

Eastern Upstate New York American Industrial Hygiene Association Local Section BYLAWS

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Article I—Name

The organization shall be known as the Eastern Upstate New York AIHA Local Section of the American Industrial Hygiene Association.

Article II—Purpose

The purpose of the local section shall be to promote the purposes of the American Industrial Hygiene Association (AIHA), as set forth in its Articles of Incorporation, within the geographic boundaries of Clinton, Essex, Hamilton, Warren, Fulton, Saratoga, Washington, Montgomery, Schenectady, Rensselaer, Albany, Schoharie, Greene, Columbia, Ulster, Dutchess, Putnam, Orange, and Sullivan Counties.

Article III—Membership

Section 1. Any member of AIHA, residing within the geographic boundaries of the local section, may become a member of the local section upon payment of local section dues. Subject to approval of the Local Section Executive Committee, any member of AIHA living outside the geographic boundaries of the local section may become a member of the local section. A member of AIHA may be a member of more than one local section.

Section 2. On payment of local section dues, and the approval by a two-thirds vote of the local section Executive Committee, any person having a professional interest in industrial hygiene may become an associate member of the local section, entitled to the privileges of local section membership.

Section 3. Retired membership in the local section may be extended to a member who has retired from the practice of the industrial hygiene profession, with approval of a two-thirds vote of the local section Executive Committee.

Section 4. Additional classes of membership in the local section may be created with approval of the board of directors of AIHA.

Article IV—Membership Meetings

Section 1. Meetings of the local section shall be held at the time and place designated by the Board of Directors.

Section 2. An annual meeting, at which the installation of officers and directors shall take place, shall be held at such time and place as designated by the Board of Directors.

Section 3. Special meetings shall be called at the discretion of the President with the approval of the Executive Committee or in response to the written request of 20 percent of the members of the local section in good standing.

Section 4. Notice of the time and place of any meeting shall be delivered to the membership not less than 10 days before the date of the meeting.

Section 5. The presence of 20 percent of the members of the local section in good standing shall be required to constitute a quorum for any meeting.

Article V—Officers

Section 1. The officers of the local section shall consist of the President, President-Elect, Secretary, and Treasurer. The Executive Committee shall consist of the officers of the local section. Only members of AIHA may be elected as officers. No person shall serve as officer in more than one local section at the same time. An officer need not reside or work in the geographic boundaries of the local section.

Section 2. The officers of the local section shall be elected by 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. The local section shall give notice of the names and addresses of the newly elected officers to AIHA within 30 days of such election.

Section 3. 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. If the vacancy occurs in the office of President-Elect, the member appointed to fill the vacancy shall not automatically succeed the President, and the President for the following year shall be elected at the next annual meeting of the local section.

Section 4. An officer may resign by oral tender of resignation at any meeting of the Executive Committee or by giving written notice thereof to the Executive Committee. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

Section 5. An officer may be removed, with or without cause, at a meeting expressly called for that purpose, by a two-thirds (2/3) vote of the Board of Directors.

Section 6. The President shall preside at all meetings of the local section membership, Board of Directors, and of the Executive Committee and shall perform such other duties as may be directed by the Executive Committee. The President shall appoint, subject to the provisions of these bylaws, members and chairs of all committees. The President shall be an ex-officio member of all committees. The President shall serve a one-year term of office.

Section 7. The President-Elect automatically shall succeed the President in office upon completion of the President's term of office. The President-Elect shall perform any duties delegated by the Board of Directors or assigned by the President. The President-Elect shall serve a one-year term of office.

Section 8. The Treasurer shall receive, disburse, and be custodian of all funds of the local section. All disbursements shall be made upon authorization of the Executive Committee. The Treasurer shall prepare a preliminary annual financial report and submit the accounts of the local section for audit at the last meeting

of the Board of Directors prior to the annual meeting of the local section. The Treasurer shall present a final annual financial report at the annual meeting of the local section. The Treasurer shall serve a one-year term of office. After the annual meeting of the local section, the Treasurer shall transmit to his/her successor in office all funds and property of the local section.

Section 9. The Secretary shall give notice of all meetings of the local section, Board of Directors, and the Executive Committee; maintain an accurate list of the members and their membership status; keep a record of the transaction of business that may come before such meetings; and be custodian of the records of the local section. The Secretary shall serve a one-year term of office. After the annual meeting of the local section, the Secretary shall transmit to his/her successor in office all records and property of the local section.

Article VI – Directors

Section 1. Except as 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. The Board of Directors shall consist of the at-large directors and the officers. Any member of the local section in good standing may be eligible to serve on the Board of Directors of the local section.

Section 3. The directors of the local section shall be elected by ballot as hereinafter provided, for three-year staggered terms, with an equal number of 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 4. 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 5. The Board of Directors may, by a vote of two-thirds (2/3) of its members, remove any director at a meeting expressly called for that purpose.

