

IASHEP



BYLAWS



BYLAWS OF THE INTERNATIONAL ASSOCIATION OF ENVIRONMENTAL, HEALTH AND SAFETY PROFESSIONALS (IASHEP)

Approved Amended Bylaws effective May 10,2016 – Revised March 25, 2019

ARTICLE I: NAME AND PURPOSE

SECTION 1.1 NAME

The name of this organization shall be the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) hereafter, in these Bylaws, the organization shall be referred to as (IASHEP).

SECTION 1.2 PURPOSE

The purpose of IASHEP is to advance the field of occupational environmental, health and safety field by providing professional certifications, educational programs and technical knowledge regarding safety, health and environmental to the public and our membership. IASHEP achieves this purpose by:

- 1) Using processes to ensure independent decision making,
- 2) Facilitating multidisciplinary, multi-professional collaboration and discourse.
- 3) Establish the minimum academic and experience requirements necessary to receive certifications established pursuant to resolution by the Executive Director and the IASHEP Board of Directors members.
- 4) Determine the qualifications of applicants and arrange, control, and conduct investigations and examinations to verify the qualifications of candidates for certificates to be issued by IASHEP.
5. Grant and issue to qualified applicants, a certificate and maintain a directory of the holders of all valid certificates.
6. Establish requirements for the continuance of Certified Education & Professional Certifications. IASHEP also has such powers as are now or may hereafter be granted by the Not for Profit act of the State of Arizona and determine compliance of certificate

holders with approved requirements.

7) Communicate and where appropriate, educate public and private agencies, groups, and individuals with respect to matters of common interest; and it will inform employers, public

8) Leveraging partnerships with the government and other professional organizations. IASHEP) is located Maricopa, Arizona which is located in the State of Arizona and is a not-for-profit corporation organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code.

BOARD OF DIRECTORS RESPONSIBILITIES

The number of IASHEP Board of Directors will be limited to sixteen (16) official members and one public member. IASHEP staff will be part of the IASHEP Board of Directors and will not be counted as part of the total number of Board of Directors allowed. Being able to serve on the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board of Directors is a high honor and privilege, but one that carries with it a serious responsibility to serve the interests of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) and its members. It is the desire of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) that all Board members should conduct themselves and perform their duties in an exemplary fashion, commensurate with the position of leadership that has been bestowed upon them by the membership.

Board members must always abide by the legal duties of care, loyalty and obedience pertaining to their role as Directors of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP). As fiduciaries of International Assoc. of Safety, Health & Environmental Professionals (IASHEP) resources and guardians of its mission, each Board member has basic responsibilities that derive from these legal duties:

- To support the mission and purpose of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP), as reflected in its Articles of Incorporation, and to abide by its Bylaws and policies;
- To be diligent in preparation for, attendance at, and participation in Board meetings and related activities on behalf of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP)
- To ensure that the financial and business affairs of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) are, to the best of the Board member's awareness, managed in a responsible manner;
- To act always in good faith and in the best interests of the International Assoc. of Safety, Health & Environmental

Professionals (IASHEP), above any personal interest; and

- To maintain the confidentiality of sensitive or proprietary information obtained as a result of Board service.

Board members must also recognize that the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board acts only as a collective entity. Success depends on the contributions of all Board members and their ability to work well together.

With the goal of embedding these core principles into the culture of the Board, this Policy establishes standards of conduct expected of each Board member.

IASHEP BOARD OF DIRECTORS STANDARDS OF CONDUCT

1. INDIVIDUAL CONDUCT: To properly serve the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) and its members, each Board member must at all times act with dignity and integrity, both inside and outside of Board meetings, reflecting the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) high standards for ethical behavior and professionalism.

A. Each Board member sets the tone for the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) members and volunteers by acting as a leader and serving as an example of dedication, integrity and professional conduct.

B Each International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member should take no action that could discredit the reputation or credibility of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP).

2. FINANCIAL RESPONSIBILITY: Each Board member serves as a fiduciary of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) resources and is accountable to the members for prudent management of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) financial and business affairs.

A. The International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member should read and understand the International Assoc. of Safety, Health & Environmental Professionals (IASHEP)'s financial reports, committee reports and other documents pertaining to the operations of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP).

B. The International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member should actively engage in decisions relating to the allocation of resources and monitoring of financial performance.

3. CONFLICT OF INTEREST: Each International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member must act in good faith and in the best interests of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP), above any personal interest or the interests of any particular constituency. Each International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member is subject to, and must be familiar with, and must follow the International Assoc. of Safety, Health & Environmental Professionals (IASHEP Conflict of Interest Policy. It is not a conflict of interest for the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board members to be advocates for their areas of practice or geography. IASHEP Board of Directors members should, however, be open to the views and needs of all areas of practice and geography, and should act and vote based on the overall good of the Society, without partisanship.

4. BOARD COMMITMENTS: Each International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member must devote the time and resources reasonably necessary to fulfilling his/her commitments to the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board activities.

A. The International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member should demonstrate due diligence in preparation for and attendance at Board meetings and other activities on behalf of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP).

B. The International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member should, to the best of his/her ability, be informed about the needs and opinions of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP membership, and should ask any questions necessary to be fully informed about the issues being addressed by the Board, before making decisions.

