

CSHEMA Bylaws

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ARTICLE I: Name and Location

Section 1: Name

The name of the Corporation shall be Campus Safety, Health and Environmental Management Association (CSHEMA).

Section 2: Principal Office

The principal office of CSHEMA, a non-profit corporation incorporated under the laws of the District of Columbia (hereinafter the Association), shall be located at 7044 S. 13th Street, Oak Creek, WI. The Association may have such other offices, either within or without the state of Wisconsin, as the Board of Trustees may determine.

ARTICLE II: DEFINITIONS

Section 1: Voting Institutional Member

Voting institutional members are those individuals designated by an Institutional Organization to vote on its behalf on matters so designated by these Bylaws.

Section 2: Association Management Company

A company the Association may choose to hire to provide support services to the Association's membership. Services not otherwise restricted in these Bylaws or the Leadership Manual may be delegated to said company.

Section 3: Principal Office Staff

Principal Office Staff refers to any support staff member, located at the Principal Office and employed by the contracted association management firm hired to assist with administration of the Association.

Section 4: University System

A university system is a set of multiple affiliated universities and colleges that are usually geographically distributed. Typically, all member universities in a university system share a common component among all of their various names. Usually, all member universities of a university system are governed by a system-wide governing body, such as a board of trustees or a board of regents.

Section 5: Special Representation Liaison

The role of special representation liaisons, also referred to as special appointments, is to facilitate communication between the Association and liaison organization, agency, committee and/or task force, regarding topics that may directly impact the Association's mission and membership interests. Special representation liaisons may be appointed to intergovernmental agencies, as well as other professional associations and societies.

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ARTICLE III: OBJECTIVES AND PURPOSE

The objective and purpose of CSHEMA is to support and to educate campus-based EHS professionals to empower and to improve the EHS profession in campus environments.

CSHEMA shall operate as a charitable and educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted by an Association exempt from federal income tax under section 501(c)(3) of the code.

ARTICLE IV: MEMBERSHIP

Section 1: Member Type Descriptions

The Association shall have one or more member types, as established and modified by the Board of Trustees. When the Board of Trustees establishes a member type, it shall define the voting rights and other privileges, if any, and the procedures whereby those interested in the objectives of the Association may become members as part of such member type.

The Board of Trustees has the discretion to consider other membership types under other conditions and scenarios.

Changes in member types, rights and other privileges, which modify these Bylaws, shall be promulgated in accordance with Article XVI.

Member types are as follows.

Section 1.1: Institutional Organizations (Voting)

Eligibility Requirements: Institutional Organizations are Colleges/Universities that are regionally accredited with persons that are directly involved with safety, environmental, and health programs. Institutional Organizations may not join as any other member type except for System-Wide Organizational Membership as described in Section 1.6 hereof.

Persons within an Institutional Organization are considered Institutional Members. Institutional Members:

- May serve as Trustees of CSHEMA in accordance with Article VI.
- May serve on or chair committees subject to the provisions of Article IX.
- May serve on or lead Communities of Practice subject to the provisions of Article IX.
- May be 1 of 3 persons that are designated as Voting Institutional Members of their Institutional Organization.

Section 1.2: Affiliate Organizations (Non-Voting)

Eligibility Requirements: Affiliate Organizations are for-profit or not-for-profit organizations, that share similarities with, but do not qualify as, Institutional Organizations. Affiliate Organizations do not have a service or product to market to Institutional Organizations but wish to engage their own staff in collegial networking, professional development, and/or volunteer service.

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Persons within an Affiliate Organization are considered Affiliate Members. Affiliate members:

- Cannot market their products, either in presentations or to the membership.
- Cannot hold elected position/office.
- Cannot vote in elections or on Association business.
- May serve on or chair committees subject to the provisions of Article IX.
- May serve on or lead Communities of Practice subject to the provisions of Article IX.

Section 1.3: Corporate Partners (Non-Voting)

Eligibility Requirements: Corporate Partners are for-profit organizations who wish to support the goals and activities of CSHEMA through sponsorship and marketing of their services to CSHEMA members.

Persons within a Corporate Partner organization are considered Corporate Members. Corporate Members:

- Cannot hold elected position/office.
- Cannot vote in elections or on Association business.
- Cannot serve on or chair committees.
- Cannot lead Communities of Practice.
- May participate as members of Communities of Practice.
- May only market and advertise in accordance with their agreement with CSHEMA.