Section 6. 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 7. The Board of Directors shall hold meetings at least twice a year. Meetings may be held in person or by some other means where each officer and director can communicate with all other officers and directors. Notice of the time and place of each meeting of the Board of Directors shall be given not less than five (5) before the date of the meeting, which notice need not specify the purpose of the meeting.

Section 8. 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. Proxy voting shall not be permitted for any purpose.

Article VII – Committees

Section 1. The Executive Committee shall consist of the officers of the Local Section and the last two immediate past Presidents. The Executive Committee shall be responsible for governance and management of the Local Section and approval of new members. The President shall serve as chair of the Executive Committee. The presence of a majority of the Executive Committee is necessary to constitute a quorum for a meeting. The act of a majority present at a meeting at which a quorum exists is the act of the Executive Committee. Each member of the Executive Committee shall be entitled to one vote. Meetings of the Executive Committee may be called at the discretion of the President on not less than five days notice.

Section 2. The Program Committee shall consist of not less than three members. The President-Elect shall serve as its chair. The Program Committee shall present a tentative schedule of programs for the year to the

Executive Committee for its approval. On approval of the Executive Committee, the program Committee will implement arrangements for the programs and provide the secretary with information to be circulated to the members of the Local Section.

Section 3. The Nominating Committee shall consist of two members appointed by the President at least 15 days prior to the annual meeting of the local section and the immediate Past President who shall serve as its chair. The Nominating Committee shall nominate persons for officers of the Local Section, and it shall deliver its nominations for each office in writing to the secretary for circulation with the notice of the annual meeting. In addition to nominations made by the nominating Committee, nominations may be received from the members not less than 30 days prior to the annual meeting.

Article VIII—Local Sections Council Representatives

Section 1. The President and also either the President-elect, Secretary, or Treasurer shall serve as representatives of the Local Section on the Local Sections Council of AIHA provided that neither is an officer or director of AIHA, in which event; the Executive Committee shall appoint another member as such representative.

Section 2. The representatives of the local section shall report at the annual meeting of the Local Sections Council on the activities of the local section and report back to the local section on the actions of the Local Sections Council.

Article IX—Public Statements

Section 1. The local section shall not issue or publish any public statement that uses any form of the name of AIHA on a policy or technical issue, other than issues which primarily affect the local section, without prior consent of the Board of Directors of AIHA.

Section 2. No public statement on any matter, which purports to represent the opinion of the local section, shall be issued or published, unless that statement has been authorized by the Executive Committee as expressing the opinion of a majority of the members of the local section.

Article X—Dues

Section 1. Annual dues for local section membership become payable on the first day of January of each year. The dues per year shall be set by the Executive Committee and approved in accordance with the procedure set forth in Article X. Dues are payable in advance and are not refundable.

Section 2. Members accepted for membership between January and June shall pay dues for a full year. Members accepted for membership between July and December shall pay dues for one-half of the year.

Section 3. Any member whose dues are unpaid on March 1 is not in good standing and shall have no vote or other privileges of membership in the local section. If the dues of any member are not paid within one year of the date due, the membership of the member in the local section shall be terminated subject to reinstatement as provided in Section 4.

Section 4. Any member terminated for nonpayment of dues may be reinstated at any time before the next annual meeting of the year following termination, by payment of dues in arrears together with the dues for the current year.

Article XI—Elections/Ballot Decisions

Section 1. Elections: Officers of the Local Section shall be elected by email or mail ballot of the voting members of the Local Section distributed not less than 10 days prior to the annual meeting of the Local

Section, and these ballots shall specify a deadline for return. The President shall promptly report the results of the election to the Executive Director of AIHA.

Section 2. Ballot Decisions: The Executive Committee, at any time, may conduct by email or mail ballot, a referendum of the membership of the Local Section in connection with an issue it may consider, or action to be taken. Except as provided in Article XI, a plurality of the email or mail ballots cast in an election of an officer or in a referendum on an issue under consideration, or action to be taken, shall be effective to constitute the election: of a person as an officer of the Local Section or as a decision or act of the Local Section on an issue under consideration or an action to be taken. In the event of a tie vote in any such ballot, the tie shall be resolved by vote of the Executive Committee.

Voting may also take place at a meeting, given 10 days prior notice by email or mail, with the option of returning a vote by email or mail in place of a vote at attendance of said meeting.

Article XII—Dissolution

The Local Section 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 local section. In the event of the dissolution or final liquidation of the local section, 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 XIII—Amendments

Section 1. These bylaws may be amended or new bylaws adopted by a two-thirds vote of the members of the Local Section who respond to an email or mail ballot conducted in accordance with the provisions of Article X.

Section 2. Such amended or new bylaws shall become effective upon approval by the board of directors of National AIHA.

Submitted by:

_____ Local Section

on _____
Date

by _____
President

Approved by:

American Industrial Hygiene Association

on _____
Date

by _____
Secretary, AIHA Board of Directors