C. A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member should give open and fair consideration to diverse and opposing viewpoints.

D. An International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member should exercise independent judgment, and should not hesitate to express dissenting opinions in an appropriate manner during Board deliberations.

5. RELATIONS AMONG BOARD MEMBERS:

1. Each International Assoc. of Safety, Health & Environmental Professionals

(IASHEP) Board member must foster an environment of respect, cooperation and collegiality. A Board member must not unduly disrupt the Board from operating in an efficient and effective manner.

2. International Assoc. of Safety, Health & Environmental Professionals (IASHEP) A Board member should treat other Board members with courtesy and allow other members of the Board to express their views.

3. International Assoc. of Safety, Health & Environmental Professionals (IASHEP) A Board member should respect the differing opinions of others. Board members may disagree on issues, but disagreements should be directed at the issue; personal *ad hominem* attacks are not acceptable.

4. International Assoc. of Safety, Health & Environmental Professionals (IASHEP) A Board member should never undermine, sabotage or falsely impugn another Board member. This is not intended to preclude a Board member, acting in good faith, from reporting a suspected violation of this Policy under the compliance provisions described herein, or from separately filing a disciplinary complaint with the IASHEP (or other appropriate disciplinary body) regarding an alleged violation by another Board member of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) (or other applicable) Code of Professional Conduct.

5. CONFIDENTIALITY: Transparency in governance and having input from the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) membership are both important considerations for the Board. International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board members must, however, balance those considerations against their legal and fiduciary obligations to maintain the confidentiality of sensitive or proprietary information obtained as a result of International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board service. In addition, maintaining the confidentiality of the Board's deliberations (especially those held in executive session) is essential to having full and frank discussions necessary for effective decision-making.

Therefore, all International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board of Directors are subject to these Standards and of this Code of Conduct and the exceptions noted below, a Board member may solicit input from International Assoc. of Safety, Health & Environmental Professionals (IASHEP) members on matters being considered by the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board, and may informally share with IASHEP members the actions taken and the issues considered by the Board in reaching its decisions.

However:

A. A Board member may not disclose any matters addressed in executive session to anyone not entitled to participate therein.

B. A Board member may not disclose confidential or proprietary information obtained as a result of Board service to anyone outside the Board or authorized staff.

C. A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member may not, in disclosing anything about the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board's deliberations, discuss or disclose the votes of the Board or of individual Board members (including his/ her own) unless the Board has made these votes public, or negatively characterize the positions of the Board or the points of view taken by any members of the Board.

D. A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member may not disclose anything about the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board actions or deliberations if the Board has determined to defer announcement of that action or to control the dissemination of that information.

6. PUBLIC STATEMENTS: A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member may not act in an official capacity or speak publicly on behalf of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) unless empowered to do so under the Bylaws or as specifically empowered by the Board.

A IASHEP Board member who, by virtue of Board assignments or duties, is asked to or is expected to communicate about Board matters through an official International Assoc. of Safety, Health & Environmental Professionals (IASHEP) communication channel or forum is authorized to speak for the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board in that capacity and for that purpose.

Except where so empowered or authorized, a International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member speaking publicly to the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) membership or in any other public forum must ensure that his/her statements are clearly identified as personal opinions and that he/she is not speaking on behalf of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) in any official capacity or expressing the views or positions of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP).

7. SUPPORT OF BOARD DECISIONS: A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member must accept and publicly

support International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board decisions.

A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member is encouraged to be an ambassador of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) and, subject to Standard 6 (Confidentiality) of this Code of Conduct, to promote the activities and actions of the Board with the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) membership and publicly. In doing so, a International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member must stay faithful to the intent of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board as expressed in its official statements, and should not reinterpret or re-characterize the Board's actions to reflect his/her own view.

While having the right and responsibility to exercise independent judgment and to express dissenting opinions during International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board deliberations, a International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member also has the obligation outside the Boardroom to respect and support decisions of the majority, even when the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member dissented from the majority view.

A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member who does not support a Board decision may express his/her opposition within the Board in an appropriate manner.

A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member must not take actions publicly or with respect to the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) membership that have the purpose of undermining the decisions or actions of the Board.

A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member who intends to publicly oppose a International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board action should resign his/her position on the Board before doing so.

8. RELATIONS WITH STAFF: The International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member must appreciate the strategic role of the Board and respect the Executive Director's / CEO and International Assoc. of Safety, Health & Environmental Professionals (IASHEP) the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) staff's responsibility to manage the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) day-to-day

activities.

A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board Member should refrain from intruding on administrative issues that are the responsibility of management, except to monitor results and prohibit actions that conflict with Board policy.

A International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member should treat employees of the organization courteously and professionally, recognizing that the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) has an obligation to provide its employees a workplace free from discrimination and harassment.