Section 1.4: Strategic Alliance Partners (Non-Voting)

Eligibility Requirements: Strategic Alliance Partners are non-profit organizations and associations, that do not share similarities with, nor qualify to be, Institutional Organizations, who wish to align with CSHEMA in a mutually beneficial relationship. Details of the partnership are outlined in a memorandum of understanding (MOU), approved by the Board of Trustees. A CSHEMA member is designated as a Special Representation Liaison to work alongside the Principal Office Staff to ensure the MOU is implemented properly.

Persons within a Strategic Alliance Partner organization are considered Strategic Alliance Members. Strategic Alliance Members:

- Cannot hold elected position/office.
- Cannot vote in elections or on Association business.
- Cannot serve on or chair committees.
- Cannot lead Communities of Practice.
- May participate as members of Communities of Practice.
- May only market and advertise in accordance with their agreement with CSHEMA.

Section 1.5: Individual Member (Non-Voting)

Individual Memberships must meet qualifications for one of the following categories:

Honorary Life Award Members: Recipients of the Honorary Life Award have made significant and meaningful contributions to the field of Environmental Health and Safety

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as a member of CSHEMA. These members receive a complimentary life-long membership to CSHEMA. Award eligibility criteria and the process for nomination and selection are provided in the Leadership Manual.

Member Emeritus: Retired institutional Members.

Student Members: Undergraduate/graduate students currently enrolled in an accredited program in safety, environmental, and health and whose university or college has not joined as an Institutional Organization.

Transitional Members: Individuals who have lost their Institutional Membership through unemployment. The individual must be actively seeking employment. Transitional membership is available for only one membership cycle.

Individual members:

- Cannot hold elected position/office.
- Cannot vote in elections or on Association business.
- May serve on or chair committees subject to the provisions of Article IX.
- May serve on or lead Communities of Practice subject to the provisions of Article IX.

Section 1.6: System-Wide Organizational Membership

System-Wide Organizational Memberships are available when every university or college within a university system agrees to join CSHEMA as an Institutional Organization. A discount will be applied to the total membership cost only when all membership fees are paid from one invoice. Each Institutional Organization within the System-Wide Organizational Membership will retain all rights of an Institutional Organization as described in Section 1.1, hereto.

Section 2: Diversity and Inclusion

CSHEMA is committed to encouraging diversity and promoting equal opportunity in all aspects of the Association, including membership, nominations, and appointments.

Section 3: Rights of Members

Upon paying applicable membership fees, each Member will have access to all materials, websites, and programs prepared, sponsored, and/or distributed by the Association. Members with voting rights will also have the right to vote for the Board of Trustees, which vote shall occur at the Annual Meeting of the Members, or by electronic or mail-in written ballot, as determined by the Board of Trustees.

Section 4: Termination

A Member will lose membership in the Association upon failing to pay annual membership fees within the time period set by the Board of Trustees, unless the membership type does not require payment of fees.

Section 5: Payment of Membership Fees

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Membership fees are due upon joining the organization. Thereafter, membership fees are due and payable on the annual date or such other date, as may be fixed by the Board of Trustees.

ARTICLE V: MEETINGS

Section 1: Annual Meeting

There shall be an Annual Meeting of the Members of the Association, held in such manner and at a place and time determined by the Board of Trustees.

Section 2: Special Meetings

A Special Meeting of the Members may be called at any time by the President, the Board of Trustees, or upon written application of Members representing at least five percent (5%) of the total Voting Institutional Members of the Association. Each call of a meeting shall state the manner in which the meeting shall be held, the place, date, hour, and purpose of the meeting.

Section 3: Manner of Conducting Meetings

All meetings of the Members shall be held in person, by telephone conference call, or by other electronic conference medium as set forth in the notice of the meeting. If held in person, the meetings shall be held at the principal office of the Association, or at such other place either within or outside the United States as shall be fixed by the President or the Board of Trustees. Any adjourned session of any meeting of the Members shall be held at the place designated in the vote of adjournment.

Section 4: Notice of Meetings

A written notice of any meeting of Members will state the manner in which the meeting shall be held, the place, date, hour, and purpose(s) of the meeting, and shall be given not less than ten (10) days nor more than fifty (50) days prior to the meeting. Written notice will be sent by electronic mail or by U.S. Mail, addressed to each Member's electronic or U.S. Mail mailing address as it appears in the records of the Association. Such notice shall be given at the direction of the Executive Committee.

