

AIHA Bylaws

Revised ~~August 2018~~October 2019

Article I - General Information

Section 1. Name.

The corporation shall be known as American Industrial Hygiene Association (the Association).

Section 2. Purposes.

The Association shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

Section 3. Powers.

The Association shall have such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois, by its Articles of Incorporation, and these Bylaws.

Article II - Offices

The principal office of the Association shall be located where the Board of Directors may from time to time designate.

Article III - Membership

Section 1. Membership.

Persons engaged in industrial hygiene-related or occupational and environmental health and safety activities and such other persons or organizations as may be provided in these Bylaws are eligible to apply for membership in the Association. Approval by the Board of Directors or its designee shall be required for election to all classes of membership.

Section 2. Classes.

The classes of membership shall be Full, Emeritus, Student, Honorary, Organizational, and International

Section 3. Full Member.

A Full member shall be an individual that has a business interest in or supports the industrial hygiene, occupational and environmental health and safety, or allied profession. A Full member may vote on Association-related issues and serve on committees.

Section 4. Emeritus Member.

An Emeritus member shall be a former Full member who has retired from the active practice of industrial hygiene or occupational and environmental health and safety. An Emeritus member may continue to vote on Association-related issues and serve on committees.

Section 5. Student Member.

A full-time student at the college undergraduate or graduate level in the industrial hygiene or occupational and environmental health and safety field may become a Student member upon application and submission of a statement from his/her faculty advisor, transcript, or other means confirming status as a full-time student, initially and annually if requested. Additionally, an undergraduate or graduate student taking at least one-half the credit hours required for full-time undergraduate/graduate student status may also become a student member upon application and submission of a statement from his/her faculty advisor, transcript or other means confirming the number of credit hours, initially and annually if requested. Students who wish to remain members of the Association after completion of their studies may transition to Full membership status at that time. A Student member may not vote on Association issues but may serve as a non-voting member of a committee of AIHA.

Section 6. Honorary Member.

The Board of Directors may elect as Honorary members such persons who have made significant contributions to the industrial hygiene or occupational and environmental health and safety profession. An Honorary member may not vote on Association-related issues but may serve as a non-voting member of committees.

Section 7. Organizational Member.

The Board of Directors may approve as Organizational members such organizations as may apply for this status. An Organizational member may not vote or serve on committees.

Section 8. International Member.

An individual who would otherwise qualify as a Full member and who resides outside the United States and Canada may elect to be an International member. An International member may vote on Association-related issues and may serve on committees.

Section 9. Applications.

Application for membership shall be made via electronic or hard copy forms, as approved by the Board of Directors.

Section 10. Dues.

Dues become payable on the first day of January of each year. The dues per year for the various classes of membership shall be set forth by the Board of Directors. Dues are payable in advance and are not refundable.

Section 11. Good Standing and Termination.

Membership in the association shall terminate upon the resignation of a member, failure to pay dues, death, or expulsion from membership for violation of the Certificate of Incorporation, Bylaws, ABIH Code of Ethics, AIHA Code of Conduct, or for commission of any act deemed by the Board of Directors as injurious to the reputation and standing of the industrial hygiene or occupational and environmental health and safety profession or the Association. Except for failure to pay dues, no member shall be expelled without due process and without a two-thirds (2/3) vote of the Board of Directors present and voting at a duly constituted meeting. Persons whose membership has been terminated may not vote or serve on the Board or any committee.

Section 12. Reinstatement.

Any member terminated for nonpayment of dues may be reinstated within a three (3) year time period per written Board policy. After that period, the individual is required to re-apply as if a new member. Resignation, suspension, or termination of membership shall not relieve the member or former member from liability for any unpaid dues or other duly assessed fees or charges. To apply for membership, all back dues must be paid in full before membership may be approved, except as determined by the Board of Directors.

Article IV - Membership Meetings

Section 1. Annual Meeting - Time, Place, and Purpose.

The Annual Meeting of the membership shall be held each year at such time and place as may be selected by the Board of Directors and stated in the Notice of Meeting. The Annual Meeting shall include the installation of officers and directors and the transaction of such other business as may properly be brought before the meeting.

