

**BYLAWS**  
**OF**  
**AIHA GUIDELINE FOUNDATION**

**ARTICLE I**  
**NAME**

The name of this non-profit corporation is AIHA Guideline Foundation. It is hereinafter referred to in these Bylaws as the Corporation.

**ARTICLE II**  
**BOARD OF DIRECTORS**

1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2. Number. The number of Directors shall be six (6), or such other number as shall be decided by the directors from time to time.

3. Manner of Selection. The voting members of the Executive Committee of American Industrial Hygiene Association (“AIHA”) shall, on an ex officio basis, comprise the Board of Directors of the Corporation.

4. Meetings.

(a) The Board of Directors shall provide by resolution the time and place, whether within or without the Commonwealth of Virginia, for the holding of the annual meeting of the Board, and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the President, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the Commonwealth of Virginia, as the place for holding any special meeting.

5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days previous thereto by written notice delivered personally, electronic methods or mail delivered to each director at his physical or electronic address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods,

such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a 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 or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

6. Quorum. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other or may vote by mail ballot. Each member of the Board of Directors shall be entitled to one vote. Proxy voting shall not be permitted for any purpose.

8. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

9. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

### **ARTICLE III** **OFFICERS**

1. Officers. The officers of the Corporation shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and an immediate Past President. Any two or more offices may be held by the same person.

2. Selection. The officers of AIHA serving on the AIHA Executive Committee shall serve ex officio in the same offices of the Corporation.

3. President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Corporation and Board of Directors. The President shall appoint, subject to provisions of these Bylaws, members and chairs of all committees. The President shall serve a one-year term of office. The President may sign any deeds, mortgages, bonds, contracts, or

other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted him by the Board of Directors.

4. President-Elect. The President-Elect shall perform any duties delegated by the Board of Directors or assigned by the President.

5. Vice President. The Vice President shall perform such duties as may be assigned by the President or the Board of Directors.

6. Past President. The Past President shall perform such duties delegated by the Board of Directors or assigned by the President.

7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, compliance with statutory reporting requirements, tax returns, and tax payments. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

9. Chief Staff Executive. The Board of Directors shall engage a Chief Staff Executive who shall, subject to the authority of the Board of Directors, have overall responsibility for management of the operations and business affairs of the Corporation. The Chief Staff Executive 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 Corporation 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 Chief Staff Executive and all staff members of the Corporation staff who deal with its funds shall be bonded for the faithful discharge of duties as the Board of Directors may deem appropriate.

#### **ARTICLE IV** **COMMITTEES**

1. Authority.

(a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(b) Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President as authorized by a like resolution of the Board. Membership on such committees need not be limited to Directors.

2. Term. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Chairman. One member of each committee shall be appointed chairman by the President.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Any committee rules of governance shall be consistent with these Bylaws and are subject to approval by the Board of Directors.

## **ARTICLE V** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

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

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

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 Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

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

5. Funds. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VI** **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors .

## **ARTICLE VII** **FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

**ARTICLE VIII**  
**INDEMNIFICATION**

Any present or former Director, officer or employee of the Corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer or employee to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

**ARTICLE IX**  
**PROCEDURE**

The President shall preside at meetings of the Board of Directors. The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

**ARTICLE X**  
**AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least five days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

**ARTICLE XI**  
**DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of the debts of the Corporation or provision therefor shall be distributed exclusively for its charitable, scientific or educational purposes, or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code, as the Board of Directors shall determine.