

## BY-LAWS OF THE

## FLORIDA LOCAL SECTION OF THE AMERICAN INDUSTRIAL HYGIENE ASSOCIATION

### Article I - Name

The organization shall be known as the Florida Local Section of the American Industrial Hygiene Association.

### Article II - Purpose

The purpose of the local section shall be to promote the purposes of the American Industrial Hygiene Association (AIHA), as set forth in its Articles of Incorporation, within the geographic boundaries of the State of Florida.

### Article III - Membership

Section 1. Membership is open to any person residing within or outside of Florida.

Section 2. On payment of the local dues, any person having a professional interest in industrial hygiene may become a full member of the local section, entitled to the privileges of local section membership.

Section 3. Emeritus membership in the local section may be extended to a member who has retired from practice of the industrial hygiene profession, with the approval of the local section Executive Committee. An emeritus member retains all privileges of a member of the local section but will not be assessed local dues.

Section 4. Additional classes of membership in the local section, such as student member, may be created with approval of the board of directors of AIHA.

### Article IV - Membership Meetings

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

Section 2. Meetings of the local section shall be held semi-annually during the spring and fall seasons. The spring meeting shall be held in the month of March or April. The fall meeting shall be held in the month of September or October. The Executive Committee shall prepare a conference budget prior to each meeting to determine the registration fees for professional development courses (PDC's)/conference.

Section 3. The annual meeting and installation of officers and directors shall take place during the spring meeting.

Section 4. 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 voting members of the local section.

Section 5. Notice of the time and place of any meeting shall be delivered to the membership by e-mail or U.S. mail not less than ten (10) days before the date of the meeting.

Section 6. The presence of twenty percent (20%) of the voting members of the local section shall be required to constitute a quorum for any meeting.

### Article V - Officers and Directors

Section 1. The officers of the local section shall consist of President, President-Elect, Immediate Past President, Secretary, and Treasurer. These members will constitute the local section Executive Committee. The directors shall consist of the Director of Professional Relations (Conference Committee), the Director of Professional Development, and the Director of Communications. All members above will constitute the Board of Directors.

An officer or director must be a voting member of the local section. Only Full, Early Career Professional, Emeritus, Organizational Group, or Military members of AIHA National may be elected as officers. Directors need not be members of AIHA National. No person shall serve as officer or director in more than one local section at the same time. An officer or director need not reside or work in the geographic boundaries of the local section. Officers and directors shall be elected by the voting members of the local section in the spring of each year, prior to or at the spring meeting, and the local section shall give notice of the names and addresses of the newly elected officers and directors to the Executive Director of AIHA or his/her designee within thirty (30) days of such election. The terms of office shall begin and end at the adjournment of the annual meetings of the local section. Each officer or director shall hold office until a successor shall have been duly elected or until death, resignation, or removal. At the end of the term of office, an officer or director shall transmit to his/her successor in office all tangible and intangible properties of the local section of which he or she is in possession. The Secretary and Treasurer shall each serve a two-year term, with a maximum of three (3) consecutive terms, and the directors shall serve a three-year term unless a successor is elected and installed in a special election. The President shall serve a one-year term. The President-Elect automatically shall succeed the President in office upon completion of the President's term of office. The Immediate Past President will not be allowed to run for President-Elect the next consecutive year. The Immediate Past President may run for any other officer or director position. If for any reason a candidate for an office cannot be found, term limits may be waived upon approval of the Board of Directors.

Section 2. If a vacancy of an office occurs the office 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. The President for the following year shall be elected by the voting members prior to or at the next annual meeting of the local section.

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, with or without cause, at a meeting expressly called for that purpose, by a majority vote of the Executive Committee.

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

Section 6. The presence of a majority of the Board of Directors is necessary to constitute a quorum of a meeting. The act of a majority present at a meeting at which a quorum exists is the act of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote. Proxy voting shall not be permitted for any purpose.

Section 7. The President is ultimately responsible for the local section's success. The President provides the overall direction for the local section which must be consistent with AIHA National's mission and strategic planning, as well as these bylaws. The President is a voting member of the Local Sections Council and should attend the Local Sections Council Business Meeting at the annual American Industrial Hygiene Conference and Exposition (AIHCE). The President shall preside at all meetings of the local section membership, the Executive Committee, and Board of Directors, and shall perform such other duties as may be directed by the Executive Committee. The President shall appoint a Program Committee, Nominating Committee, Membership Committee, and such other committees as the Executive Committee may deem necessary for the orderly

function of the local section. The President shall appoint members and chairs of the committees. All committee appointments shall be for a one year term. The President shall be an ex-officio member of all committees.