COMPLIANCE WITH THIS POLICY

1. International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board members are expected to use good faith efforts to comply with this Policy. A Board member who is unsure about the interpretation of a particular Standard of Conduct should consult with the Executive Director / CEO of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) or a member of the Leadership Team. If an International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member is unable to carry out the material responsibilities of his/her position or to conduct him/herself in a manner consistent with the Policy, the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member should consider voluntarily resigning his/her position on the Board

2. Board member or members who wish to bring a complaint under this Policy must do so in writing, addressed to the Executive Director / CEO of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) or a member of the Leadership Team. The Leadership Team (excluding any member who is personally involved in the complaint) will then, with the advice of the General Counsel and any investigatory panel it may appoint, determine a course of action for handling the complaint, including:

a. Determine that the complaint does not warrant further action. If a International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member who reported the complaint is not satisfied with that decision, he/she may submit the written complaint to the Board for further consideration.

b. The Executive Director / CEO of International Assoc. of Safety, Health & Environmental Professionals (IASHEP) will Mediate between the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member(s) who reported the complaint and the alleged violator(s), with an outcome agreeable to all parties.

c. Refer the complaint to a discipline committee in accordance with Article XIII of the Bylaws.

3. Any complaint made under this Policy, any and all proceedings of the Leadership Team, the Board, investigatory panel, discipline committee or appellate tribunal involved in investigating and resolving it, and any outcome of such proceedings – other than a public reprimand, suspension, expulsion or other outcome that necessarily involves disclosure – shall be considered confidential.

4. Notwithstanding paragraph 3 above, if the Leadership Team and/or any party or persons involved with or aware of the matter determine that the alleged conduct is additionally a potential violation of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Code of Professional Conduct (or other applicable professional code), they may refer the matter to the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) (or other appropriate disciplinary body)

5. If a International Assoc. of Safety, Health & Environmental Professionals (IASHEP) discipline committee determines that a International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member has violated this Policy, corrective measures may be required of the offending Board member and/or discipline may be imposed. Corrective measures or discipline should be appropriate to the facts and circumstances of the violation and, subject to the Bylaws and applicable law, may include the following:

- a. Admonishment or reprimand, whether privately by the Board or publicly by the International Assoc. of Safety, Health & Environmental Professionals (IASHEP).
- b. Requirement for remedial action to be taken.
- c. Removal from certain International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board-related assignments and/or loss of certain Board duties or privileges.
- d. Actions initiated to seek removal from the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board or as an officer.

6. If the offending Board member does not cooperate with the decision of the Discipline committee and/or the appellate tribunal, the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board may take such further action as it deems appropriate. Repeated or willful violations of this Policy, or a International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board member's disregard for or refusal to comply with remedial actions specified by the discipline committee or the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Board, may be regarded as a violation of the International Assoc. of Safety, Health & Environmental Professionals (IASHEP) Code of Professional Conduct or comparable provisions of other

applicable codes of professional conduct.

MEMBERSHIP

Section 1. Qualification. Each member of the Association, except the Public Member, shall be a IASHEP Certificant in good standing.

Section 2. Term. The term of membership of members of the Association, except the Public Member, shall be annually renewed. In addition, a member who serves on the Board of Directors will serve for three years of his/her term and shall continue service for one additional year in an ex-officio, voting capacity.

Memberships shall expire on the last day of the calendar year (December 31st), except if the last day of the calendar year the total number of members would fall below seven, then those memberships, which would expire at the end of the year shall not expire until a sufficient number of members is duly qualified and elected to restore the total membership to at least seven. Section

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 Association shall be of at least seven with an unlimited number of 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 of Directors.

The Board of Directors has the discretion to expand the number of members of the association 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 Committee Members; Vacancies. The Board of Directors shall elect annually qualified persons to become members of the associations committee members to replace members whose terms have expired. When a membership in the Association 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 Association 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 II: MEMBERS

SECTION 2.1 CATEGORIES OF VOTING MEMBERS. (IASHEP) shall have one (1) category of Voting Members. The eligibility process applicable to Voting Members shall be determined by the IASHEP Executive Director and the Board of Director members. IASHEP shall maintain a policy or policies setting the specific rights, requirements, and other prerequisites applicable to the various membership categories, which may be amended from time to time by the Executive Director with consent of the IASHEP Board of Directors.

SECTION 2.2 IASHEP VOTING MEMBERS

A Voting Member of IASHEP) shall be:

- A. Any IASHEP Certified Safety, Health and Environmental Professionals who currently spends greater than 50% of his or her employment in the field of Environmental Health and Safety.
- B. Any IASHEP Certified Safety, Health & Environmental Professional who has retired from employment that involved greater than 50% of his or her time in the field of Environmental Health and Safety.
- C. Any IASHEP Certified Safety, Health & Environmental Professionals who is a full-time student officially matriculated in an undergraduate or graduate program in environmental health, occupational health and safety or a related discipline.

ARTICLE III: MEETINGS OF MEMBERS

SECTION 3.1 MEETINGS

Meetings of IASHEP Board of Director members may be held at such time and place as may be determined by the Executive Director of the International Assoc. of Environmental, Health and Safety Professionals (IASHEP) for the purpose of transacting any and all business that may be brought before the Meeting.

Section 3.1 The order of business at the annual general business meeting of the Association will normally be:

1. Call to Order
2. Approval of minutes of last meeting
3. Executive Director's report
4. Secretary's report
5. Treasurer's report
6. Financial audit report
7. Review strategic plan (Executive Director)
8. Committee reports (If applicable)
9. Unfinished business
10. New Business
11. Announcements/miscellaneous/other matters
12. Adjournment

SECTION 3.2 SPECIAL MEETINGS

Section 3.2.1 Special meetings shall be called by the Executive Director as necessary or at the recommendation of the Board of Directors. Special meetings of the members may be called at any time by the Executive Director and shall be called on written request to the Executive Director and the Board of Executive Directors by not less than five percent (5%) of the Voting Members.