Section 5: Quorum of Members

At any meeting of the Members, where Association business requires a vote, a quorum is required, consisting of five percent (5%) of the Voting Institutional Members at the meeting, except when a larger quorum is required by law or by these Bylaws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question of adjournment whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 6: Action by Vote

When a quorum is present at any meeting, a majority of the votes properly cast upon any question shall decide the question, except when a larger vote is required by law or by these Bylaws.

Section 7: Voting

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Voting Institutional Members are entitled to cast one vote each on behalf of their respective Institutional Organization. No other persons affiliated with an Institutional Organization, nor any persons associated with any other membership category, are entitled to vote, except as otherwise provided for by these Bylaws.

Section 8: Proxies

Voting Institutional Members may vote in person or by proxy. Proxies shall be filed with the Secretary of the meeting before the vote is scheduled to take place. No proxy dated more than sixty (60) days prior to the meeting shall be valid, and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Voting Institutional Member shall be deemed valid unless challenged at or prior to its use, and the burden of proof shall rest on the challenger.

ARTICLE VI: BOARD OF TRUSTEES

Section 1: Powers

The affairs of the Association shall be managed by a Board of Trustees who shall have and may exercise all the powers of the Association, except those powers reserved to the Members by law or by these Bylaws. Such powers shall include, without limiting the generality of the foregoing, approving the annual budget for the Association and initiating amendments to the Bylaws of the Association as described in Article XV.

Section 2: Number and Terms

The Board of Trustees shall initially consist of eleven (11) Institutional Members having staggered terms of one year, two years and three years, respectively, so that approximately one-third of the Trustees' terms shall expire each year. The number of Trustees may be increased or decreased at any time by the Voting Institutional Members, provided the number of Trustees shall not be fewer than three (3) and the terms of the Trustees shall remain staggered as aforesaid, so that approximately one-third of the Trustees' terms shall expire each year. The Association may also have such agents, if any, as the Board of Trustees from time to time may, in its discretion, appoint.

Section 3: Membership of the Board of Trustees - Officers

The Officers of the Board of Trustees shall consist of a President, Vice President, Treasurer, Secretary, and the Immediate Past President.

Section 3.1: Eligibility

A candidate for the office of President, Vice President, Treasurer, and Secretary shall:

- Have served as a Trustee within the past three (3) years OR
- Have at least five (5) years of experience as a health and safety professional, ideally in higher education; AND
- Have attended a minimum of two (2) CSHEMA annual conferences; AND
- Have a record of active participation in and knowledge of CSHEMA (may include serving on a standing committee, chairing a committee, community of practice, task force or

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special project). In lieu of CSHEMA service, have at least one year of previous volunteer board or Executive Committee experience, not necessarily with CSHEMA; AND

- Have the support of their employer organization to attend all Board of Trustees meetings, in addition to other related activities as appropriate, for the duration of their term of office.

Section 3.2: President

The President shall be the chief executive officer of the Association and, subject to the control of the Trustees, shall have general charge and supervision of the affairs of the Association.

The duties of the President shall be, but are not limited to:

- Presiding at Board of Trustees and annual meetings of CSHEMA;
- Appointing ad hoc committees and task forces, with the approval of the Board of Trustees, as may be deemed necessary to conduct special studies and projects of value to the CSHEMA membership;
- Serving as ex-officio member of all committees of CSHEMA; and
- Performing additional duties as described in the Leadership Manual.

Section 3.3: Vice President

The Vice President shall have such duties and powers as shall be designated by the Board of Trustees.

The duties of the Vice President shall be, but are not limited to:

- Presiding in the absence of the President;
- Fulfilling all other duties of the President when the President is unable to do so; and
- Performing additional duties as described in the Leadership Manual.

Section 3.4: Treasurer

The Treasurer shall be the chief financial and accounting officer of the Association; shall be in charge of its funds and valuable papers, books of account and accounting records; and shall have such other duties and powers as may be designated by the Trustees or by the President.

The duties of the Treasurer shall be, but are not limited to:

- Overseeing the hiring of the contracted association management firm, and the management of all bank accounts, receipts, disbursements and maintain associated guidelines for fiscal control and budget planning;
- Reviewing and ensuring that the contracted association management firm receives and pays all bills sent to CSHEMA for payment, for which the President has given authority or shall approve;
- Reviewing and ensuring that the contracted association management firm prepares and maintains an accurate bookkeeping system and prepares statements for the Board of Trustees and annual meetings; and
- Performing additional duties as described in the Leadership Manual.

