

**BYLAWS OF THE POTOMAC LOCAL SECTION**  
**AMERICAN INDUSTRIAL HYGIENE ASSOCIATION**

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## **ARTICLE I – NAME**

The name of this organization shall be the Potomac Local Section of the American Industrial Hygiene Association, (known herein as the ‘Potomac Section’ and recognized in its financial documents simply as ‘American Industrial Hygiene Association’).

## **ARTICLE II - PURPOSE**

The purpose of the Potomac Section shall be to promote the objectives of the American Industrial Hygiene Association (AIHA), within the geographic boundaries of greater Metropolitan Washington, D.C., including Washington, D.C.; suburban Maryland (Frederick, Montgomery, and Prince George’s Counties); and Northern Virginia (Arlington, Alexandria, Falls Church, Fairfax County, Loudoun, and Prince William Counties). The purpose of the AIHA, as set forth in its Articles of Incorporation, is as follows:

- To promote the study, evaluation, and control of environmental stresses arising from the workplace or its products in relation to the health or well-being of workers and the public.
- To increase the knowledge of industrial and environmental health through the exchange and dissemination of information, and to collaboratively share with other persons interested in the various aspects of industrial and environmental health.
- To promote the profession through cooperation with governmental, industrial, educational sectors and other organizations or professional bodies.

## **ARTICLE III - MEMBERSHIP**

**Section 1.** The classes of Membership in the Potomac Section shall be Full, Student, and Retired.

**Section 2.** Any person residing or working within the geographic boundaries of the local section may become a Member of the Potomac Section upon payment of dues. Subject to approval by a two-thirds (2/3) vote of the Potomac Section Board of Directors, any person living outside the geographic boundaries of the local section may become a Member of the Potomac Section. A member of AIHA may be a member of more than one local section.

**Section 3.** Full Members spend a majority of their time practicing industrial hygiene, or occupational and environmental health and safety, or have interest in or support industrial hygiene and allied professions.

**Section 4.** Student Members are individuals enrolled at the college undergraduate or graduate level at full-time status.

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**Section 5.** Full and Student Members pay dues on annual basis (January 1<sup>st</sup> – December 31<sup>st</sup>) and are accorded all privileges as described herein. Membership is valid for a period of 365 days (366 days in a leap year) plus a 30-day grace period after dues are paid. New Full and Student Members are considered in good standing 90 days after paying Potomac Section dues.

**Section 6.** Retired Membership in the Potomac Section may be extended, with the approval by two-thirds (2/3) vote of the Potomac Section Board of Directors, to a Full Member in good standing who has retired from the practice of industrial hygiene or allied professions, or who worked in the support of the industrial hygiene profession. A Retired Member retains all privileges of a Full Member of the Potomac Section but will not be assessed local section dues. Retired Members are considered in good standing immediately upon approval.

**Section 7.** Full, Student, and Retired Members of the Potomac Section are allowed to vote in balloting efforts, serve on committees, be elected to the Board of Directors, or be elected as an Officer, and allowed privileges such as discounted meeting costs or other privileges as determined by the Potomac Section Board of Directors.

**Section 8.** Good Standing and Termination. Membership in the association shall terminate upon the resignation of a Member, failure to pay dues, death, or expulsion from Membership for violation of the certificate of incorporation, bylaws, ABIH code of ethics, or for commission of any act deemed by the Board of Directors as injurious to the reputation and standing of the industrial hygiene profession or the association. No Member shall be expelled, except for failure to pay dues, without due process and without a two-thirds (2/3) vote of the Board of Directors present at a closed session of a Board of Directors meeting.

**Section 9.** Reinstatement. Any Member terminated for nonpayment of dues may be reinstated upon payment of dues. All other reinstatements will be handled on a case-by-case basis.

**Section 10.** Additional classes of membership in the local section may be created with approval of the board of directors of AIHA.

## **ARTICLE IV - MEETINGS OF THE MEMBERSHIP**

**Section 1.** Meetings of the Potomac Section shall be held at the time and place designated by the Potomac Section Board of Directors.

**Section 2.** An Annual Meeting, at which the installation of Officers and Directors shall take place, shall be held in the month of June, or at another time as decided by the Potomac Section Board of Directors.

**Section 3.** Special meetings to address specified topics may be called at the discretion of the President, or at the request of the Potomac Section Board of Directors, or in response to the written request (including, but not limited to, electronic methods) of twenty percent (20%) of the Members

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of the Potomac Section in good standing.

**Section 4.** Notice of the time and place of any meeting shall be delivered by postal mail or electronic communication to Members in good standing.

