



**The Society for the Advancement of  
Modeling and Role-Modeling  
(SAMRM)**

**BYLAWS**



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## **Article I – Name, Intent, and Purpose**

### **Section 1.1: Name**

The name of the organization shall be The Society for the Advancement of Modeling and Role-Modeling, hereinafter referred to as "The Society".

### **Section 1.2: Charitable Intent**

The Society is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of such contributions to qualify as exempt organizations under section 501c3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- a. No part of the net earnings of The Society shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that The Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1.2 hereof.
- b. None of the activities of The Society shall be used for propagandizing or otherwise attempting to influence legislation.
- c. The Society shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.
- d. Notwithstanding any other provision of these articles, The Society shall not carry on any other activities restricted for an organization:
  - exempt from federal income tax under section 501c3 of the current internal Revenue Code, or to which contributions are deductible under section 170c2 of the current Internal Revenue Code.



### **Section 1.3 Purpose**

The purpose of The Society shall be to advance the development and application of the Modeling and Role-Modeling (MRM) theory and paradigm by:

- a. Promoting the continuous study and integration of theoretical propositions and philosophical underpinnings through research, practice, and continued education.
- b. Developing a network for the support, stimulation, and growth of the membership through membership communications, conferences, and meetings.
- c. Disseminating knowledge and information through conferences and publications.
- d. Addressing societal needs by contributing to improvement of health care through proactive promotion of holistic health.

## **Article II – Membership**

There shall be two membership categories: General and Honorary. Members shall be individuals interested in the purposes and work of The Society. Candidates for membership shall be considered without regard to gender, age, ethnicity, religion, color, or creed.

### **Section 2.1: General Membership**

General Membership is for those individuals who study, practice, teach, conduct research, or support activities based on the MRM theory and paradigm.

- a. General Members in good standing shall be defined as those who have paid their annual dues.
- b. Only General Members in good standing shall be eligible to vote or serve as a Board Member.
- c. No member shall have more than one (1) vote.



## **Section 2.2: Responsibilities of General Membership**

- a. Support the work of The Society.
- b. Elect Officers of the Board and Chairs of Standing Committees.
- c. Set General Membership Dues at Biennial Membership Meeting.
- d. Pay membership dues.
- e. Ratify the results of the elections for Board Members and Standing Committee Chairs.

## **Section 2.3: Honorary Membership**

Honorary Membership may be granted by the Executive Committee as recognition for monetary or other contributions to The Society. Honorary Members are exempt from annual dues.

- a. Any member of The Society may suggest nominations for Honorary Membership to the Board of Directors.
- b. Members of The Society will be notified regarding proposed action for granting Honorary Membership and be invited to provide recommendations regarding such action.
- c. Honorary Members are eligible to receive The Society's communications.
- d. An individual may hold both Honorary and General Membership.
- e. Honorary Members will have voice but no vote in all business meetings of The Society.

## **Section 2.4: Meetings**

- a. Membership meetings shall be open to General and Honorary Members, invited guests, and interested persons.
- b. Meetings shall be held biennially.
- c. Meetings of the membership may be called by the President, a majority of the Board Members, or at the written request of any ten (10) General Members.
- d. Members shall be notified by the Secretary at least one (1) month prior to the Biennial Membership Meeting or any special meeting. Notification shall include a brief description of the business to be transacted.
- e. A quorum for the purpose of transacting business shall be fifty one percent (51%) of the Membership.



## **Article III – Board of Directors**

The governing body of The Society shall be the Board of Directors, also known as the Board, and ruled by the Bylaws of The Society.

### **Section 3.1: Composition**

The Board of Directors shall be composed of the Officers, Committee Chairs, Theory Expert, and Nursing Student Representative.

### **Section 3.2: Eligibility**

Any General Member in good standing in the Society shall be eligible for Board Membership.

### **Section 3.3: Responsibilities**

- a. Oversee the work of The Society.
- b. Appoint the Chairs of the Standing Committees (Article V) not elected by Membership, Theory Expert, and Nursing Student.
- c. Appoint Chairs and Ad-hoc Committees to do the business of The Society as deemed needed by the Board.
- d. Establish and update policies and procedures for The Society.

