2. **ANNUAL MEETING COMMITTEE**
3. **NOMINATING COMMITTEE**
4. **FINANCE COMMITTEE**
5. **AWARDS COMMITTEE**

6. RESEARCH COMMITTEE
7. EDUCATION COMMITTEE
8. SOCIAL MEDIA COMMITTEE
9. DEI COMMITTEE

## SECTION 2: RESPONSIBILITIES

The responsibilities and make up of each of the committees with their subcommittees are outlined within the Manual of Operations.

## **ARTICLE IX**

### **MEETINGS**

**SECTION 1: ANNUAL MEETING:** There shall be an Annual Meeting of SOMOS, on a date and at a time and place decided by the Board of Directors or the Executive Committee. At the Annual Meeting, SOMOS shall elect a Board of Directors, elect officers of the Board of Directors, approve and review the annual finances of SOMOS, and review yearly reports for the Representatives and Committee Chairs. There shall be at least one other regular meeting of the Board of Directors during the year.

**SECTION 2: SPECIAL MEETING:** Special Meetings of the Board of Directors may be called at any time by the President, or by the directors. A special Meeting of the Board of Directors shall be called by the President or by the Secretary upon the written request of two directors, made in writing to the Secretary. Meetings shall be held at such places as may be specified in the calls thereof. The purposes of such meetings shall be set forth in the notices thereof.

**SECTION 3: NOTICE OF MEETINGS:** Notice of each Annual or Special Meeting, stating the time, place, and purpose or purposes thereof, shall be served personally or e-mailed to each director entitled to vote at such meeting, with enough reasonable notice to ensure reasonable participation.

**SECTION 4: QUORUM:** At any meeting of the Board of Directors, one half of those entitled to vote at such meeting, present in person or by proxy, shall be a quorum for all purposes except as otherwise provided by law. In the absence of a quorum, the directors present in person or by proxy shall have the power to adjourn until a quorum is present.

**SECTION 5: VOTING:** Each board member shall be entitled to one vote at all meetings of the Board of Directors, and may vote either in person or by proxy to another director serving on the Board of Directors, except as otherwise prohibited by law. All proxies shall be in writing, and filed with the Secretary of SOMOS prior to or at the meeting. Except as affected by the absence of a quorum and except as otherwise expressly provided by law or by these



Bylaws, all questions shall be decided by a simple majority vote of the directors voting on the matter, present in person or by proxy.

SECTION 4: LOCATION: Action without a Meeting. All meetings shall be held at the principal office of SOMOS or other location as the Board may direct. Telephone meetings are permitted under Section 9.11 of the District of Columbia Non-Profit Corporations Act. Article Sixteen of the Articles of Incorporation permits action to be taken by the Board of Directors or any committee without a meeting if a sufficient number of directors or committee members sign a written consent setting forth the action to be taken.

## **ARTICLE X**

### **POTENTIAL CONFLICTS OF INTEREST**

SECTION 1: All officers, directors, and employees who are responsible for conducting the business of the SOMOS shall avoid, or carefully manage as required below, any potential conflict of interest between their own respective individual interests, those of the SOMOS and those of the U.S. Government for any member participating in the SOMOS in their official government capacity, in any and all actions taken by them on behalf of the SOMOS in their respective capacities.

SECTION 2: Except with the approval of the Board of Directors, officers, directors and employees shall avoid any circumstance or situation that benefits or appears to benefit the Board Member whether through personal gain involving a business transaction, gift, favor, or other consideration that can or does appear to result in the personal enrichment of the director, the director's relatives, friends or business associates. Individually, any director, officer or employee of the SOMOS, or any SOMOS or entity of which any officer, director, employee may be associated with, may be a party to, or may be financially or otherwise interested in, any contract or transaction of the SOMOS, provided that the fact that he or she individually or as a shareholder or member of such entity is such a part of or so interested, shall be disclosed or shall have been known to the Board of Directors at any meeting of the Board at which action upon any such contract or transaction shall be taken.