**Section 5.** The vote of a simple majority of the Potomac Section Members present and in good standing shall be required for the adoption of any Potomac Section business matter at a Membership meeting.

## **ARTICLE V – BOARD OF DIRECTORS**

**Section 1.** The Potomac Section Board of Directors shall consist of seven Officers (President, President-Elect, Immediate Past President, Secretary, Secretary-Elect, Treasurer, and Treasurer-Elect) and five At-large Directors, one of which shall be the Website Administrator. Any member of the local section in good standing may be eligible to serve on the Board of Directors of the local section.

**Section 2.** The Potomac Section Board of Directors shall be elected by the Members of the Potomac Section in or around February of each year.

**Section 3.** Except as these Bylaws may require that action shall be otherwise authorized or taken, all authority of the Potomac Section or the AIHA shall be exercised by its Board of Directors.

**Section 4.** The Potomac Section Board of Directors shall be responsible for governance and management of the Potomac Section and, where warranted, approval of new Members.

**Section 5.** The Potomac Section Board of Directors shall hold at least four meetings per year. Meetings may be held in person or by some other means such as teleconference or web conference where each Officer and At-large Director can communicate with other Officers and At-large Directors. Notice of the time and place of each meeting of the Potomac Section Board of Directors shall be given not less than five days before the date of the meeting, which notice need not specify the purpose of the meeting. These meetings shall be announced to the Membership and will be open to section Members, except for any parts of the meeting that may be closed by approval vote of the Board of Directors.

**Section 6.** The President shall preside at all Potomac Section meetings. In the President's absence, the President-Elect shall preside.

**Section 7.** The presence of a simple majority of the Potomac Section Board of Directors is necessary to constitute a quorum of a Potomac Section Board of Director's 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 Potomac Section Board of Directors shall be entitled to one vote. Proxy voting, such as by email, shall be permitted only if no discussion on the proposed action has been requested

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by a Member of the Board of Directors.

**Section 8.** The Board of Directors shall maintain records of its open session meetings and make those records available to Members in good standing upon request.

## **ARTICLE VI – OFFICERS**

**Section 1.** The Officers of the Potomac Section shall consist of the President, President-Elect, Immediate Past President, Secretary, Secretary-Elect, Treasurer, and Treasurer-Elect. All Officers of the Potomac Section must be Full, Student, or Retired Members of the Potomac Section and the AIHA National at the time they are elected to the titled position and throughout the duration of their term in the titled position. No person shall serve as an Officer in more than one AIHA local section at the same time. An officer need not reside or work in the geographic boundaries of the local section.

**Section 2.** The Officers of the Potomac Section shall be elected by ballot for terms of office as hereinafter provided, which terms shall begin on and end on the date of the Annual Meeting. Each Officer shall hold office until a successor shall have been duly elected or until death, resignation, or removal. The Potomac Section President shall give notice of the names and email addresses of the newly elected Officers to the AIHA within 30 days of such election.

**Section 3.** A vacancy on the Board of Directors resulting from the death, resignation, or removal of an Officer may be filled by the Potomac Section Board of Directors for the unexpired term. If the vacancy occurs in the office of the President-Elect, the Member appointed to fill the vacancy shall not automatically succeed the President, and the President for the following year shall be elected at the next Annual Meeting of the Potomac Section.

**Section 4.** A vacancy in the office of the President, Secretary, or Treasurer shall be filled for the unexpired term by the President-Elect, Secretary-Elect, or Treasurer-Elect, respectively.

**Section 5.** An Officer may resign at any time, either by oral tender of resignation at any Potomac Section Board of Directors meeting or by giving written or electronic notice to the Potomac Section Board of Directors. Such resignation shall take effect at the time specified.

**Section 6.** An Officer may be removed by a two-thirds (2/3) vote of the Potomac Section Board of Directors, with or without cause, at a meeting expressly called for that purpose. The officer in question does not have a vote in the removal process.

**Section 7. The President** shall preside at all meetings of the Potomac Section Membership and Potomac Section Board of Directors and shall perform other duties as may be directed by the Potomac Section Board of Directors. The President shall appoint, subject to the provisions of these Bylaws, Members, and chairs of all committees with the approval vote of the Board of Directors. The President shall be the chair of the Potomac Section Board of Directors. The President shall be

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an ex-officio Member of all committees. In the absence of the President, the duties of the President shall be performed by the President-Elect or other Officer designated by the President. The President shall serve a one-year term.

**Section 8. The President-Elect** shall automatically succeed the President in the office upon completion of the President's term of office (with the exception noted in Article VI, Section 3). The President-Elect shall serve as chair of the Program Committee and shall perform any duties delegated by the Potomac Section Board of Directors or assigned by the President. The President-Elect shall serve a one-year term.