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Section 3.5: Secretary

The Secretary shall document all proceedings of the Board of Trustees to be kept electronically in the central repository hosted by the Association. In the absence of the Secretary from the meeting of the Board of Trustees, a temporary Secretary chosen at the meeting shall document the proceedings thereof.

The duties of the Secretary shall be, but are not limited to:

- Keeping minutes of all Board of Trustees and annual meetings of CSHEMA;
- Preparing a draft of minutes of the meetings and submitting them to the Board of Trustees for review and approval; and
- Performing additional duties as described in the Leadership Manual.

Section 3.6: Immediate Past President

The duties of the Immediate Past President shall be, but are not limited to:

- Reminding/informing the Board of Trustees of rationale used for prior decision-making; and
- Performing additional duties as described in the Leadership Manual.

Section 3.7: Powers

Subject to applicable law, and to other provisions of these Bylaws, each Officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly associated to their office and such duties and powers as the Board of Trustees designate.

Section 4: Membership of the Board of Trustees - At-Large Members

The remaining positions of the Board of Trustees are designated as At-Large Members.

Section 4.1 Eligibility

A candidate for At-Large Member shall:

- Have at least five (5) years of experience as a health and safety professional, ideally in higher education; AND;
- Have attended a minimum of two (2) CSHEMA annual conferences AND;
- Have a record of active participation in and knowledge of CSHEMA (may include serving on a committee, chairing a committee or task force or special project). In lieu of CSHEMA service, have at least one year of previous volunteer board or Executive Committee experience, not necessarily with CSHEMA; AND
- Have the support of their employer organization to attend all Board of Trustees meetings, in addition to other related activities as appropriate, for the duration of their term of office.

Section 5: Elections

Open positions shall be elected by electronic or mail-in written ballot, as determined by the Board of Trustees.

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Section 5.1: Terms of Office

The Vice President, the Secretary, the Treasurer, and the six (6) At-Large Members shall be elected to serve for three (3) years. Onboarding of the Board of Trustees term of office shall commence immediately after qualification of the election. The Vice President shall succeed to President and Immediate Past President as described in Section 6 hereof.

Section 5.2: Call for Nominations

The Nominating Committee shall issue a call for nominations by email or other appropriate Association publication. Nominations should be allowed for a period of sixty (60) calendar days from the date of general announcement.

The Nominating Committee may identify other potentially qualified candidates for each position to be filled.

The Nominating Committee shall develop candidate evaluation criteria based on the description for each position to be filled.

The Nominating Committee shall present a slate of candidates consisting of the best qualified individuals for each position to the Board of Trustees to be approved or rejected in whole, prior to distribution to the membership for voting. Should the Board of Trustees reject the slate, the reasons shall be presented to the Nominating Committee who shall restart the process described in this Section. Each candidate will be asked to provide supporting documentation consisting of an acceptance of nomination, a brief biography or resume, a photograph, and a goals statement.

Section 5.3: Contested Positions

The Vice President, Secretary, Treasurer, and the six (6) At-Large Member positions are contested positions. There are to be a minimum of two (2) nominees for each of these eleven (11) positions. The terms and election of the Secretary and Treasurer shall be staggered so as not to occur in the same year. The terms and election of the At-Large Members shall be staggered so as two (2) occur each year.

Section 5.4: Slate of Candidates

Following the announcement of the slate of candidates, an individual may be added to the slate by gathering the signatures of no less than twenty-five (25) Voting Institutional Members. This threshold may include multiple Voting Institutional Members from the same Institutional Organization as defined in Article IV, Section 1. The principal office will provide a list of membership contact information to anyone expressing written interest in obtaining Voting Institutional Member support for nomination. The nomination and list of signatures must be submitted to the Board of Trustees.

Section 5.5: Election Balloting

The final slate of nominees shall be submitted to the contracted association management firm for preparation and distribution of an election ballot. Balloting will be by electronic means

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(website or electronic mail). An Institutional Voting Member may request a written ballot. Written ballots may be submitted by mail or facsimile. Duplicate voting is prohibited.

Section 6: Succession

Line of succession for presidency shall be as follows: The Vice President shall succeed to President in the second year of the term, and Immediate Past President in the third year of the term.