SECTION 3.3 NOTICE OF MEETINGS

All Voting Members of International Assoc. of Environmental, Health and Safety Professionals (IASHEP) shall be given notice of the time and place of Meetings at least thirty (30) days prior to the Meeting.

SECTION 3.4 ANNUAL MEETING

The Executive Director of the International Assoc. of Environmental, Health and Safety Professionals (IASHEP) shall conduct an annual meeting. The date, time, and place of the meeting shall be determined by the Executive Director and the Board of Executive Directors Members.

SECTION 3.5 QUORUM

A quorum of the membership shall be one percent (1%) of all International Association of Environmental, Health and Safety Professionals (IASHEP) Voting Members. Proxies may not be used in determining a quorum.

SECTION 3.6 VOTING

Each International Assoc. of Environmental, Health and Safety Professionals (IASHEP)

Voting Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Voting may be conducted in person, by mail ballot, or by electronic means, at the discretion of the Executive Director, in accordance with prevailing state law. Proxy voting may be allowed at a regular or properly called special meeting in accordance with procedures established by the Board.

ARTICLE IV: EXECUTIVE DIRECTOR AND BOARD OF DIRECTORS MEMBERS

SECTION 4.1 GENERAL AUTHORITY AND DUTIES

The Executive Director and Board of Directors members shall supervise and control the business, property and affairs of IASHEP subject to the limitations contained in the Bylaws and the Articles of Incorporation.

The Executive Director and the Board of Directors shall be vested with the powers possessed by IASHEP itself, including the powers to determine the policies of IASHEP and prosecute its purposes; to appoint and remunerate agents and employees; to disperse the funds of IASHEP; and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such rules and regulations are not contradictory to the Articles of Incorporation or these Bylaws (in their present form or as they may be amended) or to any applicable law.

A primary responsibility of the Executive Director and Board of Directors Members shall be to ensure the integrity and independence of the processes used in the development of its products and services. The Executive Director and Board of Directors members should formally review the organization's policies and procedures for conflicts of interest on an annual basis to ensure that there has been full compliance with these policies and procedures.

SECTION 4.2 COMPOSITION

The Executive Director and the Board of Directors shall consist of the IASHEP Authorized Learning Partners and at least (4) Voting Members from IASHEP or other sources such as the government or the public. The Executive Director shall be an ex-officio member of the Board with the deciding vote in case of a tie.

SECTION 4.3 ELIGIBILITY

The Executive Director and Board of Directors members must be Voting Members of IASHEP. Candidates for position or Board of Directors position must meet conflict of interest criteria established by the Board prior to being nominated.

SECTION 4.4 – OBJECTIVES

IASHEP's mission shall be accomplished through the following objectives:

4.4.1. To give organized and effective guidance in the development of the highest possible principles and standards of environmental health and safety.

4.4.2 To support IASHEP members and IASHEP charities so that they may achieve their professional and academic objectives.

4.4.3. To gather and disseminate accurate and timely information to IASHEP members.

4.4.4. To afford opportunities for professional interaction among members, and other professional organizations and educational institutions.

4.4.5. To provide environmental health and safety expertise to governmental and administrative officials and to give the membership and educational institutions of our members opportunities for effective interaction with these groups.

SECTION 4.5 RESIGNATION

Any Executive Director or Board of Directors member may resign at any time by giving written notice to the Members. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof by the membership.

SECTION 4.6 VACANCIES

In case of resignation of the Executive Director or an Board of Directors if for any reason including ineligibility or removal, and if the Executive Director is unable to complete his or her term, the Board of Directors shall appoint an individual to complete the unexpired term. However, if the Board of Directors chooses not to appoint an individual to complete the unexpired term, the Board may order a special election to be held in accordance with Article IV, Section 4.5, to complete the unexpired term.

SECTION 4.7 REGULAR MEETINGS

The Executive Director and Board of Directors shall meet on the call of the Chair, or at such other time or times as a majority of the Voting Members of the Board shall determine. There shall be no fewer than two (2) regular meetings of the Board each year. The Board, at its discretion, may meet by teleconference to the extent permitted by law.

SECTION 4.8 NOTICE

At least five (5) days notice of the time and place of regular or special meetings of the Board of Directors shall be given by the Executive Director, unless the Executive Director consents to a shorter notice. For special meetings, such notice shall include the purpose of the meeting.

SECTION 4.9 QUORUM

The quorum for meetings of IASHEP shall be the Executive Director and shall be a majority of the Board of Directors members.

SECTION 4.10 MANNER OF ACTING

The Executive Directors and Board of Directors Members, voting where a quorum is present, shall be the act of the Executive Director of the organization and shall be entitled to one vote. The Executive Director may vote in person, by mail, by teleconference, or electronic means to the extent permitted by law.

SECTION 4.11 COMPENSATION FOR BOARD MEMBERS

Board of Directors Members shall not receive any compensation for their services as members of the Board of Directors, but the Executive Director and Board of Directors Members may authorize payment by IASHEP of the expenses of the Executive Director or Board of Directors members that are related to their official duties.