**Section 9. The President's and President-Elect's** responsibilities include oversight of the Treasurer by means of quarterly reviews of the financial records managed by the Treasurer. The President and President-Elect will have access to all financial statements of the Potomac Section.

**Section 10. The Immediate Past President** shall serve as chair of the Nominating Committee. The Immediate Past President shall perform other duties delegated by the Potomac Section Board of Directors or assigned by the President. The Immediate Past President shall serve a one-year term unless the succeeding immediate past-president cannot fill their duties.

**Section 11. The Secretary** shall be responsible to ensure that notice of all meetings of the Potomac Section and Potomac Section Board of Directors is given, ensure that an accurate list of the Members is maintained, keep a record of the transactions of business that may come before such meetings and disseminate meeting minutes to the Board within ten days after the meeting, circulate the Notice of Annual Election, and be custodian of the records of the Potomac Section. The Secretary shall serve a one-year term. After the Annual Meeting of the Potomac Section, the Secretary shall transfer to his/her successor in office, all records and property of the Potomac Section.

**Section 12. The Secretary-Elect** shall perform the duties of the Secretary in her/his absence, assist the Secretary, and perform any duties delegated by the Potomac Section Board of Directors or assigned by the President. The Secretary-Elect shall serve a one-year term, then automatically succeed the Secretary in the office upon completion of the Secretary's term of office.

**Section 13. The Treasurer** shall receive, disburse and be custodian of all funds of the Potomac Section. All disbursements shall be made upon authorization of the Potomac Section Board of Directors, or as defined herein (see Article XI, Section 4).

The Treasurer shall prepare and submit quarterly financial reports to the Potomac Section Board of Directors for their review. Failure to submit reports in two successive quarters is grounds for removal from the titled position per Article VI, Section 6. Also, the Treasurer shall prepare and submit a preliminary annual financial report and submit the accounts of the Potomac Section for audit at the last meeting of the Potomac Section Board of Directors prior to the Annual Meeting of the Potomac Section.

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The Treasurer shall present a final annual financial report at the Annual Meeting of the Potomac Section to include the budget for the next year. The Treasurer shall serve a two-year term. After the Treasurer's second Annual Meeting, the Treasurer shall transfer to his/her successor in office all funds and property of the Potomac Section.

**Section 14. The Treasurer-Elect** shall perform the duties of the Treasurer in her/his absence, assist the Treasurer, and perform any duties delegated by the Potomac Section Board of Directors or assigned by the President. The Treasurer-Elect shall serve a two-year term, then automatically succeed the Treasurer in the office upon completion of the Treasurer's term of office.

## **ARTICLE VII – AT-LARGE DIRECTORS**

**Section 1.** The Potomac Section shall have five At-large Directors, to include an At-large Director of Web Administration. At-large Directors shall be Full, Student, or Retired Members of the Potomac Section at the time they are elected to the titled position and throughout the duration of their term in the titled position. The At-large Directors shall be elected by ballot as hereinafter provided, for two-year staggered terms. The term of office for At-large Directors shall begin and end on the date of the Annual Meeting. Each At-large Director shall hold office until a successor shall have been duly elected or until death, resignation, or removal.

**Section 2.** The At-large Director for Web Administration shall be responsible for managing all aspects of the Potomac Section website to include but not limited to: maintaining and updating website content, maintaining security of the website including regular updating of the platform, providing customer service to users, and providing web-based data to the Board of Directors upon request.

**Section 3.** Any At-large Director may serve as Chair of an Ad Hoc Committee.

**Section 4.** An At-large Director may resign at any time, either by oral tender of resignation at any meeting of the Potomac Section Board of Directors or by giving written notice thereof to the Secretary. Such resignation shall take effect at the time specified.

**Section 5.** The Board of Directors may, by a vote of two-thirds (2/3) of its Members, remove an At-large Director at a meeting expressly called for that purpose. The director in question may not vote.

**Section 6.** The vacancy in office of any At-large Director may be filled by vote of the Board of Directors. An At-large Director elected to fill such vacancy shall be elected to the unexpired term of the predecessor in office.

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## **ARTICLE VIII – COMMITTEES**

**Section 1.** The Nominating Committee is a Standing Committee and shall consist of at least two Full, Student, or Retired Members of the Potomac Section as appointed by the President at least 30 days prior to the Annual Election of the Potomac Section Board of Directors, which is normally held in February of each year per Article V, Section 2. The Immediate Past President shall serve as its chair. The Nominating Committee shall nominate persons for Officer and At-large Director positions within the Potomac Section and shall deliver its nominations for each office in writing to the Secretary for circulation with the Notice of the Annual Election. Nominations may also be received from Potomac Section Members in good standing not less than 30 days prior to the Annual Election. No member of the nominating committee may be on the submitted ballot.