Section 7: Tenure

Except for the initial Board of Trustees specified in Section 2 hereof or as otherwise provided by law or by these Bylaws, each Trustee shall hold office until a successor is chosen and qualified, unless a longer (but not to exceed three (3) years) or shorter period, as the case may be, shall have been specified by the terms of election or appointment, or in each case until the Trustee sooner dies, resigns, is removed, or becomes disqualified. Each agent shall retain authority at the pleasure of the Board of Trustees.

Section 8: Conduct

When a member of CSHEMA accepts a trustee position or committee post, they will be expected to contribute their experience, leadership, contacts in the professional field, ideas, and sufficient time to put these contributions to effective use.

Section 9: Regular Meetings

Regular meetings of the Board of Trustees may be held in person, by telephone conference, or by other electronic conference medium, without call or notice, at such places (if in person) and at such times as the Trustees may from time to time determine, provided notice of the first regular meeting following any such determination shall be given to absent Trustees. A regular meeting of the Trustees may be held without call or notice immediately after and at the same place (or, if not in person, in the same manner) as the Annual Meeting of the Members.

Section 10: Special Meetings

Special meetings of the Board of Trustees may be held in person, by telephone conference, or by other electronic conference medium, at any time and at any place (if in person) designated in the call of the meeting, when called by the President or the Treasurer or by two (2) or more Trustees. Notice thereof shall be given to each Trustee, in accordance with Section 11 hereof, at the direction of the Secretary, the Officer, or one or more of the Trustees calling the meeting.

Section 11: Notice

It shall be sufficient notice of Board of Trustees meetings to send notice by electronic mail, U.S. Mail or facsimile communication addressed to each Trustee at their usual or last known electronic mail address, business or residence address or facsimile number, as the case may be, or by telephone or in person, in each case at least forty-eight (48) hours before the meeting.

Notice of a meeting need not be given to any Trustee if a written waiver of notice, executed by such Trustee before or after the meeting, is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to

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such Trustee. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

Section 12: Attendance

A Trustee shall be considered present at a meeting of the Board of Trustees or a committee of the Board of Trustees when all persons participate in person, by means of conference telephone, or by any other means of communication by which all persons participating are able to hear or otherwise communicate with one another.

Section 13: Quorum

At any meeting of the Trustees, a majority of the Trustees then in office shall constitute quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 14: Action by Vote

When a quorum is present at any meeting, a majority of the Trustees present may take any action, except when a larger vote is required by law or by these Bylaws.

Section 15: Action by Writing

Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the meeting of Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

Section 16: Committees

The Trustees may establish and appoint the members of such committees as it determines are necessary or desirable to conduct the affairs and activities of the Association and may delegate thereto some or all of the Trustees' powers except those powers which they are prohibited from delegating by law or by these Bylaws, provided that any committees to which some or all of the Trustees' powers are delegated shall consist solely of Trustees. Except as the Trustees may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Trustees or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these Bylaws for the Trustees.

Section 17: Executive Committee

The Executive Committee shall consist of the Officers of the Board of Trustees. The Executive Committee may discuss any and all business of the Association, however, the Executive Committee may not vote on matters that require action by the complete Board of Trustees.

Section 18: Compensation

Trustees as such shall not receive any salaries or fees for their services but may be reimbursed for travel or other direct Association-related expenditures.

Section 19: Advisors to the Association

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The Board of Trustees may elect or appoint any person or persons to act in any advisory capacity to the Association or in an honorary capacity with respect to the Association, with or without compensation.

Section 20: Leadership Manual

A Leadership Manual, approved by the Board of Trustees, shall be maintained to assist in the implementation of these Bylaws

ARTICLE VII: RESIGNATIONS AND REMOVAL FROM OFFICE

Section 1: Resignations

Any Member may withdraw from membership in the Association and any Trustee may resign at any time by delivering his or her notice of withdrawal or resignation in writing to the President or the Secretary of the Association at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time. Unless otherwise specified, the acceptance of such withdrawal or resignation shall not be necessary to make it effective.

Section 2: Removals

Any Member may be removed from membership in the Association and any Trustee elected by the Members may be removed from office with or without cause by a vote of a majority of Members entitled to vote in the election of Trustees. A Member or Trustee may be removed only after reasonable notice and opportunity to be heard before the body proposing to remove such Member or Trustee.

