

## **BY-LAWS of AIHA-NCS**

### **ARTICLE I – Name**

The organization shall be known as the American Industrial Hygiene Association-Northern California Section (AIHA-NCS).

### **ARTICLE II - Purpose**

The purpose of AIHA-NCS shall be to promote the purposes of American Industrial Hygiene Association (AIHA), as set forth in its Articles of Incorporation, within the geographic boundaries of the State of California west of and including Mono county, north of and including Santa Cruz, San Benito and Merced counties, and south of and including Sonoma, Napa, Solano, Contra Costa, Alameda, Stanislaus, Calaveras and Tuolumne counties.

### **ARTICLE III - Membership**

**Section 1.** Membership: Any person eligible for membership in AIHA, residing within the geographic boundaries of the Local Section, may become a Member upon payment of the local dues and approval of the Executive Committee. Subject to the approval of the Executive Committee, any member of AIHA living outside the geographic boundaries of the Local Section may become a Member by giving written notice to the Local Section. A member of AIHA may be a member of more than one Local Section.

**Section 2.** Classes: The classes of membership shall be Full, Associate, Affiliate, Retired and Student. Additional classes of membership in AIHA-NCS may be created with approval of the Board of Directors of AIHA.

**Section 3.** Full Members: On payment of local dues, and the approval by a two-thirds vote of the Executive Committee, any Full, Retired (Full), or Associate Member of AIHA may become a Full Member of AIHA-NCS. A Full Member may serve on committees, vote, and be elected to the Executive Committee.

**Section 4.** Associate Members: On payment of local dues, and the approval by a two-thirds vote of the Executive Committee, any person who is currently a practicing industrial hygienist, or a graduate student in industrial hygiene or a cognate discipline, but is not a member of AIHA, may become an Associate Member of AIHA-NCS. A practicing industrial hygienist is an industrial hygienist as defined by AIHA who is currently engaged a majority of time in industrial hygiene activities as defined by the Executive Committee. An Associate Member may serve on committees and vote, but may not be elected to the Executive Committee.

**Section 5.** Affiliate Members: On payment of local dues and the approval by two-thirds vote of the Executive Committee, any person who is not a practicing industrial hygienist, nor a member of AIHA, but who works, cooperates, or interacts with industrial hygienists may become an Affiliate Member. An Affiliate Member may not vote, or serve on the Executive Committee, but may serve as a member of committees.

**Section 6.** Retired Members: Retired membership may be extended to a member (continuously paid for at least five (5) years up to the time of application) who has retired from the practice of the industrial hygiene profession, with approval of the Executive Committee. A Retired Member retains all privileges of a member but will not be assessed local dues.

**Section 7.** Student Members: A full-time student at the college undergraduate or graduate level, living or attending school within the geographical boundaries of AIHA-NCS, may become a Student Member upon application and yearly submission of adequate matriculation documentation, payment of half of the local section dues, and approval of the Executive Committee. A discount may be offered for attendance at regular dinner meetings and selected special events. A Student Member may not vote or serve on the

Executive Committee.

#### **ARTICLE IV - Membership Guidelines**

**Section 1.** Meetings of the Local Section shall be held at the time and place designated by the Executive Committee. The July meeting is designated as the Annual Meeting.

**Section 2.** 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 twenty percent (20%) of the members in good standing.

**Section 3.** Notice of the time and place of any meeting shall be mailed or e-mailed to local section members not less than ten (10) days before the date of the meeting.

**Section 4.** The presence of ten percent (10%) of the voting members in good standing shall be required to constitute a quorum for any Meeting.

#### **ARTICLE V - Officers and Directors**

**Section 1.** The officers shall consist of the President, President-Elect, Secretary and Treasurer. The Executive Committee shall consist of the officers, three (3) directors and immediate past-president. 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. The Local Section shall give notice of the names and addresses of the newly elected officers to the Executive Director of AIHA within thirty (30) days of such election. The officers shall serve a one-year term unless a successor is elected and installed at a special election.

**Section 2.** A vacancy in office because of the death, resignation or removal of an officer or director may be filled by the Executive Committee 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 election.

**Section 3.** An officer or director 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 4.** An officer or director may be removed at a meeting expressly called for that purpose by a majority vote of the Executive Committee.

**Section 5.** The President shall preside at all meetings of the Local Section membership and of the Executive Committee and shall perform such other duties as may be directed by the Executive Committee. The President shall appoint committees that the Executive Committee deems necessary for the orderly function of the Local Section. All committee appointments shall be for a one-year term. The President shall be an ex-officio member of all committees.

**Section 6.** 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 Executive Committee or assigned by the President.

**Section 7.** The Treasurer shall receive, disburse and be custodian of all funds of AIHA-NCS. All disbursements shall be made upon authorization of the President. The signature of two officers is required to complete any authorized disbursement. The Treasurer shall present a current financial report and provide the most recent reconciled bank statements at each regular meeting of the Executive Committee, and additionally as may be requested. The Treasurer shall present a final annual financial report at the first regularly scheduled Executive Committee meeting following the end of the fiscal year.