SECTION 4.12 PROCEDURE

The Board may adopt its own rules of procedure which shall not be contradictory to these Bylaws.

ARTICLE V: COMMITTEES

- 1. Nominating Committee** shall verify the membership, conflict of interest and professional affiliation status of each nominee. Each year, the Nominating Committee shall submit its slate for election of various IASHEP Committee members and the and Board of Executive Directors Members for ratification of the selection process.
- 2. Examination Committee** which shall be appointed by the Executive Director and approved by the IASHEP Board of Directors Members . The Executive Directors Consultant(s), other designated employees shall serve on the committee without vote. The Examination Committee is responsible for the development, maintenance, administration, and review of the examinations and examination procedures and for regularly conducting studies to ensure the validity of the examinations.
- 3. Continuance of Certification Committee** shall be appointed by the Executive Director and approved by the Board of Directors Members. The Continuance of Certification Committee shall be responsible for establishing Continuance of Certification criteria and process and audit of Continuance of Certification submissions.

4. **Professional Development Committee** shall be appointed by the Executive Director and approved by the Board of Directors Members. The Professional Development Committee shall be responsible for maintaining liaison with other professional organizations, enhancement of the professional status of IASHEP professional certifications, development of public relations, government relations and marketing programs.
5. **Professional Standards Committee** shall be appointed by the Executive Director and approved by the Board of Directors Members. The Professional Standards Committee shall be responsible for setting educational and experience standards for certification candidates, establishing and overseeing policies and procedures related to evaluation of candidate qualifications, maintaining a Code of Professional Conduct for certificate holders and promoting ethical practice.
6. The Executive Director may create additional committees, in addition to those named in these Bylaws, and delegate to them such powers and duties as deemed advisable.
7. **Awards Committee**; shall consist of at least five (5) Voting Members selected by the Executive Director. The Committee Chair will be a current Board of Directors member selected by the Executive Director. The Committee will recommend nominees for scholarships or other awards to be conferred by IASHEP). Such recommendations shall be in conformance with any guidelines established by the Board for the various awards. The Committee may meet by teleconference.
8. Ad hoc committees and other working groups may be formed by the Executive Director from time to time as may be required. Each shall have a definitive charge as determined by the Executive Director and Board of Directors Members.
9. **Executive Committee**; The executive committee is a standing committee that often acts as a steering of the full board. Functioning as a steering committee, the executive committee prioritizes issues for the full board of directors to address. Although the executive committee comprises senior-level leaders, the committee members report to the IASHEP Executive Director / CEO. The executive committee will have between three to seven members. In some corporations, the board chair appoints the members of the executive committee, but, usually, the board appoints the members.
10. **By-Laws Committee**; The bylaws committee is responsible for gathering all the information necessary to draft the bylaws. Committee members commonly research the bylaws of other nonprofit organizations in the area as well as organizations that do the same type of work. This provides a benchmark for both the industry and the region, giving the committee an idea of how other organizations operate. The committee also gathers all existing organizational

policies and procedures for inclusion or reference in the bylaws. Where policies don't exist, the committee drafts wording to address the issue ahead of approval by the board.

Getting Approval: The organization's Board of Directors commonly approves the bylaws by majority at an official board meeting that has a quorum of directors in attendance. The bylaws committee circulates the bylaw draft ahead of the meeting to give directors time to read it and ask questions. If the Board of Directors require extensive changes or answers, the committee may meet to compile its response and issue a new draft. The bylaws committee head is typically a Board of Director member with a governance role, who tables the final draft bylaws at the board meeting for acceptance. After the board approves the bylaws, organizations commonly require presentation of the final version at a full members' meeting for ratification and adoption.

- 11. Ethics Committee;** The Ethics committee is responsible in setting up the initial guidelines and policies for behavior within IASHEP. The impetus for new or revised rules may start with a conflict. The problems may arise from conflicts between IASHEP Board of Directors and IASHEP members of the association. The ethics committee then creates guidelines for various circumstances and may step in as the arbiter of conflicts and find solutions that then can be integrated into company policies.

While the ethics committee may create the initial set of rules and regulations to govern the IASHEP association ethics, it also reviews those policies on a regular basis and refines them when necessary. The committee may get input from the Board of Directors or its members through surveys, employee hotlines and questionnaires. The member use situations and circumstances to create learning experiences from which they can determine other appropriate actions. Finally, their role is to effectively communicate company ethics policies to the entire company.

- 12. Government Liaison Committee; Committee;** The Government Liaison committee is responsible to coordinate and gather government support from one another to enhance the business environment. Meetings will revolve among committee organization locations on a quarterly basis. Representatives of the committee are chosen by the Board of Directors and approved by the Executive Director / CEO of IASHEP.

- 13.** These individuals are empowered to speak as non-committal authorities in offering guidance, crafting committee resolutions to enhance IASHEP relationships, and serve as official liaisons for IASHEP. Any formal action must be reviewed and approved by the Executive Director / CEO and the IASHEP Board of Directors, although informative dialog and guidance are expected to be significant function served. All non-confidential dialog will be made available as

Government Liaison Committee.