ARTICLE VIII: VACANCIES AND APPOINTMENTS

Section 1: Vacancies

Any vacancy among the elected Board of Trustees, including a vacancy resulting from the enlargement of the Board, may be filled by an Institutional Member of the Association by the method voted on and approved by a majority of the Trustees then in office, provided it is not in conflict with these Bylaws. The Institutional Member filling the vacancy shall serve for the unexpired portion of the term and until a successor is chosen and qualified, or until the Trustee sooner dies, resigns, is removed, or becomes disqualified. If the office of the President becomes vacant, the Vice-President shall immediately fill the vacancy for the duration of the unexpired term. The Board of Trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number. Alternately, the Board of Trustees may choose to activate the Nominating Committee who shall follow the process described in Article VI, Section 5.2.

Section 2: Presidential Appointments

The President shall fill, by appointment, any vacancies not provided for elsewhere.

ARTICLE IX: STANDING COMMITTEES, AD HOC COMMITTEES AND COMMUNITIES OF PRACTICE

Section 1: Standing Committee Membership

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All standing committees shall consist of a minimum of four (4) members. The Leadership Manual shall define membership composition, membership terms and the maximum number of members, when applicable, unless otherwise specified in Section 2, hereto. The President is a non-voting, ex-officio member of all committees of the Association.

Section 2: Standing Committees

The standing committees of the Association shall be Advocacy, Awards, Conference Planning, Membership, Nominating, Professional Development and Scholarship.

Section 2.1: Advocacy Committee

The mission of the Advocacy Committee is to monitor and inform membership of proposed and new regulatory guidance, rules and regulations that are likely to impact safety, health and environmental management at colleges and universities, primarily at the national level; to participate in rule development, preparation of comments and testimony, and otherwise work to influence rulemaking; and to provide relevant information on government regulations, as well as develop and provide other compliance assistance to higher educational institutions.

Section 2.2: Awards Committee

The mission of the Awards Committee is to promote excellence in the environmental health and safety profession by recognizing and awarding outstanding institutional and individual professional achievements, service within the safety community, to encourage program development and to develop new awards of recognition and awards programs, in collaboration with other association groups.

In addition to the membership composition described in the Leadership Manual, the Awards Committee shall include representatives designated by the Leader of each applicable Community of Practice.

Section 2.3: Conference Planning Committee

The mission of the Conference Planning Committee is to provide excellent educational and networking value to Association members and prospective members through the implementation of annual conference; and to provide an opportunity to market the Association as the pre-eminent EHS organization for higher education.

Section 2.4: Membership Committee

The mission of the Membership Committee is to sustain existing membership and solicit prospective new members in support of CSHEMA through networking and communications.

Section 2.5: Nominating Committee

The mission of the Nominating Committee is to identify the most qualified individuals to lead the Association in achieving its vision as the preeminent environmental health and safety association.

The Nominating Committee shall consist of five members, at least three of whom are past Presidents of the Association. Each year, two members shall be appointed by the incoming

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Association President for a one-year term. Each year, the outgoing President (then referred to as the Immediate Past President) will be added to the Nominating Committee and the most senior past president will rotate off. The Immediate Past President will chair the Nominating Committee.

Section 2.6: Professional Development Committee

The mission of the Professional Development Committee is to provide in-depth information on related professional topics of interest/issues in the form of educational sessions, roundtables, and webinars to members and prospective members outside of the annual conference.

Section 2.7: Scholarship Committee

The mission of the Scholarship Committee is to seek to engage students as aspiring safety professionals via scholarship opportunities and to work with the Conference Planning Committee to determine novel activities that will increase scholarship funding.

In addition to the membership composition described in the Leadership Manual, the Scholarship Committee shall include representatives designated by the Leader of each applicable Community of Practice.

Section 3: Ad Hoc Committees and Task Forces

Advisory or temporary (ad hoc) committees and task forces may be established by resolution of the Board of Trustees to perform charges as defined in letters of appointment.

Section 4: Communities of Practice

Communities of Practice shall be formed by a constituent base that shares a topic, goal, or scope of interest and seeks to create best practices and knowledge bases within that area to be shared with members to better inform and support their professional practice and growth.

The President shall confirm new Communities of Practice when presented as an interest or need that supports CSHEMA's mission. New Communities of Practice will form with a leader appointed during the founding process as defined by the Leadership Manual.

All Communities of Practice shall have oversight by the Board of Trustees. Membership in a Community of Practice is not limited and is available to all Member types of CSHEMA.