State and Federal income tax statements shall be prepared by a certified public accountant and filed by the Treasurer each year with approval of the Executive Committee. After the Annual May Meeting, the Treasurer shall transmit all funds and property to the successor in office.

**Section 8.** The Secretary shall keep a record of the transaction of business that may come before AIHA-NCS and Executive Committee meetings; and be custodian of the records.

#### **ARTICLE VI - Executive Committee**

**Section 1.** The Executive Committee shall be responsible for governance and management of the Local Section. 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 (5) days notice.

**Section 2.** The Executive Committee will present a proposed budget and obtain approval from the membership annually. Budget approval requires at least 10% of the voting members in good standing to cast a vote. Budget approval is thereby confirmed if it receives greater than 50% approval from those voting. Non-budgeted items exceeding \$2000.00 will also require approval by the membership per the same guidelines as budget approval.

**Section 3.** The Executive Committee shall review a current financial report and the most recent reconciled bank statements at each regular meeting.

#### **ARTICLE VII - Local Sections Council Representatives**

**Section 1.** The President and President-Elect shall serve as AIHA-NCS representatives 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 of AIHA on the activities of the AIHA-NCS and report back to the AIHA-NCS on the actions of the Local Section Council.

#### **ARTICLE VIII - Public Statements**

**Section 1.** No public statement on any matter, which purports to represent the opinion of AIHA-NCS, shall be issued or published, unless that statement has been authorized by two-thirds of the members voting at an AIHA-NCS meeting.

**Section 2.** AIHA-NCS shall get prior consent of the Board of Directors of AIHA for issuing or publishing any public statement which utilizes any form of the name of AIHA on a policy or technical issue, except when such issues primarily affect AIHA-NCS or the State of California. Any statement issued under this Section of the By-Laws will be identified clearly as being from the Northern California Section.

#### **ARTICLE IX - Dues**

**Section 1.** The annual dues shall be \$50.00 per year. Annual dues become due on the first day of January of each year.

**Section 2.** Any member whose dues are unpaid on March 1st is not in good standing and shall have no vote or other privileges of membership. If the dues of any member are not paid by December 31st, membership shall be terminated.

**Section 3.** Retired members pay no dues and are members in good standing.

## **ARTICLE X - Election of Officers and Directors**

**Section 1.** A President-Elect, Secretary, and Treasurer shall be elected each year to serve one year.

**Section 2.** The three (3) Directors shall be elected to serve for a term of three (3) years. The terms of office of the Directors shall be staggered so that one (1) new Director shall be elected each year.

**Section 3.** Nominations for Officers and Directors shall be made by the Nominating Committee consisting of the Past-President, the most recently elected Director, and one member-at-large, all in good standing and appointed by the President at least thirty (30) days before the election. Consent to serve shall be obtained from each nominee prior to submission of his/her name to the Executive Committee. The Nominating Committee shall deliver its nominations for each office in writing in time for review and approval by the Executive Committee at the March Executive Committee meeting. Additional nominations may be made from the floor at the March dinner meeting with the consent of those nominated. Full, Associate, and Retired Members in good standing shall be sent a ballot after the March meeting with the names and biographies of nominees, to be returned to AIHA-NCS by a specified date no more than two weeks after the mailing. Write-in candidates will be accepted. Results of the election will be conveyed to all candidates prior to publishing in the April/May newsletter and will be announced at the annual Symposium or no later than June 30<sup>th</sup>.

**Section 4.** The newly elected officers and directors shall assume responsibility for their new positions on July 1, and shall serve until their successors are installed.

**Section 5.** Electronic media is acceptable for all election communications and balloting.

## **ARTICLE XI - Ethics Committee**

### **Section 1. Composition and Duties**

An Ethics Committee, comprised of not less than three (3) Full Members of AIHA-NCS, shall deal with matters of ethical duty and professional responsibility as may be referred to the AIHA or AIHA-NCS. The Ethics Committee will be appointed as needed by the Executive Committee.

### **Section 2. Membership Termination**

Upon recommendation of the Ethics Committee, a membership in AIHA-NCS may be terminated by a three-fourths vote of the Executive Committee.

## **ARTICLE XII - Amendments**

**Section 1.** Amendments to these Bylaws may be presented by any member in good standing at any regular meeting of the Section or at any special meeting called for that specific purpose. They shall be presented in writing and shall be offered to the membership present at that meeting on motion for consideration and circulation to the membership. A simple majority shall be necessary to pass the motion. Amendments thus accepted for consideration and circulation shall be printed and circulated with a ballot (or via electronic media) to all members in good standing. A two-thirds affirmative vote of the ballots returned within 30 days shall be necessary for adoption of any amendment.

**Section 2.** Such amended or new Bylaws shall become effective upon approval by the Board of Directors of AIHA.

### **ARTICLE XIII - Indemnification**

**Section 1.** Every Director, Officer, Employee of AIHA-NCS and such others as specified from time to time by the Executive Committee, shall be indemnified by AIHA-NCS 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 AIHA-NCS, or any settlement thereof, whether the person is a Director, Officer or Employee at the time such expenses are incurred, except in such cases where the Director, Officer, or Employee is adjudged guilty of negligence, willful malfeasance 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 XIV - Dissolution**

**Section 1.** 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.