SECTION 3: Any individual with a potential conflict of interest shall make such known. Such person shall neither vote nor use personal influence on the matter, and shall not be counted in determining the quorum for a meeting where the matter may be considered, even where permitted by law. Such person shall not engage in any decision. The minutes of the meeting shall reflect that there is such a decision, his or her abstention from voting, and that a quorum was present without counting that person.

SECTION 4: A conflict of interest statement shall be completed annually by all current officers, directors, employees, and volunteers. Such statement shall be filed with the Executive Director of SOMOS no later than January 31<sup>st</sup> of each year and shall be on file for at least three years.

SECTION 5: If the services to be performed by a director are reasonable and necessary for carrying out SOMOS exempt purposes and the amount paid for such services is not excessive, a director (1) may receive compensation for his or her services as director, (2) may be engaged as a paid employee by the Board of Directors, or (3) may provide professional or other services to the SOMOS for remuneration; but only if such director's relationship and remuneration comply with Section 4958 of the Internal Revenue Code and the regulations promulgated there under, and the requirements of any grant which SOMOS may have received or be seeking.

SECTION 6: No contract, transaction or act between the SOMOS and, or in relation to, any other corporation, in the absence of fraud, shall be invalidated in any way otherwise affected by the fact that any one or more of the officers, directors or employees of the SOMOS are financially or otherwise interested in, or are directors or officers of such entity, if the disinterested directors approve the contract, transaction or act in good faith and with ordinary care. Such acts of the SOMOS, the Board of Directors, officers, and committees shall have the full protection of Section 2.31 of the District of Columbia Non-Profit Corporation act in relation to contracts with third parties.

SECTION 7: Any proposed transaction between the SOMOS and a director, officer or employee, his or her family or business shall be considered by the Board of Directors. If such a director has not complied with SOMOS conflict of interest policy, or a proposed transaction does not comply with Section 4958 of the Internal Revenue Code and all grant requirements, including, to the extent applicable, but not limited to, OMB Circulars A-102, A-110, A-122 and A-133 with the Provisional Compliance Supplement, the Board shall disapprove the proposed transaction. If such a director has complied with SOMOS conflict of interest policy, and a proposed transaction does comply with Section 4958 of the Internal Revenue Code, all grant requirements and OMB Circulars, the Board of Directors, in its sole discretion, may approve the proposed transaction if the transaction is in the best interest of SOMOS.

SECTION 8: All contracts, accounts, terms of reference and documents relating to the business of SOMOS, including but not limited to addresses and telephone numbers, are considered to be the confidential, proprietary information of SOMOS, and such information shall not be disclosed to any outside business or organization except by the approval of the Board of Directors.

## **ARTICLE XI**

### **MISCELLANEOUS**

SECTION 1: FISCAL YEAR: The Fiscal Year of the SOMOS shall commence the first day of January of each year and end on the 31<sup>st</sup> of December of that year.

SECTION 2: WAIVER OF NOTICE: Any notice required to be given by these Bylaws may be waived by the person entitled thereto.

SECTION 3: SEAL: The corporate seal of SOMOS shall consist of a flat-faced circular die with the name of SOMOS in a circle.

SECTION 4: AUTHORITY: Roberts' Rules of Order (latest revision) shall govern the Meetings of the Board of Directors and the committees of SOMOS in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

SECTION 5: INDEMNIFICATION: The SOMOS shall hold harmless each party serving as a Board of Directors or Committee Member when the SOMOS is responsible for the decision of the action claimed.

## **ARTICLE XII**

### **AMENDMENTS**

Changes in these Bylaws, in whole or in part, may be proposed by recommendation of the Board of Directors, The Executive Committee, or upon recommendation in writing of a majority of directors. Directors entitled to vote shall be notified personally or by mail with reasonable notice prior to any meeting at which amendments to these bylaws will be considered. The notice of the meeting shall set forth the proposed alteration, amendment or repeal. At least one half of the directors serving on the Board of Directors entitled to vote at such meeting must be present, in person or by proxy. A majority vote of the Board of Directors, whether present or by proxy, is required for any alteration, amendment or repeal of these bylaws.

These Bylaws as originally adopted and any subsequent amendments are to be submitted to SOMOS Bylaws and Policies Committee for review and comment.