REVISED BYLAWS OF THE UPPER MIDWEST LOCAL SECTION

OF

THE AMERICAN INDUSTRIAL HYGIENE ASSOCIATION

August 2010
# TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Article I</td>
<td>Name</td>
<td>1</td>
</tr>
<tr>
<td>Article II</td>
<td>Purpose</td>
<td>1</td>
</tr>
<tr>
<td>Article III</td>
<td>Membership</td>
<td>1</td>
</tr>
<tr>
<td>Article IV</td>
<td>Membership Meetings</td>
<td>1</td>
</tr>
<tr>
<td>Article V</td>
<td>Officers</td>
<td>1</td>
</tr>
<tr>
<td>Article VI</td>
<td>Committees</td>
<td>3</td>
</tr>
<tr>
<td>Article VII</td>
<td>Local Sections Council Representative</td>
<td>3</td>
</tr>
<tr>
<td>Article VIII</td>
<td>Public Statements</td>
<td>3</td>
</tr>
<tr>
<td>Article IX</td>
<td>Dues</td>
<td>4</td>
</tr>
<tr>
<td>Article X</td>
<td>Ballot</td>
<td>4</td>
</tr>
<tr>
<td>Article XI</td>
<td>Fiscal Year</td>
<td>5</td>
</tr>
<tr>
<td>Article XII</td>
<td>Amendments</td>
<td>5</td>
</tr>
<tr>
<td>Article XIII</td>
<td>Indemnification</td>
<td>5</td>
</tr>
<tr>
<td>Article XIV</td>
<td>Dissolution</td>
<td>5</td>
</tr>
</tbody>
</table>
Article I – Name

The organization shall be known as the Upper Midwest Local Section of the American Industrial Hygiene Association. The organization is duly incorporated in the State of Minnesota as “Upper Midwest Section – American Industrial Hygiene Association, Inc.”

Article II – Purpose

The purpose of the Upper Midwest Section shall be to promote the purposes of American Industrial Hygiene Association (AIHA), as set forth in its Articles of Incorporation, within the geographic boundaries of Minnesota, North Dakota and South Dakota.

Article III – Membership

Section 1. Any member of AIHA, may become a Member of the Upper Midwest Section upon payment of local dues. A member of AIHA may be a member of more than one Local Section.

Section 2. On payment of local dues, any person having a professional interest in industrial hygiene may become an Associate Member of the Upper Midwest Section, entitled to the privileges of Section membership.

Section 3. Additional classes of membership in the Local Section may be created with approval of the Board of Directors of AIHA. Emeritus membership in the Local Section may be extended to a member who has retired from the practice of the industrial hygiene profession, with approval of the Local Section Executive Committee. An Emeritus Member retains all privileges of a member of the Local Section, but will not be assessed local dues.

Article IV – Membership Meetings

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

Section 2. An Annual Meeting, at which the election of officers shall be announced, shall be held in April.

Section 3. Special Meetings shall be called at the discretion of the President, with the approval of the Executive Committee, or in response to the written request of twenty percent (20%) of the members of the Upper Midwest Section in good standing.

Section 4. Notification of the time and place of any meeting shall be delivered to the membership not less than ten (10) days before the date of the meeting.

Section 5. The presence of twenty percent (20%) of the members of the Upper Midwest Section in good standing shall be required to constitute a quorum for any meeting.

Article V – Officers

Section 1. The officers of the Local Section shall consist of the President, President-Elect, Past-President, Secretary, Secretary-Elect, Treasurer, and Treasurer-Elect. Officers shall
be elected by the members of the Upper Midwest Section. Candidates for all officer positions shall be Full Members of AIHA. Results will be announced via email and at the April Meeting. The President, President-Elect, Secretary, and Treasurer shall serve a one-year term unless a successor is elected and installed at a special election. The President-Elect, Secretary-Elect, and Treasurer-Elect automatically shall succeed the President, Secretary, and Treasurer, respectively, in office. No person shall serve as officer in more than one Local Section at the same time. An officer need not reside or work in the geographical boundaries of the Local Section.

Section 2. A vacancy in office because of the death, resignation, or removal of an officer may be filled by the Executive Committee 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.

Section 3. An officer may resign by oral tender of resignation at any meeting of the Executive Committee, or by giving written notice thereof to the Executive Committee. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

Section 4. An officer may be removed, with or without cause, at a meeting expressly called for that purpose, by a majority vote of the Executive Committee.

Section 5. The President shall preside at all meetings of the Upper Midwest Section membership and of the Executive Committee and shall perform such other duties as may be directed by the Executive Committee. The President may appoint a Program Committee, Nominating Committee, and such other committees as the Executive Committee may deem necessary for the orderly function of the Upper Midwest Section. The President shall appoint members of the committees. All committee appointments shall be for a one-year term. The President shall be an ex-officio member of all committees.

Section 6. The President-Elect automatically shall succeed the President in office upon completion of the President’s term of office. The President-Elect shall serve as Chair of the Program Committee and any other duties delegated by the Executive Committee or assigned by the President.

