

Bylaws of the American Board of Industrial Hygiene
Adopted October 28, 1960
And Revisions Thereto

ARTICLE I

OBJECT

Section 1. The purposes for which the Corporation is organized is to improve the practice and educational standards of the profession of industrial hygiene. The Corporation may engage in any activities, not specifically forbidden by law, which may contribute to this purpose. It shall certify persons qualified through training and experience in this profession.

ARTICLE II

MEMBERSHIP

Section 1. Each member of the Corporation, except the Public Member, shall be a Diplomate (ABIH certificant) in good standing.

Section 2. The term of membership of members of the Corporation, except the Public Member, shall be four years. Memberships shall expire at the adjournment of an annual meeting of the Corporation.

Section 3. The Board of Directors shall elect a Public Member to bring viewpoints from the public to the deliberations of the Corporation. The Public Member shall be elected for an initial term of two years and may serve a total of two terms. The Public Member may serve on committees but may not hold office.

Section 4. The Board of Directors shall attempt to maintain a membership of at least seven in the Corporation, and it may increase the membership of the Corporation to a maximum of nineteen members.

Section 5. The Board of Directors will elect qualified persons to be members of the Corporation on its own initiative. When a membership in the Corporation becomes vacant other than by expiration of a term, the Board of Directors may elect a qualified person to fill the unexpired term.

Section 6. The Board of Directors may terminate the membership of a member of the Corporation after a hearing of which the member has been given thirty days notice and at which a quorum of the Board is present, provided at least two-thirds of the Board members approve by voting affirmatively on a subsequent mail ballot. The 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 III

ADMINISTRATION

Section 1. The property, business, and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. The members of the Corporation shall normally elect the Directors at the annual meeting of the Corporation. Directors shall be elected by a majority vote of the members of the Corporation. In the case of a vacancy, the election of a Director to serve for the balance of the unexpired term may be conducted at a special meeting of the Corporation or by mail ballot. A new Director elected at such special meeting or by mail ballot shall take office upon verification of the results of the election by the Secretary. The qualifications of a Director consist of membership in the Corporation. The number of Directors shall be the same as the number of members of the Corporation. The term of office of a Director shall be the same as the term of membership in the Corporation.

Section 3. The Chair of the Board of Directors shall preside at meetings of the membership of the Corporation. The Secretary of the Board of Directors shall record the minutes of the meetings of the membership. In the absence of the Chair or Secretary from a meeting of the membership at which a quorum is present, the Directors may direct

one of their number to preside or to record the minutes. A quorum of the Board of Directors or the membership of the Corporation shall consist of two-thirds of the total membership.

Section 4. Upon dissolution of the Corporation, Board of Directors shall disburse any assets remaining after all indebtedness has been paid to an organization(s) or governmental unit(s) serving exempt purposes as determined by the Board. They shall take into consideration any restrictions imposed by the Pennsylvania Nonprofit Corporation Law of 1988 and Federal Internal Revenue Service statutes and regulations. In no event shall any part of the Corporation's net earnings inure to the benefit of any private shareholder or individual.

ARTICLE IV

MEETINGS

Section 1. An annual meeting of the membership of the Corporation shall be held at a time and place as may be designated in the notice of the meeting.

Section 2. The Executive Director, on direction of the Board, shall notify in writing each member of the Board of Directors or Corporation at least ten days in advance of a meeting, as to the time, place and purpose of the meeting.

Section 3. In the interval between meetings of the Board of Directors or Corporation, action may be taken by ballots distributed to each Director/Member, provided two-thirds of the Directors/Members return their votes within the time stated in the ballot. The Executive Director, shall notify each Director/Member in writing of the results of the balloting. At the next meeting of the Board of Directors or Corporation, the action shall be affirmed by a motion incorporating into the minutes the subject of the ballot and the vote.

ARTICLE V

OFFICERS

Section 1. The officers of the Board of Directors shall serve in the same capacity as officers of the Corporation.

Section 2. The Board of Directors shall elect a Chair from its membership who shall act as President. The term of office shall be for one year with the option of one additional term. The Board of Directors shall elect a member to fill the unexpired part of the term if it becomes vacant.