### **Section 3.4: Selection**

- a. The Society's Membership shall elect The Officers of the Board, Nomination Committee, and the Chairs of the Awards and Membership Committees by ballot no later than thirty (30) days prior to the Biennial Membership Meeting of The Society.
- b. Board members not elected by the Membership, shall be appointed by the Board prior to the Biennial Membership Meeting of The Society.
- c. Elected and selected Board Members shall be ratified by The Society's Membership at each biennial meeting.



### **Section 3.5: Meetings**

- a. The Board shall meet no less than quarterly.
- b. Special meetings may be called at any time by the President.
- c. Special meetings shall be called by written request to the President from a majority of the Executive Committee.
- d. The President shall determine the time and method (face-to-face, electronic, or phone) of any meeting.

### **Section 3.6: Terms of Office**

- a. Terms of office for Officers shall be two (2) years beginning at the close of the Biennial Membership Meeting.
- b. Officers, Nominating Committee members and Committee Chairs elected by Membership may serve in the same position for a maximum of two consecutive terms.
- c. After serving a maximum of eight (8) consecutive years, Board Members shall not be eligible to serve in an elected position for a minimum of one year.
- d. Committee Chairs not elected by the membership, the Theory Expert and the Student Representative shall be appointed by Board biennially.

### **Section 3.7: Conflict of Interest**

- a. Board Members shall declare their potential or actual conflict of interest, as defined in The Society's conflict of interest policies and procedures. No Board Member shall participate in the selection, award or administration of any contract or other transaction by The Society if such Member has a real or potential conflict of interest relating to such contract or transaction.
- b. The Board shall establish, adopt, and periodically update a written policy that establishes procedures for disclosing and addressing conflict of interest. All Board Members shall comply with The Society's conflict of interest policy and procedures. This section shall be consistent with Texas state law and the Internal Revenue Service in respect of tax-exempt organizations.

### **Section 3.8: Board Vacancies**

- a. Vacancies on the Board shall be filled by Board Appointment without consideration of the Terms of Office in Section 3.6.



## **Article IV – Officers**

### **Section 4.1: The President**

The President Serves as Chief Executive Officer of The Society with all rights and authority provided by the Bylaws of The Society. As such, the President shall:

- a. Serve as the official representative and spokesperson of The Society to the membership, professional organizations, and the public.
- b. Preside at all Board of Directors, Executive Committee, and Membership meetings of The Society.
- c. Prepare agendas for all Board of Directors, Executive Committee, and Membership meetings.
- d. Serve as an ex-officio member, with vote on all committees except the Nominating Committee.

### **Section 4.2: The President Elect**

The President-Elect is a preparational role for President of The Society. As such the President Elect shall:

- a. Assist the President in the management of the work of The Society.
- b. Preside at The Society activities at the request of, or in the absence of the President.
- c. Assume the role of President with full authority and responsibilities upon the vacancy of the position, absence of the President, or appointment by the Board.
- d. Maintain current lists of Committee Chairs and Members.
- e. Act as resource person and consultant for Standing Committees.





### **Section 4.3: The Secretary**

The Secretary serves as the recorder and custodian of the Board and Executive Committee minutes and documents. As such, the Secretary shall:

- a. Maintain copies of all Board and Executive Committee minutes.
- b. Arrange for distribution of Board and Executive Committee minutes as appropriate.
- c. Ensure archival storage of Board and Executive Committee minutes.
- d. Oversee the maintenance of a listing of all publications citing Modeling and Role-Modeling theory and paradigm.

### **Section 4.4: The Treasurer**

The Treasurer oversees and assumes fiscal responsibility for The Society. As such, the Treasurer shall:

- a. Serve as the Chair of the Finance Committee.
- b. Maintain accurate documentation of the financial accounts of The Society, including bank reconciliation.
- c. Track membership payments.
- d. Oversee annual notification of renewal fees to current and immediate past members.
- e. Collaborate with the Membership Committee to maintain a list of all active members in good standing with designation as General and/or Honorary Members.
- f. Submit financial reports to the Board of Directors monthly and as requested by the President.
- g. Submit two-year financial reports to the Membership thirty (30) days prior to the Biennial Membership Meeting.



## **Article V – Committees**

The Standing Committees of The Society include the Executive, Finance, Nominating, Programs Communication, Membership, and Awards Committees.

### **Section 5.1: The Executive Committee**

The Executive Committee shall be composed of the Officers of The Society and the Theory Expert. Serves to transact business of The Society in lieu of the Board of Directors as requested by the President or a minimum of two Officers of the Board.

