# Bylaws of the American Board of Industrial Hygiene
# Adopted October 28, 1960
# As Revised January 21, 2017

## ARTICLE I

**OBJECT**

*Section 1*. The purpose for which the Corporation is organized is to improve the practice and educational standards, from entry-level through advanced practice, of professions based on the science of protecting and enhancing the health, safety, and environment of people at work and in their communities. The Corporation may engage in any activities, not specifically forbidden by law, which may contribute to this purpose. It shall certify persons qualified through training and experience in these professions.

## ARTICLE II

**MEMBERSHIP**

*Section 1*. *Qualification.* Each member of the Corporation, except the Public Member, shall be a Diplomate (ABIH certificant) in good standing.

*Section 2*. *Term.* The term of membership of members of the Corporation, except the Public Member, shall be four years. In addition, a member who serves as the Chair of the Board of Directors in the fourth year of his/her term shall continue service for one additional year in an ex-officio, voting capacity. Memberships shall expire at the adjournment of an annual meeting of the Corporation, except if after the adjournment of an annual meeting of the Corporation the total number of members would fall below seven, then those memberships which would expire at that meeting shall not expire until a sufficient number of members are duly qualified and elected to restore the total membership to at least seven.

*Section 3.* *Public Member.* The Board of Directors shall elect a Public Member to bring viewpoints from the public to the deliberations of the Board of Directors. The Public Member shall be elected for an initial term of two years and may serve a total of two terms. The Public Member shall have voting rights and may serve on committees but may not hold office.

*Section 4*. *Number of Members.* The number of members of the Corporation shall be of at least seven with a maximum of fifteen members inclusive of the Public Member, and consist of a diverse representation of the certification population as recommended by the Nominations Committee and approved by the Board. The Board of Directors has the discretion to expand the number of members of the corporation to temporarily include representatives holding a newly acquired or developed certification for one year or until the desired representation is achieved within the fifteen-member maximum.

*Section 5.* *Election of Members; Vacancies*. The Board of Directors shall elect annually qualified persons to become members of the Corporation to replace members whose terms have expired. When a membership in the Corporation becomes vacant other than by expiration of a term, the Board of Directors may elect a qualified person to fill the unexpired term. If such unexpired term is less than eighteen months, the member will be eligible for subsequent election to a full four-year term of membership.

*Section 6*. *Removal/Termination.* The Board of Directors may terminate the membership of a member of the Corporation for cause. "Cause" for purposes of this provision shall be the determination by the Board of Directors, by majority vote, that said member has not abided by these Bylaws or the governing policies of the Board of Directors then in effect. Termination of membership shall require an affirmative vote of at least two-thirds of the remaining voting members of the Board of Directors, and may only take place after a hearing of which the member has been given at least seven days written notice and at which a quorum of the Board is present. Such hearing may be held in conjunction with a regular or special meeting of the Board. Minutes of the hearing shall be a matter of record.

## ARTICLE III

## BOARD OF DIRECTORS

*Section 1*. *General.* The property, business, and affairs of the Corporation shall be managed under the authority of the Board of Directors. The Board of Directors may adopt such rules, regulations and governing policies for the conduct of its business as it deems advisable, as may be consistent with federal law, the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), the Articles of Incorporation of the Corporation, and these Bylaws. The Board of Directors may, in the execution of the powers granted, delegate authority to the elected officers and individual Directors, board committees and the Chief Executive Officer. All powers not delegated by the Board of Directors are reserved to it.

*Section 2. Certificates.* The Board of Directors shall adopt and publicize regulations for the issuance and maintenance of certificates of Diplomates. The regulations shall not have the force of Bylaws.

*Section 3*. *Election and Term.* The members of the Corporation shall normally elect the Directors at the annual meeting of the Corporation. Directors shall be elected by a majority vote of the members of the Corporation. In the case of a vacancy, the election of a Director to serve for the balance of the unexpired term may be conducted at a regular or special meeting of the Corporation. A new Director elected at such regular or special meeting shall take office upon election. The qualifications of a Director consist of membership in the Corporation provided that said Director shall be a natural person of full age. The number of Directors shall be the same as the number of members of the Corporation. The term of office of a Director shall be the same as the term of membership in the Corporation.