Section 2. Notice for Annual Meeting.

Notice of the Annual Meeting of the membership, stating the time and place of the meeting, shall be delivered to the membership not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, the Secretary, or the officer calling the meeting.

Section 3. Special Meetings.

A special meeting of the membership may be called by the President or the Board of Directors.

Section 4. Notice of Special Meeting.

Written notice of a special meeting of the membership, stating the time, place, and purpose of the meeting, shall be delivered to the membership not less than twenty (20) nor more than sixty (60) days before the date of the meeting by or at the direction of the President or the Board of Directors.

Section 5. Voting.

Each Full, Emeritus, and International member, collectively referred to as Voting Members, shall have one vote.

Section 6. Quorum.

The presence in person or by proxy of two hundred (200) Voting Members shall be required to constitute a quorum for any Membership Meeting.

Section 7. Proxies.

Each Voting Member may authorize the Secretary to act by proxy on any and all business that rightfully comes before the membership at a meeting called in accordance with these Bylaws, including the establishment of a quorum, but no such proxy shall be voted or acted upon after eleven months from its date unless such proxy provides for a longer period of time.

Section 8. Matters of Business Presented by Members.

No matter of business for consideration at any meeting of the membership other than as contained in the Notice of the Meeting shall be presented for consideration and action at a meeting unless a written statement of that matter shall have been presented to the President not

less than ten (10) days prior to the date of the meeting in writing bearing the signature of not less than two hundred (200) voting members.

Article V – Officers

Section 1. Officers.

The officers of the Association shall consist of the President, President-Elect, Vice-President, Past President, Treasurer, Secretary, and for the year preceding the expiration of the term of office of the Treasurer or Secretary, a Treasurer-Elect or Secretary-Elect.

Section 2. Eligibility.

Only Full members who meet the criteria for Board service shall be eligible to serve as officers of the Association. No two offices may be held simultaneously by the same person.

Section 3. Election and Term of Office.

The officers of the Association shall be elected by member ballot for terms of office as hereinafter provided, which terms shall begin and end on the date of the Annual Meeting. Each officer shall hold office until a successor shall have been duly elected or until death, resignation, or removal.

Section 4. Resignation.

An officer may resign by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal.

The Board of Directors may, by a vote of two-thirds (2/3) of its members, recommend and authorize removal of any officer at a meeting expressly called for that purpose

Section 6. Vacancies.

A vacancy in office because of the death, resignation, or removal of an officer may be filled by the Board of Directors for the unexpired term. In filling such vacancies, the Board of Directors shall observe the succession by the President-Elect to a vacancy in the office of President, by the Vice-President to a vacancy in the office of President-Elect, by the Treasurer-Elect (if then elected) to a vacancy in the office of Treasurer, and by the Secretary-Elect (if then elected) to a vacancy in the office of Secretary, as hereinafter provided. The Board of Directors may hold special elections.

Section 7. President.

The President shall preside at all meetings of the Association, Board of Directors, and Executive Committee. The President shall serve a one-year term of office.

Section 8. President-Elect.

The President-Elect automatically shall succeed the President in the office upon completion of the President's term of office. The President-Elect also shall perform any other duties delegated by the Board of Directors or assigned by the President. The President-Elect shall serve a one-year term of office.

Section 9. Vice-President.

The Vice-President automatically shall succeed the President-Elect upon completion of the President-Elect's term of office. The Vice-President shall perform any other duties delegated by the Board of Directors or assigned by the President. The Vice-President shall serve a one-year term of office.

Section 10. Past President.

The Past President shall serve as chair of the Nominating Committee. The Past President shall perform such other duties delegated by the Board of Directors or assigned by the President. The Past President shall serve a one-year term of office.

Section 11. Treasurer.

The Treasurer shall be the chair of the Finance Committee and shall be responsible for the preparation of an annual budget for approval by the Finance Committee before being submitted to the Board of Directors for final approval. The Treasurer shall present an annual financial report, audited by independent certified public accountants for the Association, at the Annual Meeting of the membership. The Treasurer shall serve a two-year term of office. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of duties in such sum and with such surety as the Board of Directors shall determine. The Treasurer shall perform all duties incident to the office of Treasurer and any other duties as may be from time to time assigned by the President or the Board of Directors.