Section 3. No member of the Corporation shall be compensated for services as a Director or as an officer. A Director may be reimbursed for travel expenses and subsistence incurred in attending a meeting of the Corporation or of the Board of Directors, or in performing duties directed by the Board of Directors.

Section 4. The Board of Directors shall hire an Executive Director who may not also serve as a member of the Corporation. The Executive Director shall be compensated for services and serve at the pleasure of the Board of Directors.

Section 5. The Executive Director shall act as and perform the duties of Secretary and Treasurer of the Corporation.

ARTICLE VI

DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall hold an annual meeting at the time and place of the annual meeting of the membership of the Corporation. The Board of Directors may hold special meetings at the call of the Chair.

Section 2. The Board shall adopt and publicize regulations for the issuance and maintenance of certificates.

The regulations shall not have the force of Bylaws.

ARTICLE VII

DUTIES OF OFFICERS

Section 1. The Chair shall preside at all meetings of the Corporation and of the Board of Directors. The Chair shall perform such other duties as may be directed by the Board of Directors.

Section 2. The Treasurer shall be the custodian of all the monies of the Corporation and shall be bonded at the expense of the Corporation.

Section 3. The Secretary shall keep an accurate record of the transactions of all of the meetings of the Corporation and, of the Board of Directors. The Secretary shall carry on the correspondence of the Corporation and of the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1. The Board of Directors may appoint Committees for carrying out the declared purpose of the Corporation.

Section 2. The decisions of a Committee shall be recommendations to the Board of Directors. They shall not constitute bases for public actions or statements by the Committee.

ARTICLE IX

SEAL

Section 1. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the words, "Seal," "Pennsylvania," and the year of incorporation.

ARTICLE X

AMENDMENTS

Section 1. No amendment to the Bylaws shall result in pecuniary gain or profit, indirect or otherwise, to a member of the Corporation.

Section 2. Amendments to the Bylaws may be proposed at any meeting of the Board of Directors. A proposed amendment shall be circulated to all of the Directors by mail, with a ballot. Thirty days after the ballot is mailed, the Executive Director shall count the ballots returned. If two thirds of the ballots are affirmative, the amendment shall be deemed approved and shall take effect immediately unless some other date is specified in the amendment. The Executive Director shall notify each Director of the results of the ballot.

Section 3. In the alternative, a proposed amendment may be acted upon at any regular or special meeting at which all Directors are present and voting, including the meeting at which such amendment is proposed. If the votes of at least two-thirds of the Board are affirmative, the amendment shall be deemed approved and shall take effect immediately unless some other date is specified in the amendment.

ARTICLE XI

INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party or threatened to be made a party

to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the Corporation to procure judgment in its favor) by reason of the fact that the person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another enterprise, against expenses (including attorneys' fees), judgments, fines, amounts paid in settlement actually and reasonably incurred, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for recklessness or willful misconduct, and except any sum paid for by the Corporation in settlement of any action, suit or proceeding based on recklessness or willful misconduct in the performance of such person's duties.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized hereunder. The right of indemnification provided herein shall inure to each person eligible under this section whether or not such person is a representative of the Corporation at the time such costs or expenses are imposed or incurred, and in the event of the death of such person shall extend to such person's heirs and legal representative. The Corporation shall purchase or maintain such insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988. The purpose of the foregoing is to indemnify the Directors, Officers, Executive Director and staff of the American Board of Industrial Hygiene under existing or future professional liability insurance policy(s).

Section 2. A Director of the Corporation shall not be personally liable for monetary damages as a result of any action taken or any failure to take any action, provided, however, that this paragraph shall be inapplicable to the breach or failure to perform the duties of office relating to standard of care and justifiable reliance, as set forth in Section 5712 of the Pennsylvania Associations Code, 15 Pa. C. S. A. 101 et seq., its amendments or any successor statutes in effect at the time of the alleged breach or failure to perform, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; and furthermore shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to local, State or Federal law. The rights conferred by this paragraph shall continue as to any person who has ceased to be a Director and shall inure to the benefit of the heirs, executors and administrators of such person.

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