*Section 4*. *Dissolution of the Corporation.* Upon dissolution of the Corporation, the Board of Directors shall disburse any assets remaining after all indebtedness has been paid to an organization(s) or governmental unit(s) serving exempt purposes as determined by the Board. They shall take into consideration any restrictions imposed by the Pennsylvania Nonprofit Corporation Law and the Internal Revenue Code of 1986, as amended, and the regulations issued thereunder. In no event shall any part of the Corporation's net earnings inure to the benefit of any private shareholder or individual.

## ARTICLE IV

## MEETINGS

*Section 1*. *Annual Membership Meeting.* An annual meeting of the membership of the Corporation shall be held at a time and place, within or without the Commonwealth of Pennsylvania, as may be designated in the notice of the meeting. Special meetings of the membership may be held at the written direction of the Board of Directors. Written notice of the annual or special membership meetings shall be given at least five days prior to the day of such meeting. In the case of a special meeting of the members, the notice shall specify the general nature of the business to be conducted.

*Section 2*. *Board of Directors Meetings.* Regular meetings of the Board of Directors shall be held at least four (4) times annually at such times and places as determined by the Directors. Special meetings of the Board of Directors may be called by the Chair or by three (3) or more Directors. At least one day written notice of the time, purpose and place of each regular or special meeting of the Board of Directors shall be given to each Director.

*Section 3. Quorum and Voting.* Except as otherwise provided in these Bylaws, two-thirds of the number of Directors then in office shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, and an affirmative vote by a majority of directors present at a meeting at which quorum is established shall constitute an action of the Board of Directors. At a meeting at which a quorum is initially present, the Board of Directors may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the established quorum for that meeting. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. Directors may not vote or otherwise act by proxy.

*Section 4.* *Meetings by Conference Telephone.* Members of the Board of Directors may participate in a meeting by means of a telephone conference or by similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

*Section 5*. *Action without a Meeting*. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent that sets forth the action is signed by each member of the Board of Directors and is filed with the Secretary and included with the minutes of proceedings of the Board of Directors at its subsequent meeting.

*Section 6.* *Attendance*. The Board may establish in its governing policies a requirement for attendance at its regularly scheduled meetings. Such policy may stipulate that absences from regular meetings of the Board of Directors in excess of the number of allowed absences set forth in the policy may be deemed a resignation from the Board. Exceptions to this requirement may be made on an individual basis only by action of the Board of Directors.

*Section 7.* *Compensation.* No member of the Corporation shall be compensated for services as a Director or as an officer. A Director may be reimbursed for travel expenses and subsistence incurred in attending a meeting of the Corporation or of the Board of Directors, or in performing duties directed by the Board of Directors.

## ARTICLE V

## ELECTED OFFICERS

*Section 1*. *Number and Term*. The elected officers of the Corporation shall be a Chair of the Board of Directors ("Chair"), who shall act as President pursuant to the Nonprofit Corporation Law, a Vice-Chair and an Immediate Past Chair. The Vice Chair shall be elected annually by the Board of Directors. The term of office for Vice Chair shall be for one year. The Vice Chair shall assume the position of Chair immediately after the end of the term. The term of office for Chair shall be for one year. The Chair shall assume the position of Immediate Past Chair at the end of the term. The term of office for Immediate Past Chair shall be for one year. The Chair, Vice-Chair and Immediate Past Chair must be members of the Corporation. The Chief Executive Officer shall act as and perform the duties of Secretary and Treasurer of the Corporation.

*Section 2*. *Duties of the Chair.* The Chair of the Board of Directors shall (i) preside at meetings of the membership of the Corporation and Board of Directors, (ii) be responsible for assuring that the Board of Directors fulfills its governance obligations as set forth in the Nonprofit Corporation Law, these Bylaws and in the Board of Directors' governing policies, (iii) execute any necessary documents and instruments on behalf of the Corporation except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some officer or agent of the Corporation, and (iv) perform other duties as from time to time may be assigned by the Board of Directors.

*Section 3.* *Duties of the Vice-Chair.* In the case of the Chair's absence, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all of the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall also perform such other duties as the Board of Directors may from time to time prescribe.