- a. The term of the Executive Committee is consistent with the Terms of the respective members as stated in Article III, Section 3.6.
- b. Shall meet as requested by the President or in lieu of the President's absence, the President-Elect, and a minimum of two of the Officers.
- c. A quorum for the purpose of transacting business shall be a majority of the Executive Committee members.

### **Section 5.2: The Finance Committee**

The Finance Committee, shall be composed of the Treasurer, President, President Elect, and one other Board member selected by the Board shall:

- a. Oversee the financial status of The Society.
- b. Propose a two (2) year projected budget for The Society at the beginning of each calendar year.
- c. Prepare annual budget reports including status, projections, and revisions for biannual review by the Board.
- d. Propose fund-raising options to the Board.



### **Section 5.3: The Nominating Committee**

The Nominating Committee, elected by the General Membership, consists of three (3) members who may serve for two consecutive terms, select their own Chair biennially, and shall:

- a. Prepare a slate for open positions for the Officers, Nominating Committee, and the Chairs of the Membership and Awards Committee.
- b. Prepare a ballot for review by the Board of Directors at least forty-five (45) days prior to The Society's Biennial Membership Meeting.
- c. Distribute the ballot to all General Members no later than thirty (30) days prior to The Society's Biennial Membership Meeting.
- d. Tally ballot responses and present to the Board no later than fourteen (14) days before The Society's Biennial Membership Meeting.

### **Section 5.4: The Programs Committee**

The Programs Committee is composed of a Chair appointed by the Board, plus three Members selected by the Committee Chair and approved by the Board. The Programs Committee is responsible for the planning, organization, implementation, and evaluation of a conference or retreat, rotated biennially and approved by the Board. As such, the Programs Committee:

- a. Proposes the theme, venue, fees, and potential cost for The Society's conference or program to the Board for approval.
- b. Creates sub-committees charged to oversee the work of the events.
- c. May recruit additional persons to complete the work of the Committee.



### **Section 5.5: The Communications Committee**

The Communications Committee is composed of the Chair appointed by the Board plus a minimum of two others selected by the Chair of the Committee and approved by the Board.

The responsibilities of the Communication Committee include:

- a. Oversight of identifying, updating, and maintaining online platforms and applications needed for dialogue and dissemination of the Modeling and Role-Modeling theory and paradigm approved by the Board.

### **Section 5.6: The Membership Committee**

The Membership Committee is composed of the Chair, elected by the membership, plus a minimum of two other members of The Society selected by the Chair of the Committee and approved by the Board. The responsibilities of the Committee are to:

- a. Work in collaboration with the Board to increase and maintain membership in The Society.
- b. Work in collaboration with the Treasurer to maintain a list of all active members in good standing with designation as General and/or Honorary Members.

### **Section 5.7: The Awards Committee**

The Awards Committee is composed of a minimum of two (2) non-Board Members. The Chair shall be elected by the Members. Additional members of the Committee shall be selected by the Chair of the Committee and approved by the Board. The responsibilities of the Awards Committee are to:

- a. Recommend criteria for awards and grants for Board approval.
- b. Call for nominations for awards and grants for Members of The Society.
- c. Select recipients for each award and grant.
- d. Recommend recipients of awards and grants to the Board of Directors.
- e. Present the awards and grants at the Biennial Membership Meeting.
- f. Provide a follow-up report to the Board.



## **Article VI – Parliamentary Authority**

Roberts Rules of Order, most recently revised, shall be the parliamentary manual for this organization.

## **Article VII – Amendments**

### **Section 7.1: Amendments**

The Board shall establish processes for review and revision of The Society's Bylaws.

Amendments to these Bylaws shall be:

- a. Proposed to the Board not less than thirty (30) days before a lawfully held Membership Meeting of The Society.
- b. Approved by a majority of the Board Members.
- c. Presented to The Society's Members not less than two (2) weeks before a lawfully held Membership Meeting of The Society.
- d. Ratified by a majority of the General Members attending the lawfully held Membership Meeting of The Society.

## **Article VIII – Dissolution of The Society**

### **Section 8.1: Dissolution:**

The Society may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with The Society's Articles of Incorporation, Bylaws, and the Texas State Law.

### **Section 8.2: Distribution of Assets**

Upon dissolution of The Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501c3 of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which The Society is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.