Section 12. Treasurer-Elect.

The Treasurer-Elect shall be an assistant treasurer. The Treasurer-Elect automatically shall succeed the Treasurer in office upon completion of the Treasurer's term of office. The Treasurer-Elect shall perform such duties as are delegated by the Board of Directors or assigned by the President or Treasurer. The Treasurer-Elect shall serve a one-year term of office during the last year of the term of office of the Treasurer.

Section 13. Secretary.

The Secretary shall ensure that minutes of the meetings of the Board of Directors and Executive Committee are recorded and retained in a manner consistent with the Association's record retention policy; ensure that annual reports of committees are filed with the records of the Association; superintend the registration of proxies, as hereinbefore provided; supervise the conduct of ballots, as hereinafter provided; assure that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the records of the Association; and, in general, perform all duties incident to the office of Secretary and any other duties as delegated by the Board of Directors or assigned by the President. The Secretary shall serve a two-year term of office.

Section 14. Secretary-Elect.

The Secretary-Elect shall be an assistant secretary. The Secretary-Elect automatically shall succeed the Secretary in office upon completion of the Secretary's term of office. The Secretary-Elect shall perform any duties as delegated by the Board of Directors or assigned by the President or Secretary. The Secretary-Elect shall serve a one-year term in office during the last year of the term of the office of the Secretary.

Article VI - Directors

Section 1. General Powers.

Except as the General Not-For-Profit Corporation Act, the Articles of Incorporation, or these Bylaws may require that action shall be otherwise authorized or taken, all authority of the Association shall be exercised by its Board of Directors.

Section 2. Number of Directors.

The Board of Directors shall consist of the officers and six at-large directors.

Section 3. Eligibility.

Full members who meet the criteria for Board service shall be eligible to serve on the Board of Directors of the Association.

Section 4. Election and Term of Office.

The directors of the Association shall be elected by ballot and in accordance with Article XIII as hereinafter provided, for three-year staggered terms, with two at-large directors elected each year. The term of office of directors shall begin and end on the date of the Annual Meeting. Each director shall hold office until a successor shall have been duly elected or until death, resignation, or removal.

Section 5. Resignation.

A director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal.

The Board of Directors may, by a vote of two-thirds (2/3) of its members, recommend removal of any director at a meeting expressly called for that purpose. The voting members shall then vote on the removal.

Section 7. Vacancies.

The vacancy in office of any director may be filled by vote of the Board of Directors. A director elected to fill such vacancy shall be elected to the unexpired term of the predecessor in office.

Section 8. Meetings.

The Board of Directors shall hold meetings at least twice a year, one of which shall be held within one (1) week of the Annual Meeting of the membership. Meetings may be held in person or by some other means where each officer and director can communicate with all other officers and directors. Meetings may be called by the President or any six (6) members of the Board of Directors at such place and time as the person or persons calling the meeting shall specify in a written notice of the meeting.

Section 9. Notice.

Notice of the time and place of each meeting of the Board of Directors shall be given to the Board not less than five (5) days nor more than forty (40) days before the date of the meeting, which notice need not specify the purpose of the meeting. Notice of the adjournment of the meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meetings. Any Director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director

attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 10. Quorum and Voting.

The presence of a majority of the Board of Directors is necessary to constitute a quorum of a meeting. The act of a majority present at a meeting at which a quorum exists is the act of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote. As prescribed by State of Illinois law, proxy voting shall not be permitted for any purpose.

Section 11. Procedure.

The President shall preside at meetings of the Board of Directors and shall consult Robert's Rules of Order, Newly Revised, on matters of procedure not specifically covered by these Bylaws.