Section 8. In the absence of the President, the President-Elect is responsible for seeing that all local section functions run smoothly. He or she is a non-voting member of the Local Sections Council. The President-Elect should attend the Leadership Workshop offered by AIHA National. The President-Elect automatically shall succeed the President in office upon the completion of the President's term of office. The President-Elect shall be the chairman of the Membership Committee and shall promote matters of membership. The President-Elect shall perform any other duties delegated by the Executive Committee or assigned by the President. The President-Elect shall serve a one-year term of office.

Section 9. The secretary is responsible for the administrative functions of the local section. The Secretary shall give notice of all meetings of the local section, the Executive Committee, and Board of Directors, and maintain all meeting minutes for the local section, the Executive Committee, and Board of Directors. The Secretary shall maintain a list of all tangible and intangible personal properties that belong to the local section and the names of the custodians of such properties. The Secretary will coordinate with the Treasurer in communicating with the membership and in helping to maintain orderly membership records. The Secretary and Treasurer will work with the AIHA National contact for local sections to update records of members that pay local section dues through AIHA National.

The Secretary shall back up all electronic records of office to protect the information stored in such software. This backup will be performed regularly (e.g., monthly) or at least twice a year in conjunction with local section conferences. The backup materials shall be copied and shared with the Treasurer.

The Secretary shall report to AIHA National on local section matters when requested. The Secretary may need to obtain information from other Executive Committee members in order to fulfill this requirement.

The Secretary shall at the conclusion of his/her term prepare the minutes and other records of office for transfer to his/her successor. The outgoing Secretary will provide training and support to the incoming Secretary to facilitate an orderly transition. This transition period shall be mutually agreed upon by these parties and the incoming President of the local section.

Section 10. The Treasurer provides financial oversight for the local section. The Treasurer shall perform the duties of the local section treasurer and maintain section finance and reports as specified by AIHA National. The Treasurer shall receive, disburse, and be custodian of all funds of the local section. All disbursements shall be made upon authorization of the President. The Treasurer shall maintain an accurate list of the members and their membership status both paid and unpaid, keep a record of all financial transactions, and be the custodian of the financial records of the local section. The Treasurer and Secretary will work with the AIHA National contact for local sections to update records of members that pay local section dues through AIHA National. The Treasurer shall coordinate with the AIHA National contact for local sections to provide current paid membership lists as requested.

The Treasurer shall prepare the information with regard to the local section and AIHA tax exemption as required by the United States Internal Revenue Service (IRS) each year before the date specified by the IRS. The Treasurer shall report to AIHA National each June the financial health of the local section in accordance with the Local Section Operations Manual from AIHA National. The Treasurer shall report to AIHA National on other financial matters when requested. The Treasurer may need to obtain information from other Executive Committee members in order to fulfill this requirement.

The Treasurer shall back up all electronic records of office to protect the information stored in such software. This backup will be performed regularly (e.g., monthly) or at least twice a year in conjunction with local section conferences. The backup materials shall be copied and shared with the Secretary.

The fiscal year shall be the same as the calendar year. The Treasurer shall prepare a preliminary annual financial report as of December 31 of the previous year and submit the accounts of the local section for audit at the last meeting of the Executive Committee prior to the annual meeting of the local section. The Treasurer shall present a final annual financial report at the annual meeting of the local section in the spring. The Treasurer shall also present a mid-year financial report as of June 30 at the fall meeting of the local section.

The Treasurer shall at the conclusion of his/her term prepare the financial records and other records of office for transfer to his/her successor. The outgoing Treasurer will provide training and support to the incoming Treasurer to facilitate an orderly transition. This transition period shall be mutually agreed upon by these parties and the incoming President of the local section.

Section 11. The Immediate Past President shall be chairman of the Nominating Committee and provide recommendations for officer and director candidates. If the Immediate Past President is a candidate for an officer or director position in the upcoming election, the President shall appoint another Past President to be the chairman of the Nominating Committee. The Immediate Past President shall be chairman of the Program Committee and provide recommendations for speakers and venues for programs to the Executive Committee. The Immediate Past President shall perform any other duties directed by the Executive Committee or assigned by the President. The Immediate Past President shall serve a one-year term of office.

#### Article VI - Committees

Section 1. The Executive Committee shall consist of the officers of the local section. The Executive Committee shall be responsible for governance and management of the local section. The presence of a majority of the Executive Committee is necessary to constitute a quorum for a meeting. The act of a majority 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. Proxy voting shall not be permitted for any purpose.