14. Professional Practice Committee; The Professional Practices Committee is a policy and strategy recommending body that reports to the IASHEP Executive Director / CEO and the Board of Directors. Its primary function is to review and provide updates to Association Forum's Professional Practice Statements and to develop new statements.

The Professional Practice Committee:

- Is subdivided into task forces to work on revising and creating statements.
- Reviews Professional Practice Statements to determine if the statements should be updated, retired or left as is.
- Revises those statements in need of updating by submitting a revised draft to the Executive Director / CEO and to the Board of Directors for consideration.
- Develops new statements on issues/areas not currently addressed. This requires drafting a scope statement for consideration by the IASHEP Executive Director / CEO and the Board of Directors first and then once approved; the full statement is drafted and submitted to the IASHEP Executive Director / CEO and the Board of Directors for consideration.
- Reviews and develops professional practice statements containing inclusive language and topics related to diversity & inclusion

15. Discipline & Appeals Committee By applying for certification or recertification, IASHEP members recognize the authority of IASHEP to apply the IASHEP Code of Ethics to those certified. If disciplinary actions are recommended as a result of an ethics investigation, the accused will be given full due process, including an appeal. A Certified IASHEP member may be suspended or revoked for reason(s) deemed appropriate by IASHEP including, but not limited to, the following:

- a) Falsification of the certification application
- b) Falsification of any information requested by IASHEP
- c) Misrepresentation of certification status
- d) Cheating (or reasonable evidence of intent to cheat) on the examination
- e) The conviction or plea of guilty or plea of nolo contendere to a felony in a matter related to the practice of, or qualifications for, professional activity

f) Gross negligence or willful misconduct in the performance of professional services, or other unethical or unprofessional conduct.

Procedures

- Complaints regarding possible ethics violations of IASHEP rules and procedures a complaint must be submitted in writing to the IASHEP Executive Director. The complaint must include the accuser's name and contact information. Individuals bringing complaints are not entitled to any relief or damages by virtue of this process, although they will receive notice of the actions taken.
- Complaints will undergo an administrative review of documentation by the Disciplinary Committee of the IASHEP Board of Directors within 30 days of receipt by IASHEP Executive Director / CEO to determine if the alleged action falls within the scope of disciplinary policy and warrants investigation .
- The accused will be notified in writing of complaint within 14 days after the administrative review. Further, in the absence of unusual circumstances, the accused will receive the original complaint and documentation including the name of the accuser.
- The accused will be given an opportunity to formally and in writing admit to or refute the accusation in 30 days from letter date, thus assuring due process in the review.
- The investigation may require procuring additional materials and interviews with relevant people.
- If it is determined that there was a bona fide violation of ethics, the consequences can range from a letter of reprimand with warning, requiring the accused to complete an educational intervention on ethics, suspension, or revocation of the certification. Complainant and the certificant will be notified of the final decision of the Disciplinary Committee.
- Every effort will be made to reach a decision in a timely manner; however, extended time may be needed to ensure full due process.
- Actions taken do not constitute enforcement of the law, although referral to appropriate federal, state, or local government agencies may be made about the conduct of the certificant in appropriate situations.
- IASHEP will publish suspensions and revocations on the website. Appeals Policy

- An appeal procedure is available to any applicant (Applicant) or or IASHEP member to contest any adverse decision affecting his/her examination eligibility or status. Any individual who does not file a request for an appeal within the required time limit shall waive the right to appeal.

16. International Committee The International Committee seeks to foster an international community of safety, health and environmental professionals within IASHEP; to provide forums in which to exchange ideas and make connections; to encourage engagement with the international member and student community; to develop relationships between IASHEP and other organizations outside the United States with comparable goals and activities; and to assist the IASHEP Executive Director / CEO and IASHEP Board of Directors by identifying and recommending advocacy issues that involve IASHEP and cross national borders

17. Student & Emerging Professional Committee In accordance with the guidelines established for IASHEP Professional Committees, the Student and Emerging Professionals Committee is made up of a minimum core of eight students or recently graduated IASHEP members selected by the IASHEP Executive Director / CEO and the IASHEP Board of Directors. Students in AA, BA, MA, and PhD programs and recent graduates in safety, health or environmental programs will be represented. Members serve a three-year term and must be no more than five years beyond graduation from a degree program. A board member will serve a three-year term as advisor in order to provide continuity and guidance for the long-range goals of the committee. The purpose of the Student and Emerging Professionals Committee is to serve better the varied needs and concerns of student and emerging professional members of the safety, health & environmental field and to encourage students and colleagues to join IASHEP. The committee will disseminate information and solicit participation from students and recent graduates from universities.

18. Committee on Intellectual Property; The Committee on Intellectual Property (CIP) monitors and interprets copyright legislation for the benefit of IASHEP various constituencies. In so doing, it seeks to offer educational programs and opportunities for discussion and debate in response to copyright legislation that effects IASHEP.

19. Committee on Diversity Practices The Committee on Diversity Practices supports the development of global perspectives on art and visual culture. The committee promotes safety, health & environmental professional and institutional practices that deepen appreciation of the safety, health and environmental field. To that end, the committee assesses and evaluates the development and implementation of curricular innovation, new research methods, and hiring practices that contribute to the realization of these goals.

