

**California Industrial Hygiene Council (CIHC)**  
**February 10, 2015**

By Laws	Operating Procedures
<b>ARTICLE I - NAME</b>  This organization shall be known as: "California Industrial Hygiene Council".	
<b>ARTICLE II - PURPOSE</b>  California Industrial Hygiene Council (hereafter CIHC), a coalition of California Local Sections of the American Industrial Hygiene Association, is a professional association within the meaning of Section 23701e of California Revenue and Taxation Code, formed for the purpose of addressing governmental affairs within California. This organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.	The CIHC is also referred to as "The Council". It is governed by a Board of Directors, comprised of two Directors from each California local section. Its officers include a President, Vice-President, Secretary and Treasurer, all of which are inclusive of the two Directors from each section.
<b>ARTICLE III - FISCAL YEAR</b>  The fiscal year for CIHC shall be January 1 to December 31 of each year.	
<b>ARTICLE IV - MEMBERSHIP AND DUES</b>  All Local Sections of the American Industrial Hygiene Association located in California are members of CIHC.  Each Local Section should appoint two representatives, called Directors, to represent their interests in CIHC. Each Local Section should also appoint an Alternate who will attend when a Director cannot attend.  Only those Directors representing AIHA Local Sections which pay their assessed CIHC dues each year will be voting members in that year. Directors representing Sections that are twelve months or more behind in payment of dues will not have their meeting expenses reimbursed until such time as dues are brought current. Each of these Directors will have one vote.  The Directors of CIHC will fix the annual dues proportionally, based on their membership paid by each Local Section as needed.	This presently includes the Northern California, Southern California, Orange County, San Diego and Sacramento Valley Local Sections.  When neither Local Section Director is able to participate in CIHC meetings, the Alternate attends. An Alternate can be present by phone or in person. This in no way prevents a Local Section from having three representatives present at meetings or involved in key CIHC activities. However, each Section still gets only two votes on key matters regardless of the number of representatives it has present or involved.  Dues will be determined (based upon the number of each Section's full members) and paid to the CIHC Treasurer by December 1 of each year. The CIHC Board Treasurer will coordinate this process annually.

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<b>ARTICLE V - TERMINATION AND SUSPENSION OF MEMBERSHIP</b>  Any Director may resign by submitting a written resignation to their Local Section President and to the President of CIHC. Any AIHA Local Section can change their representative Directors at any time in accordance with their own procedures. Local Sections are encouraged, however, to appoint Directors for terms of at least three years whenever possible and to stagger the appointment of their two Directors to assure continuity.  In the event that any voting member of the Board of Directors is absent from any two (2) consecutive meetings of the Board without prior notification to the President, such Board member shall be subject to removal from the Board.  The President of the Board will notify the Director's Local Section President if such action is being considered prior to taking any action. Removal requires a majority vote of the Board present and voting, provided that a notice of intention to consider such removal at a designated meeting of the Board is set forth in the official Notice of Meetings of such designated meeting.	
<b>ARTICLE VI - OFFICERS AND DUTIES</b>  <b>OFFICERS.</b> The Officers of the Council shall be a President, a Vice President, a Secretary, and a Treasurer. The voting members of the Board of Directors shall elect all officers. The voting members of the Board may remove any officer for cause by a vote of two-thirds.	Should removal occur, the President is responsible for designating a replacement.
<b>DUTIES OF OFFICERS</b>  <b>PRESIDENT.</b> The President shall preside as chairperson at all meetings of the Council, shall issue or cause to be issued, notices of all meetings, and shall direct the affairs of the Council with the advice and consent of the Board of Directors. Unless otherwise provided for in these By-Laws, the President shall appoint all Committee Chairs. In the event of incapacity or inability to fulfill the office, certification of such fact by two thirds vote of the voting members of the Board of Directors present at a meeting specially called and noticed for that purpose, the remainder of the term shall be filled by the Vice President. The President shall perform other duties as prescribed by the Board of Directors. The President may serve a maximum of two (2) consecutive two year terms of office.	Experience suggests that the business of the CIHC is best carried out with four meetings per year. The President will coordinate at least two Board meetings per year, alternating them from northern to southern California. This coordination should entail the solicitation of agenda items with the full Board and legislative advocate, and distribution of an agenda at least two weeks in advance of the meeting itself. Standing agenda items include—status of legislation with potential impact for California EH&S professionals, progress on the annual CIHC conference, feedback from Local Sections as to CIHC performance, CIHC budget activity, interactions with the CIHC legislative advocate and any other items deemed critical to the Board's optimal functioning. The President will also assume the lead for primary communications with the legislative advocate (unless delegated to another CIHC Board member) and assume the lead (with full Board input) in discussions to sustain/upgrade CIHC operations. Finally, the President (with full Board engagement) will assume a coordinating lead in the development of the