Meetings of the Executive Committee may be called at the discretion of the President on not less than five (5) days' notice by e-mail or U.S. mail.

Section 2. The Program Committee shall consist of any local section member appointed by the President and the Director of Professional Development, who shall serve as its chairman. The Program Committee shall present a tentative schedule of programs for the year to the Executive Committee for its approval. On approval of the Executive Committee, the Program Committee will implement arrangements for the programs and provide information to be circulated to the members of the local section.

Section 3. The Nominating Committee shall consist of any local section member appointed by the President at least ninety (90) days prior to the annual meeting of the local section and the Immediate Past President or another Past President, as per Article V Section 11, who shall serve as its chairman. The Nominating Committee shall nominate persons for officers and directors of the local section and it shall deliver its nominations for each office in writing to the Secretary for distribution to the voting members along with the election ballot. In addition to nominations made by the Nominating Committee, nominations may be received from any voting member not less than forty-five (45) days prior to the annual meeting.

Section 4. The Membership Committee shall consist of any local section member appointed by the President within thirty (30) days after the annual meeting of the local section and the Treasurer, Secretary and the President-Elect, who shall serve as its chairman. The Membership Committee shall conduct activities which promote new and ongoing membership in the local section. The Membership Committee shall periodically review the list of AIHA National members moving into Florida and initiate contact to these and other potential new members. The Membership Committee shall maintain an up-to-date list of current members, track non-renewals, and report membership status at all meetings of the membership or the Executive Committee.

Section 5. The Director of Professional Relations (Conference Committee) shall be responsible for setting up/coordinating vendors for the local section conferences. The Director of Professional Relations shall perform other duties delegated by the Executive Committee or assigned by the President.

Section 6. The Director of Communications shall be responsible for the local section newsletter, web site, and other communications to the membership and submission of local section information to the AIHA journal, The Synergist, and other publications.

Section 7. The Director of Professional Development shall coordinate PDC's and professional certification activities. He or she shall coordinate the speaker's bureau and regional dinner meetings if these activities are approved by the Executive Committee.

#### Article VII - Local Sections Council Representatives

Section 1. The President and President-Elect shall serve as representatives of the local section to the Local Sections Council of AIHA provided that neither is an officer or director of AIHA, in which event the Executive Committee shall appoint another member as such representative.

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

#### Article VIII - Public Statements

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

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

#### Article IX - Dues

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

Section 2. Full annual membership dues for the calendar year are required regardless of the month in which a new member joins.

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

Section 4. Any member terminated for nonpayment of dues may be reinstated at any time by payment of dues in arrears together with the dues for the current year.

#### Article X - Ballots

Section 1. Officers and directors of the local section shall be elected by electronic or U.S. mail ballot of the voting members of the local section distributed not less than forty (40) days prior to the annual meeting of the local section. The ballot shall specify a closing date of the voting that shall be no less than thirty (30) days after the ballot distribution and no later than the day before the date of the annual meeting. Electronic balloting may

be conducted by e-mail or other electronic means such as online polling. Each full member in good standing has one vote. The President shall promptly report the results of the election to the membership and the Executive Director of AIHA or his/her designee.

Section 2. The Executive Committee, at any time, may conduct, by electronic or U.S. mail ballot, a referendum of the membership of the local section in connection with an issue it may consider or action to be taken. The ballot and any accompanying document must be distributed to the membership no less than thirty (30) days prior to the closing date of the voting. Except as provided in Article XI, a plurality of the ballots cast in an election of any officer or director or in a referendum on any issue to be considered or action to be taken shall be effective to constitute the election of a person as an officer or director of the local section or as a decision or act of the local section with respect to any issue to be considered or any action to be taken. In the event of a tie vote in any such ballot, the tie shall be resolved by vote of the Executive Committee.

#### Article XI - Amendments

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

Section 2. Such amended bylaws or new bylaws shall become effective upon approval by the members of the local section in accordance with Section 1 of this article or upon approval by the board of directors of AIHA or the AIHA Board Designee, whichever occurs later.

#### Article XIII - Dissolution

The local section shall use its funds only to accomplish the purposes specified in these bylaws. No part of the funds shall be used to the advantage of any single person or entity or be distributed to the members of the local section. In the event of the dissolution or final liquidation of the local section, its remaining net assets shall be distributed to such nonprofit corporations or associations as are exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code, as deemed appropriate by the AIHA board of directors.

Last modified: October 14, 2022

Submitted by:

Florida Local Section

December 14, 2022



\_\_\_\_\_, AIHA Board Designee