Article VII - Chief Executive Officer

The Board of Directors may engage a Chief Executive Officer (CEO) who shall have overall responsibility for management of the operations and business affairs of the Association. The CEO shall execute all programs established by the Board of Directors and all duties as may be assigned from time to time by the President or the Board of Directors, shall negotiate and execute contracts as authorized by the Board of Directors, shall be custodian of Association funds, and shall have authority to make deposits and disbursements in connection with the conduct of its business affairs, as delegated by the Board of Directors. The CEO and all staff members of the Association staff who deal with its funds shall be bonded for the faithful discharge of duties as the Board of Directors may deem appropriate. The CEO shall maintain an accurate list of the membership of the Association.

Article VIII - Committees

With the exception of the committees provided for in Articles IX through XI, other committees may be created and abolished by the Board of Directors. Such committees shall discharge such responsibilities as may be assigned to them by the Board of Directors.

Article IX - Executive Committee

Section 1. Composition.

The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, and immediate Past President.

Section 2. Duties.

The Executive Committee shall be responsible for the governance of the Association between meetings of the Board of Directors.

Section 3. Powers.

The Executive Committee shall have all the powers of the Board of Directors in the governance of the affairs and funds of the Association between meetings of the Board of Directors other than the powers expressly reserved to the Board of Directors by these Bylaws and by the Illinois General Not-for-Profit Corporation Act.

Section 4. Reporting.

The Executive Committee shall report its actions to the Board of Directors at its next meeting.

Section 5. Quorum and Voting.

A majority of the Executive Committee shall constitute a quorum, and the vote of a majority in attendance at the meetings at which a quorum exists shall constitute the act of the Executive Committee. No action shall be taken by the Executive Committee except at a scheduled meeting.

Article X - Nominating Committee

Section 1. Composition.

The Nominating Committee shall be comprised of not less than three (3) members and the immediate Past President, who shall serve as chair. The Nominating Committee members shall be Full members of the Association and shall be appointed to the committee by the Board of Directors based on criteria established by the Board and outlined in the Association's Board Nominations policy.

Section 2. Duties.

The Nominating Committee shall nominate persons as officers and directors of the Association. The Nominating Committee shall present to the Board of Directors two (2) nominees for each vacant director position and ~~two (2)~~ one (1) nominees each for the Vice-President and either Secretary-Elect or Treasurer-Elect (depending on the year) not less than ninety (90) days prior to an Annual Meeting of the membership. In making nominations, the Nominating Committee shall give consideration to a series of criteria as referenced in the Association's Diversity & Inclusion policy.

Section 3. Nomination by Petition.

In addition to nominations made by the Nominating Committee, nominations for officers and directors may be made by petition of not less than two percent (2%) of the members eligible to vote. Each petition must include a letter from the nominee stating the nominee's willingness to stand for election. Such petition must be submitted to the chair of the Nominating Committee not less than one hundred twenty (120) days prior to the Annual Meeting of the membership.

Section 4. Board Approval of Ballot

The Board may approve or decline the nominations recommended by the Nominating Committee in total or individually by majority vote. A majority vote of a duly constituted quorum of the Board in favor of a proposed director or officer, or slate of directors or officers, is required for placement on the ballot.

Article XI - Finance Committee

Section 1. Composition.

The Finance Committee shall be comprised of not less than three (3) at-large members in addition to the President-Elect, Vice-President, Treasurer-Elect if then elected, and the Treasurer, who shall serve as chair.

Section 2. Duties.

The Finance Committee shall:

- Review and submit an annual proposed budget to the Board of Directors;
- Monitor fiscal performance of the Association against its current budget;
- Review financial statements with the staff and independent certified public accountants of the Association;
- Recommend guidelines for investment of funds of the Association; and
- Review other Association fiscal matters for recommendation to the Board of Directors.

Article XII -Local Sections

Section 1. Creation and Existence.

The Board of Directors may create and abolish Local Sections of the Association. The Board of Directors shall consider a written application from fifteen (15) or more Full members of the Association to establish a Local Section and shall determine the geographic boundaries of such Local Section.

Section 2. Purpose of Local Sections.

The purpose of Local Sections shall be to promote the purposes of the Association, as set forth in its Articles of Incorporation, in the geographic boundaries of the Local Sections.