*Section 4.* *Duties of the Secretary.* The Secretary shall keep or cause to be kept the correct and complete books and records of the Corporation's accounts and transactions and minutes of the proceedings of the membership, the Board of Directors and of any committee of the Board of Directors. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes will be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of these By-Laws will be kept at the principal office of the Corporation.

*Section 5.* *Duties of the Treasurer.* The Treasurer will have charge and custody of all funds of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, the governing policies of the Board of Directors or which may be assigned from time to time by the Board of Directors.

*Section 6.* *Duties of the Immediate Past Chair.* The Immediate Past Chair shall serve as the chairperson of the Board of Directors' Nominating Committee, and shall perform such other duties as the Board of Directors may, from time to time prescribe.

*Section 7.* *Removal.* An elected officer may be removed from office, with or without cause, by an affirmative vote of a majority of all members of the Board of Directors at any regular or special meeting, provided notice of the proposed removal is stated in the meeting notice. Such removal, however, shall be without prejudice to any contract rights of the officer so removed.

## ARTICLE VI

## CHIEF EXECUTIVE OFFICER

*Section 1.* *Chief Executive Officer.* The Board of Directors shall employ a chief executive officer, who shall carry the title "Chief Executive Officer," with such duties, for such length of time, and at such compensation as the Board of Directors may determine. The Chief Executive Officer shall be responsible for the day-to-day administration of the Corporation's affairs and shall manage and direct all activities of the Corporation in accordance with the governing policies of the Board of Directors and these By-laws. The Chief Executive Officer shall have the power to hire and discharge agents, contractors, and employees of the Corporation and shall oversee and direct their activities in carrying out the work of the Corporation. The Chief Executive Officer shall be a non-voting ex-officio member of the Board of Directors.

## ARTICLE VII

## BOARD COMMITTEES

*Section 1*. *Establishment*. The Board of Directors may by resolution adopted by a majority of Directors in office appoint committees as deemed appropriate in carrying out its purposes and in accordance with its governing policies. Said committees must consist of one or more Directors of the Corporation. The resolution establishing such committees shall state the purpose, composition guidelines, timeline and authority of each committee. The decisions of a Committee shall be recommendations to the Board of Directors. They shall not constitute bases for public actions or statements by the Committee.

## ARTICLE VIII

## SEAL

*Section 1*. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the words, "Seal," "Pennsylvania," and the year of incorporation.

## ARTICLE IX

## AMENDMENTS

*Section 1.* *No Pecuniary Gain.* No amendment to the By-laws shall result in pecuniary gain or profit, indirect or otherwise, to a member or Director of the Corporation.

*Section 2.* *Amendments*. These By-laws may be altered, amended or replaced in part or in whole by affirmative vote of two-thirds of all voting Directors, provided that written notice of such proposed changes have been provided to all Directors no less than three (3) days in advance of a regular or special meeting at which such proposed action is to be taken.

## ARTICLE X

**INDEMNIFICATION**

*Section 1*. The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the Corporation to procure judgment in its favor) by reason of the fact that the person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another enterprise, against expenses (including attorneys' fees), judgments, fines, amounts paid in settlement actually and reasonably incurred, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for recklessness or willful misconduct, and except any sum paid for by the Corporation in settlement of any action, suit or proceeding based on recklessness or willful misconduct in the performance of such person's duties.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized hereunder. The right of indemnification provided herein shall inure to each person eligible under this section whether or not such person is a representative of the Corporation at the time such costs or expenses are imposed or incurred, and in the event of the death of such person shall extend to such person's heirs and legal representative. The Corporation shall purchase or maintain such insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Section 5747 of the Nonprofit Corporation Law. The purpose of the foregoing is to indemnify the Directors, officers, Chief Executive Officer and staff of the Corporation under existing or future professional liability insurance policy(s).

*Section 2*. A Director of the Corporation shall not be personally liable for monetary damages as a result of any action taken or any failure to take any action, provided, however, that this paragraph shall be inapplicable to the breach or failure to perform the duties of office relating to standard of care and justifiable reliance, as set forth in Section 5712 of the Nonprofit Corporation Law, its amendments or any successor statutes in effect at the time of the alleged breach or failure to perform, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; and furthermore shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to local, state or Federal law. The rights conferred by this Section shall continue as to any person who has ceased to be a Director and shall inure to the benefit of the heirs, executors and administrators of such person.