SECTION 5.3 QUORUM

A majority of the Voting Members of any committee shall constitute a quorum.

SECTION 5.4 MEETINGS

Committees will meet at the direction of the Executive Director or on the call of the respective Board of Directors Members or Committee Chairs.

SECTION 5.5 MANNER OF ACTING

The action of a majority of voting committee members present at a duly constituted meeting shall be the act of the committee. Each Voting Member of a committee shall be entitled to one (1) vote. Voting by mail, telephone, electronic mail, or facsimile will be allowed.

ARTICLE VI: EXECUTIVE DIRECTOR

SECTION 6.1 DUTIES AND AUTHORITY

The Executive Director shall be the Chief Staff Officer and IASHEP shall have a separate Secretary / Treasurer who reports to the Executive Director of IASHEP and is an official member with a vote. The Executive Director shall carry out the policies of the Board of Directors and the membership, shall cause to be kept all records of IASHEP, and shall perform other duties as may be assigned by the Board of Directors and the membership. The Executive Director shall have the authority to employ additional subordinate employees and to terminate such employment.

ARTICLE VII: FISCAL YEAR

The fiscal year shall be From January 1 to December 31 of each year.

ARTICLE VIII: DISSOLUTION

The dissolution of IASHEP shall conform with the requirements of State of Arizona corporate law and Section 501(c)(3) of the Internal Revenue Code, as amended. In case of dissolution of IASHEP, the Executive Director and Board of Directors Members shall authorize the payment of all indebtedness of IASHEP and arrange for the distribution of the remaining assets to another tax-exempt, not-for-profit 501(c)(3) organization. No member or elected Executive Director of IASHEP will participate or share in any distribution of the assets of IASHEP. Upon its dissolution, none of the assets of IASHEP) shall inure to the benefit of any individual.

ARTICLE IX: RULES OF ORDER

The rules contained in "Robert's Rules of Order Newly Revised" shall govern IASHEP in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE X: INDEMNIFICATION

IASHEP shall indemnify each member of the Executive Director and the Board of Directors Members for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner determined by the Board and in a manner and to the extent permitted by applicable law.

IASHEP shall indemnify the Executive Director, Officers and Committees from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding, or any appeal therein imposed upon or asserted against him or her by reasons of being or having been such an Executive Director or Board of Directors Member and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided, provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interest of IASHEP and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

This indemnification shall be made only if IASHEP shall be advised by its Board of Directors acting (1) by a quorum consisting of Executive Director who is not a party to such action or proceeding, or (2) if a quorum is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that the Board of Directors Member or Officer has met the foregoing applicable standard of conduct. Every reference herein to a member of the Board of Directors or Officer of IASHEP shall include every Executive Director or Board of Directors Member thereof, or former Executive Director or Board of Directors Member thereof.

To the extent permitted by law, IASHEP shall be entitled to purchase insurance for the indemnification purposes set forth above.

ARTICLE XI: AMENDMENTS

IASHEP may adopt amendments to these Bylaws by two-thirds (2/3) vote of all members eligible to vote who return a ballot. Any member may propose an amendment to these Bylaws by letter addressed to the IASHEP Chair and submitted ninety (90) days prior to any meeting of IASHEP. If such proposed amendments receive approval of the majority of the members eligible to vote who are present at the IASHEP meeting, the Secretary shall submit the proposed amendment to the entire membership by mail

ballot. A two-thirds (2/3) affirmative vote of all ballots returned within sixty (60) days after the date of mailing shall be required for adoption.

ARTICLE XII: FINANCIAL PROVISIONS

Section 1. Funds for the support of the Association may come from dues, conference fees, and other sources as deemed appropriate and as approved by the Executive Director and Board of Directors.

Section 2. The Executive Director shall prescribe the dollar amount and fee structure of dues. Dues are collected on an annual basis in January of each year for current members. Dues are also collected at the time of joining for new members.

Section 3. Any expenditure exceeding \$1000 must have prior approval of at least two (2) Board of Executive Directors members.

Section 4. Receipts and/or invoices for all expenditures shall be submitted to the Executive Director / Treasurer in writing with adequate documentation.

Section 5. An ad hoc committee, appointed by the Executive Director and the Board of Directors shall audit the Association's financial records in advance of the annual general business meeting and provide an oral report to the membership at that meeting.

ARTICLE: XIII: REGIONS, CHAPTERS and SECTIONS

Sec. 1: (ADMINISTRATION) IASHEP Chapters shall be divided into geographic units of Regions, Areas, Chapters and Sections.

Sec. 2: (REGIONS) Regions shall be geographically defined territories as determined by the IASHEP Executive Director and Board of Directors Members.

All Chapter Executive Directors for the purpose of assisting the International Association of Environmental, Health and Safety Professionals (IASHEP) in administering its affairs.

(A) Regions shall be administered through a Regional Operating Committee (ROC) composed of Area Executive Directors, where established, or Chapter Presidents, where areas are not established, and chaired by the Regional Vice President. The ROC shall annually elect, from among the Area Executive Directors or Chapter Presidents, a Deputy Regional Vice President who shall serve as Vice Chair of the Regional Operating Committee.

(B) Chapters are members of the region and may be grouped into geographic areas, defined by the boundaries of assigned chapters. Area assignments are determined by the Regional Operating Committee.