Section 3. Officers.

Any person who is a member in good standing of the Local Section and is a member in good standing of the Association may be elected as an officer in that Local Section subject to the Bylaws of that Local Section.

Section 4. Bylaws.

The Articles of Incorporation, Bylaws, including amendments, of a Local Section shall be approved in writing by the Board of Directors of AIHA or the Board's designee.

Section 5. Statements.

No Local Section shall publish any public statement that utilizes any form of the name of the Association on a policy or technical issue, other than issues that primarily affect the Local Section, without prior consent of the Board of Directors of AIHA.

Section 6. Local Sections Advisory Group Council.

The two highest ranking officers of each Local Section shall be members of the Local Sections Council of the AIHA. The Local Sections Council shall meet not less often than annually. The Local Sections Advisory Group shall include representation from local sections, student local

sections and the AIHA board. The Local Sections Advisory Group shall meet at least annually. It shall communicate its concerns to and coordinate its activities with the Board of Directors of AIHA.

Article XIII - Academy of Industrial Hygiene

Any individual Certified Industrial Hygienist (CIH) in good standing with the American Board of Industrial Hygiene (ABIH) is considered a Diplomate of the Academy of Industrial Hygiene. AIHA membership is not required to be a Diplomate of the Academy.

Article XIV - Ballots

Section 1. Election of Officers and Directors.

A ballot listing a slate of candidates for officers and directors shall be presented to and elected by the Voting Members of the Association not less than forty-five (45) days prior to an Annual Meeting of the membership. The ballot shall specify a deadline for return.

Section 2. Membership Referendum by the Board of Directors.

The Board of Directors may conduct by ballot a referendum of the membership in connection with any issue it may consider or action to be taken. Such ballot of referendum shall specify a deadline for its return.

Section 3. Membership Referendum by Petition of Membership.

Any member eligible to vote may, on written request to the President, require the Board of Directors to conduct a ballot referendum of the membership on any issue to be considered and/or action to be taken relating to the purposes of the Association, as set forth in the Articles of Incorporation. Such a request shall state with specificity the issues to be considered and/or the action to be taken and shall bear the signature of not less than five percent (5%) of members eligible to vote.

Section 4. Effect of Ballot.

Except as provided in Article XIX, a plurality of the ballots cast in an election of any officer or director or in a referendum on any issue to be considered or action to be taken shall be effective to constitute the election of a person as an officer or director of the Association and as a decision or act of the Association with respect to any issue to be considered or any action to be taken. In the event of a tie vote in any election of officer or director, the tie shall be resolved by vote of the Board of Directors.

Article XV - Contracts and Banking Provision

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, or agent or agents to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to special instances.

Section 2. Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such financial institution and/or investments in accordance with the guidelines recommended by the Finance Committee and approved by the Board of Directors.

Section 3. Checks.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Loans.

No loan shall be made to the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Article XVI - *Indemnification*

Every director, officer, employee of the Association, and such others as specified from time to time by the Executive Committee, shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a director, officer, or employee of the Association, or any settlement thereof, whether the person is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of negligence, willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

Article XVII - *Accounting Year Audit*

Section 1. Accounting Year.

The fiscal year of the Association shall be established by the Board of Directors.

Section 2. Audit.

At the end of the accounting year, the books of the Association shall be closed and a financial statement prepared for such year. Such financial statement shall be certified by an independent accounting firm, the partners of which are certified public accountants. Such financial statement shall be promptly provided to each director and shall be submitted to the members at the Annual Meeting.

Article XVIII – *Dissolution*

The Association shall use its funds only to accomplish the purposes specified in these Bylaws. No part of the funds shall be used to the advantage of any single person or entity or be distributed to the members of the Association. In the event of the dissolution or final liquidation of the Association, its remaining net assets shall be distributed to such nonprofit corporations or

associations as are exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code, as deemed appropriate by the AIHA Board of Directors.

Article XIX - Amendments

These Bylaws may be amended, or new Bylaws adopted by a two-thirds (2/3) vote of those Voting Members who respond to a ballot conducted in accordance with provisions of Article XIV.