**Section 2.** Ad Hoc Committees and Chairs, as needed, may be appointed by the President with the approval of the Board of Directors.

## **ARTICLE IX - PUBLIC STATEMENTS**

**Section 1.** The Potomac Section shall not issue or publish any public statement which uses any form of the name of AIHA on a policy or technical issue, other than issues which primarily affect the Potomac Section, without prior consent of the AIHA Board of Directors.

**Section 2.** No public statement on any matter, which purports to represent the opinion of the Potomac Section, shall be issued, or published, unless that statement has been authorized by the Board of Directors as expressing the opinion of a majority of the Members of the Potomac Section.

## **ARTICLE X - DUES AND EXPENDITURES**

**Section 1.** The dues shall be as set by the Potomac Section Board of Directors. New Full and Student Members shall pay the full year's dues when accepted for Membership, and are considered in good standing 90 days after paying Potomac Section dues.

**Section 2.** Membership dues for the Potomac Section will be solicited and collected on a rolling basis. Membership is valid for a 365-day period (366 days in a leap year) plus a 30-day grace period after dues are paid. Members who adhere to the rolling Membership date are considered Members in good standing.

**Section 3.** The President and President-Elect shall submit a written annual budget for approval by the Potomac Section Board of Directors no later than two months after the induction of Officers and At-large Directors. The budget shall be made available upon request to Members in good standing.

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**Section 4.** The Treasurer shall not make disbursements greater than \$500.00 USD for items not on the budget or previously approved by the Potomac Section Board of Directors or without approval of the President or President-elect.

## **ARTICLE XI – BALLOT VOTING**

**Section 1.** Officers and At-large Directors of the Potomac Section shall be elected by ballot by Full, Student, and Retired Members in good standing. Ballots shall be distributed by postal mail and/or electronic methods. The voting will remain open for no less than 10 calendar days and no more than 14 calendar days. The ballots shall specify a deadline for return. The President shall promptly report the results of the election to the AIHA. If the ballot is uncontested, an election is not required.

**Section 2.** Except as provided in Article XIV, a plurality of ballots cast in an election of any Officer or At-large Director or in a referendum on any issue to be considered, or action to be taken, shall be sufficient to constitute the election of a Member as an Officer or At-large Director of the Potomac Section and as a decision or act of the Potomac Section, with respect to any issue to be considered or any action to be taken. In the event of a tie vote in any election of Officer or Director, the tie shall be resolved by vote of the Potomac Section Board of Directors.

**Section 3.** The Potomac Section Board of Directors, at any time, may conduct by ballot, a referendum of the Membership of the Potomac Section in connection with an issue it may consider or action to be taken. Ballots shall be distributed by postal mail and/or electronic methods and these ballots shall specify a deadline for return, not less than 14 calendar days.

**Section 4.** A Member in good standing may, at any time and on written request to the President, require the Potomac Section Board of Directors to conduct a ballot referendum of the Membership on any issue to be considered and/or action to be taken relating to the purposes of the Potomac Section. Such a request shall state with specificity the issues to be considered and/or the action to be taken and shall bear the signature of not less than twenty percent (20%) of Members in good standing.

## **ARTICLE XII – ROBERT’S RULES**

Robert’s Rules of Order Revised will be used for any item not covered in these bylaws.

## **ARTICLE XIII - DISSOLUTION**

The Potomac 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 Potomac Section. In the event of the dissolution or final liquidation of the

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Potomac 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.

## ARTICLE XIV - AMENDMENTS

**Section 1.** These Bylaws shall be formally reviewed by the Potomac Section Board of Directors at least every 5 years for compliance with the requirements of the AIHA Local Section Model Bylaws and adoption of any revised policy or practice.

**Section 2.** These Bylaws may be amended or new Bylaws adopted by a two-thirds (2/3) vote of the Members of the Potomac Section who respond to a ballot conducted in accordance with the provisions of Article XII – Ballot Voting.

**Section 3.** Such amended or new Bylaws shall become effective upon approval by the Board of Directors of AIHA or the Board designee.

### Submitted by:

Potomac Section of the American Industrial Hygiene Association

On: May 9, 2022 (Date)

By: David R. Hicks, President

Signature: David R. Hicks

### Approved by:

American Industrial Hygiene Association

On July 3, 2022 (Date)

By Thursa Pecoraro (AIHA Board of Directors Member or Designee)

Signature Thursa La

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