Section 7. The Treasurer shall receive disburse and be custodian of all funds of the Local Section. All disbursements shall be made upon authorization of the President. The Treasurer shall prepare, or have prepared, a final annual financial report and submit the accounts of the Local Section for audit at the last meeting of the Executive Committee prior to the end of their term in office. At the end of their term, the Treasurer shall transmit all funds and property of the Upper Midwest Section. The Treasurer-Elect shall perform duties as assigned by the Treasurer. The Treasurer-Elect shall assume all duties of the Treasurer at the beginning of the new fiscal year.

Section 8. The Secretary shall give notice of all meetings of the Upper Midwest Section and the Executive Committee; maintain an accurate list of the members and their membership status; keep a record of the transaction of business that may come before such meetings; and be custodian of the records of the Upper Midwest Section. The Secretary-Elect shall perform such duties described in this Section as assigned by the Secretary. The Secretary-Elect shall assume all duties of the Secretary at the beginning of the new fiscal year.
Section 10. The Past-President shall serve as an advisor to the President and member of the Executive Committee.

Article VI – Committees

Section 1. The Executive Committee shall consist of the officers of the Upper Midwest Section and immediate Past-President. The Executive Committee shall be responsible for governance and management of the Upper Midwest Section; development and implementation of programs for the year; and soliciting nominations from the body of members/nominating persons of officers, not less than 30 days prior to the last meeting. The President shall serve as Chair of the Executive Committee. The presence of a majority of the Executive Committee is necessary to constitute a quorum for a meeting. The act of a majority present at a meeting at which a quorum exists is the act of the Executive Committee. Each member of the Executive Committee shall be entitled to one vote. Meetings of the Executive Committee may be called at the discretion of the President on not less than five (5) days notice.

Section 2. The Program Committee shall consist of the President-Elect (who shall serve as its Chair) and the other Officers of the Executive Committee. The Program Committee shall present a tentative schedule of programs for the year to the Executive Committee for approval. On approval of the Executive Committee, the Program Committee will implement arrangements for the programs and provide the Secretary with information to be circulated to the Members of the Local Section.

Section 3. The Nominating Committee shall consist of the President (who shall serve as its Chair), in addition to the Past-President, President-Elect, and others at the discretion of the Chair. The Nominating Committee shall nominate persons for officers of the Local Section and it shall deliver its nominations for each office in writing to the Secretary-Elect for inclusion in a Ballot as specified in Article X. In addition to nominations made by the Nominating Committee, nominations may be received from the Local Section members not less than thirty (30) days prior to the meeting.

Article VII – Local Sections Council Representative

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

Section 2. The representatives of the Upper Midwest Section shall report at the Annual Meeting of the Local Sections Committee on the activities of the Upper Midwest Section and report back to the Upper Midwest Section on the actions of the Local Sections Council.

Article VIII – Public Statements

Section 1. The Upper Midwest Section shall not issue or publish any public statement that utilizes any form of the name of AIHA on a policy or technical issue, other than issues that primarily affect the Upper Midwest Section, without prior consent of the Board of Directors of AIHA.
Section 2. No public statement on any matter, which purports to represent the opinion of the Upper Midwest Section, shall be issued or published, unless that statement has been authorized by the Executive Committee as expressing the opinion of a majority of the members of the Upper Midwest Section in accordance with Article X, Section 3.

Article IX – Dues

Section 1. Annual dues for Upper Midwest Section membership become payable on the first day of January of each year. The dues per year shall be set by the Executive Committee and approved in accordance with the procedure set forth in Article X.

Section 2. Any member whose dues are unpaid on February 1st is not in good standing, and shall have no vote or other privileges of membership in the Upper Midwest Section. If the dues of any member are not paid within one year of the date due, the membership of the Member in the Upper Midwest Section shall be terminated.

Article X – Ballot

Section 1. All ballots will be provided to the voter by a method determined by the Executive Committee. Ballots may be returned by the voter through U.S. mail, or by fax (at the discretion of the voter); or by electronic mail (at the discretion of the Executive Committee and voter).

Section 2. Officers of the Upper Midwest Section shall be elected by ballot of the voting members of the Local Section distributed not less than twenty (20) days prior to the April Meeting of the Upper Midwest Section, which ballots shall specify a deadline for return. The Secretary shall promptly report the results of the election to the Executive Director of AIHA, and to the membership body.

Section 3. The Executive Committee, at any time, may conduct by ballot, a referendum of the membership of the Upper Midwest Section in connection with an issue it may consider or action to be taken. Except as provided in Article XII, a plurality of the ballots cast in an election of any officer or in a referendum on any issue to be considered or action to be taken shall be effective to constitute the election of a person as an officer of the Upper Midwest Section and as a decision or act of the Upper Midwest Section with respect to any issue to be considered or any action to be taken. A minimum of 20% of the membership of the Upper Midwest Section is required to participate in the balloting for the ballot to be valid regarding a referendum of the membership in connection with an issue it may consider or action to be taken. In the event of a tie vote in any such ballot, the tie shall be resolved by vote of the Executive Committee.

Article XI – Fiscal Year

Section 1. The Fiscal year for the Upper Midwest Section is July 1 through June 30.

Article XII – Amendments

Section 1. These Bylaws may be amended or new Bylaws adopted by two-thirds vote of the members of the Upper Midwest Section who respond to a ballot conducted in accordance with the provisions of Article X.
See signature page in separate document.