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<p><b>VICE PRESIDENT.</b> The Vice President shall act on the President's behalf during any absence of the President and shall provide primary support to the conference chair(s). The Vice President will take the office of President at the end of the current President's final term of office or if the President becomes unable to fill the position's duties.</p>	<p>CIHC's long range and strategic plan.</p> <p>The Vice President assists the President as requested. He/she is also ultimately responsible for the CIHC web site, although its actual daily functioning may be delegated to someone else.</p>
<p><b>SECRETARY.</b> The Secretary shall record the minutes of all meetings of the Council, and shall be the official custodian of all the records of the Council. The Secretary shall perform such duties as are delegated by the President, and such other legal duties incident to the office of Secretary. If the Secretary is unable to fulfill the term of office, the President will notify the Board and an Alternate will be identified to serve the term and perform the duties of the Secretary.</p>	<p>The Secretary shall make every effort to issue meeting minutes within one week of CIHC meetings. The Secretary also assumes the lead for crafting an executive summary (for distribution by CIHC Directors to Local Section Officers) following CIHC meetings. The executive summary should be run by the CIHC Board of Directors for their review before a final transmittal. The executive summary should be forwarded to Local Sections by each Section's CIHC Directors within approximately the same timeframe that the CIHC meeting minutes are issued.</p>
<p><b>TREASURER.</b> The Treasurer shall be responsible for the preparation of an annual budget and annual financial reports for approval by the Board of Directors. The Treasurer shall prepare the request for funds from AIHA, file state and federal tax returns and related documents, and mail dues billings to AIHA Local Sections. If the Treasurer is unable to fulfill the term of office, The President will notify the Board and an Alternate will be identified to serve the term and perform the duties of the Treasurer.</p>	<p>In the absence of the Secretary at a Board meeting, the Treasurer or other Board member will perform the Secretary's functions.</p> <p><b>January</b>—Treasurer sends thank you note to National AIHA Governmental Affairs Director if AIHA grants CIHC a donation. Also, the AIHA group exemption letter/form is sent to the National AIHA Executive Director.</p> <p><b>February</b>—Treasurer develops final report for December Conference accounts; provides mid year financial report.</p> <p><b>April</b>—Treasurer files state taxes on California Form 199; pays associated state taxes; files federal taxes on form 990.</p> <p><b>July</b>—Treasurer provides mid year financial report to CIHC.</p> <p><b>September</b>—Treasurer sends dues assessment letters to local sections (Northern California, Southern California, Sacramento Valley, Orange County and San Diego). The Local Sections will pay their share, based on the number of full members, by December 1 of that year.</p> <p><b>November</b>—Treasurer requests state tax exempt form from the national AIHA; contacts Governmental Affairs Director for a donation.</p>

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	<p><b>December</b>—Treasurer develops budget for next fiscal year.</p> <p>If the Treasurer is unable to attend a Board meeting, he/she will submit a Treasurer's Report to the President.</p>
<p>The President and the Treasurer, or any other officer of the Council authorized by majority vote of the Board of Directors, may execute any deeds, mortgages, bonds, contracts or other instruments which have been authorized by the Board of Directors to be executed.</p> <p><b>TERM OF OFFICE.</b> The term of office of each officer shall be for two years. Officers may be re-elected to subsequent terms of office.</p> <p><b>MEETINGS.</b> The Board of Directors shall meet at least two times each year.</p>	<p>The Board meetings will be coordinated by the President. Optimal meeting frequency is four times/year, although a minimum of two should take place.</p>
<p><b>DUTIES OF DIRECTORS.</b> Directors are expected to attend all meetings of the Council and shall keep their Local Section informed of the Council's activities. Directors will monitor assigned legislation and notify the President and Consultant if a change of position is recommended. Directors will assist in planning the CIHC Conference.</p>	<p>Each Local Section will establish a process for securing member input on legislation. Each Director is responsible for working with his/her Local Section so that the mechanism for member input can be defined. This "process" may well vary from one Section to another. This "process" can range from simply having the Local Section endorse its CIHC Board members to represent it (absent full member input on specific legislation) to a requirement to hold an active dialogue with impacted Local Section members prior to weighing in on a legislative issue. Directors should communicate with their respective Local Section Boards following CIHC Board meetings to apprise them of key activities, legislative input and required action. Directors should periodically solicit Local Section input on CIHC performance and take any performance review feedback comments to the full CIHC Board for their consideration.</p>
<p><b>ARTICLE VII - PARLIAMENTARY PROCEDURE</b></p> <p>All meetings of CIHC shall be conducted generally in accordance with Roberts Rules of Order (except where otherwise designated in these By-Laws) in keeping with democratic principles and traditions so that each member shall have an opportunity to be heard and present his or her views for the consideration of the entire body. A quorum is defined as half the voting Directors plus one.</p>	<p>Any CIHC Director representing the CIHC at a function (local section Board meeting, committee meeting) must have his/her affiliations stated as "CIHC" in the minutes, reports, etc.</p>
<p><b>ARTICLE VIII - AMENDMENTS</b></p> <p>These By-Laws may be amended at a meeting of the Board, called at a time and place designated by the President, with the advice and consent of the Board of Directors, by two thirds votes cast by the voting members of the Board.</p>	

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<p><b>ARTICLE IX – LIMITATION OF POWERS</b></p> <p>Notwithstanding any of the above statements of purposes and powers, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the association.</p>	