(C) Each region and its areas shall be organized and governed according to a set of operating procedures approved by the Regional Operating Committee and the Council on Region Affairs.

Sec. 3: (AREAS) Areas are established at the discretion of the Regional Operating Committee (ROC). Areas are groups of Chapters within a Region, defined by the boundaries of those Chapters.

(A) Areas are administered by an elected Area Executive Director and the Area Operating Committee comprised of the Chapter Presidents in the Area and chaired by the Area Executive Director.

(B) Area Executive Directors shall be Professional Members and meet criteria set by the Council on Region Affairs.

(C) Area Executive Directors shall not concurrently hold a Chapter office, nor serve more than two (2) consecutive terms.

Sec. 4: (CHAPTERS) Chapters are geographically defined territories, each within or assigned as a member of the region by the Council on Region Affairs, chartered by the Board of Executive Directors as provided in these Bylaws.

(A) Each chapter shall be organized and governed according to a set of Bylaws approved by the Regional Vice President. These Bylaws shall follow in principle the Model Chapter Bylaws approved by the Council on Region Affairs.

(B) Chapter boundaries shall be established by the Regional Operating Committee. Boundaries across regions shall be approved by the Council on Region Affairs.

(C) All petitions for chapter charters shall be approved by the Regional Operating Committee and submitted to the Council on Region Affairs and Board of Executive Directors for approval.

(D) Chapters may be dissolved by the Board of Directors upon the recommendation of the Regional Operating Committee and the Council on Region Affairs.

Sec. 5: (SECTIONS) Sections are sub-units of Chapters as follows:

- (CHAPTER SECTIONS) A group of members may petition the chapter to form a section according to procedures established by the Council on Region Affairs.
- (STUDENT SECTIONS) A group of student members may petition the Chapter to form a student section of a Chapter.
- Each regular or student section shall be organized and governed according to a set of Bylaws approved by the Regional Vice President. These Bylaws shall

follow, in principle the Model Section Bylaws approved by the Council on Region Affairs.

Sec. 6: (GLOBAL CHAPTERS and SECTIONS) A group of members outside of the United States may petition to form a Section or Chapter in areas not served by any Chapter. Approval and territory shall be determined by the Board of Directors. Global Sections and Chapters shall be assigned as a member of a region by the Council on Region Affairs and report to the Region's Vice President.

Sec. 7: (RESOLUTIONS) Regions, Areas, Chapters, Sections and other units of the Society shall not issue resolutions or statements and not legally bind, or take official action on matters of national or international significance without approval of the Executive Director & Board of Executive Directors Members.

ARTICLE XIV CHAPTER FEES, DUES AND FINANCES

Sec. 1: (APPLICATION FEES) Each applicant for membership or membership reclassification in the chapter may be assessed a fee as determined by the Chapter Executive Directors.

Sec. 2: (ANNUAL DUES) Each Professional Member, Corporate Member, International Member shall be assessed membership dues as determined by the IASHEP Executive Director and approved by the Board of Executive Directors.

(A) Chapter dues, Practice Specialty fees and Common Interest Group fees shall be in addition IASHEP membership fees.

(B) Emeritus and Student Members shall be assessed annual membership fees as set by the Executive Director and approved by the Board of Executive Directors Members.

(C) Chapter Dues will be set by each chapter in accordance with their Bylaws and approved by the Executive Director of IASHEP and approved by the Board of Executive Directors Members and the Regional Operating Committee.

(E) Regional Assessment fees will be set by the Regional Operating Committee and approved by the Council on Region Affairs.

(F) Honorary Members are exempt from dues and fees.

Sec. 3: (FINANCES) All financial transactions shall be recorded and periodic financial reports shall be submitted to the Board of Executive Directors and Chapters shall be audited by outside public accountants.

Sec. 4: (FISCAL YEAR) The fiscal year of the Chapter shall be determined by the Board of Executive Directors of the Chapters.

ARTICLE XV PROFESSIONAL CODE OF CONDUCT

Sec. 1: (CODE) The International Association of Environmental, Health and Safety Professionals (IASHEP) shall have a Code of Professional Conduct which shall be reviewed every three (3) years by the Executive Director and amended as necessary. Once the review has been conducted, it shall then be sent to and adopted by the Board of Executive Directors Members and IASHEP Chapter Presidents.

As a condition of membership, all International Association of Environmental, Health and Safety Professionals (IASHEP) members shall abide by the Bylaws and the adopted Code of Professional Conduct. The professional conduct of the of its members shall be in harmony with the abide by the Bylaws and the adopted Code of Professional Conduct.

Sec. 2: (FAILURE TO ABIDE) Members failing to abide by the Code of Professional Conduct or these Bylaws or members whose conduct is deemed prejudicial to the interests of the International Association of Environmental, Health and Safety Professionals (IASHEP) may be subject to disciplinary proceedings including termination of membership by majority vote of the Executive Director and Board of Directors Members.

Decisions of the Executive Director and Board of Executive Directors Members may be appealed to a special committee of members. The IASHEP Members that are selected by the membership at the time the appeal is submitted provided that written request for appeal is received by the Executive Director within 30 days of receipt of the notice of disciplinary action.

Nothing Else Follows