Section 5: Chairpersons

A member of CSHEMA shall not chair more than one (1) Standing Committee, Community of Practice, Task Force, or Ad Hoc Committee at a time. The President, in consultation with the Board of Trustees, will select the Chair of each such entity. This responsibility can be delegated by the President to the Vice President.

ARTICLE X: INDEMNIFICATION OF TRUSTEES

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The Association shall, to the extent legally permissible, indemnify each of its Trustees against all costs, liabilities, and expenses (including counsel fees) reasonably incurred in connection with the defense or disposition of any claim, action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, asserted, brought, or threatened against such Trustee while in office or thereafter, by reason of being or having been such a Trustee, except with respect to any matters as to which such Trustee shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interests of the Association. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, employee, or other agent of the Association, or is or was serving at the request of the Association as a Trustee, employee, or other agent of another organization in which it has an interest, against any liability incurred in any such capacity, or arising out of status as such, whether or not the Association would have the power to indemnify such person against such liability. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee may be entitled. As used in this Article, the term "Trustee" shall include their respective heirs, executors, and administrators.

ARTICLE XI: BOOKS, ACCOUNTS, RECORDS, ASSOCIATION SEAL

The books, accounts, and records of the Association, including a current list of the names and addresses of the Trustees of the Association, shall be kept at the principal office of the Association or at such other place or places as the Board of Trustees may from time to time designate. Such books, accounts and records shall be available at all reasonable times to the inspection of any Member or Trustee for any proper purpose.

ARTICLE XII: MISCELLANEOUS

Section 1: Execution of Contracts and Other Documents

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Association shall be signed by the President or the Treasurer. Unless prohibited elsewhere by these Bylaws or by law, the Board of Trustees may delegate this authority to the contracted association management firm.

Section 2: Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Trustees may from time to time select.

Section 3: Gifts

The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association.

Section 4: Parliamentary Authority

In questions of parliamentary procedure, the most recent edition of Robert's Rules of Order Newly Revised shall be used in all cases where they are applicable.

ARTICLE XIII: LIMITATIONS ON ACTIVITIES AND DISSOLUTION

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Section 1: Activities

The Association is organized and shall be operated exclusively for educational purposes. No part of its net earnings shall inure to the benefit of or be distributable to its Members, Trustees, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an institution exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code). In addition, the Association shall not engage in or carry-on activities not permitted an institution whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

Section 2: Dissolution

In the event of dissolution of the Association, the Association shall comply with the applicable legal requirements and the provisions of this Section. Upon the dissolution of the Association, the Board of Trustees, after paying or making provision for the payment of all liabilities of the Association, shall dispose of all of the assets of the Association exclusively for the purposes of the Association in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) as the Board of Trustees shall determine, but in accordance with the following priorities:

- (a) First Priority: to a nonprofit organization which may have been created or selected to succeed the Association; and
- (b) Second Priority: to another non-profit organization which may be selected as proper recipient of these assets.

ARTICLE XIV: FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of the calendar year unless otherwise determined by the Board of Trustees.

ARTICLE XV: AMENDMENTS TO THE BYLAWS

The Association's Bylaws may be altered, amended, or repealed, and new Bylaws may be voted upon, during an Annual Meeting, Special Meeting, or during other times of the year by means of electronic ballot. Board of Trustees may initiate changes for a vote provided that at least thirty (30) days prior written notice of the recommendations shall be provided to the Members of the Association. Proposed amendments may be submitted by the membership when signed by at least twenty-five (25) of CSHEMA's Voting Institutional Members of record as of the last annual business meeting. This threshold may include multiple Voting Institutional Members from the same

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Institutional Organization as defined in Article IV, Section 1. Member submitted amendments shall follow the same notification requirements as Board of Trustee initiated amendments. Two-thirds (2/3) of the Voting Institutional Members participating in the vote at any Annual Meeting or Special Meeting or, for electronic ballots, two-thirds (2/3) of the Voting Institutional Members who participated in the vote, shall constitute approval. Correction of grammatical errors or similar non-substantive changes maybe be made without invoking the Bylaws amendment process.

ARTICLE XVI: GOVERNING LAW

These Bylaws shall be governed by and interpreted in accordance with the applicable legal provisions. In the event of a conflict between these Bylaws and Non-Profit Corporation Law, the provisions of said law shall control.

ARTICLE XVII: EFFECTIVE DATE

These Bylaws shall become effective immediately upon approval by the members.

Approved:

as approved June 2007

Amended:

as amended November 2015

as amended August 2016

as amended February 2018

as amended July 2021