

Bylaws of the Occupational and Environmental Health Foundation (OEHF)

ARTICLE I: NAME, PURPOSE AND FUNCTIONS

Section 1. NAME

This corporation, a not-for-profit corporation organized under the laws of the State of Illinois, shall be known as Occupational and Environmental Health Foundation. (“Foundation”).

Section 2. PURPOSE AND FUNCTIONS

Purpose. The Foundation is organized exclusively for educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including without limitation, the advancement of knowledge concerning (a) occupational and environmental health and medicine, and (b) the promotion and protection of the health of workers through preventive services, clinical care, research, and education programs.

Functions. In furtherance of its purpose, the Foundation shall engage in a variety of functions as determined by the Board of Trustees, which shall include,

- a. To promote, support and carry out the educational, scientific, and charitable initiatives and activities of the American College of Occupational and Environmental Medicine (“ACOEM”), an Illinois not-for-profit corporation;
- b. To promote the prevention and management of occupational and environmental injury, illness, and disability, as well as disaster preparedness, through research, both directly and (i) by contributions to individuals, or to corporations, trusts, funds, or foundations whose purposes and operations are scientific, educational, or charitable for research, and (ii) by disseminating the results to occupational and environmental health professionals and to the public;
- c. To provide and assist in the provision of financial support to recognized scientific programs, institutions of medical education, institutions of higher learning emphasizing occupational and environmental health, graduate medical education, medical specialty education to promote a better understanding of occupational and environmental health and medicine;
- d. To develop and promote educational programs to assist members of the occupational and environmental health community in career development;
- e. To provide and assist in the provision of financial support for public, worker, and employer education related to occupational and environmental health;

- f. To develop and support award and recognition programs to honor and encourage individuals and institutions that have made significant contributions to occupational and environmental health community and the public;
- g. To foster investigation into the causes, cure, and prevention of illnesses, injuries and environmental conditions affecting employees and communities;
- h. To promote measures that will enhance the quality of care among practitioners of occupational and environmental health and medicine;
- i. To foster the study of issues pertaining to occupational and environmental health and medicine, including but not limited to health and productivity in the workplace;
- j. To foster the study of issues pertaining to the provision of health and well-being benefits for employees;
- k. To improve understanding of the pathogenesis of occupational and environmental diseases;
- l. To promote the prevention, diagnosis and treatment of occupational and environmental diseases and injuries, as well as the rehabilitation of persons suffering there from;
- m. To support institutions, societies, and organizations in the development of informative symposia on topics relating to occupational and environmental health and medicine;
- n. To receive gifts, bequests, grants and other property to support the purpose and functions of the Foundation;
- o. To engage in fundraising and the disbursement of funds to support the purpose and functions of the Foundation; and
- p. To engage in other charitable, educational, or substantially related activities.

ARTICLE II: MEMBERSHIP

The Foundation shall have no members.

ARTICLE III: BOARD OF TRUSTEES

Section 1. POWER AND RESPONSIBILITY

The affairs of the Foundation shall be managed by and under the direction of a board of directors, referred to as the Board of Trustees (“Foundation Board”).

Section 2. NUMBER AND QUALIFICATION OF TRUSTEES

The Foundation Board shall consist of seven to eleven director positions, referred to as Trustees. With the exception of the Trustee serving on the Foundation Board by virtue of having been an elected Officer of the Board of Directors of ACOEM (“ACOEM Board”) who will automatically serve on the Foundation Board, Trustees shall be appointed by the ACOEM Board.

The ACOEM Immediate Past President shall have a slotted seat on the Foundation Board for a one-year term. In addition, the CEO of ACOEM shall serve on the OEHF Board. The remaining Trustees shall be members of ACOEM, who are not necessarily members of the ACOEM Board. The Trustees should include at least: one (1) Active ACOEM Member, one (1) Associate ACOEM Member, and one (1) Retired ACOEM Member. Efforts should be made to include at least one (1) Resident ACOEM Member on the Foundation Board as an *ex-officio* Trustee who will not vote.

If any of the Trustees fail to retain their membership in ACOEM during their term as Trustee, they shall no longer qualify as a Trustee, and the Trusteeship may be filled pursuant to Article III, Section 6 to complete the remaining portion of the expelled Trustee’s term.

Section 3. TERMS

The ACOEM Board shall appoint Trustees to the OEHF Board, which will initially include the Immediate Past President, President-elect, Treasurer, and CEO of ACOEM. Of the three Trustees who are initially appointed to the OEHF Board by the ACOEM Board, one shall serve a term of two (2) years, one shall serve a term of three (3) years, and one shall serve a term of four (4) years. Subsequently, appointed Trustees shall serve three-year terms until their successors should be approved by the ACOEM Board or until their death, resignation or removal. Trustees may be reappointed to serve a second three-year term, serving a total of six (6) years before rotating off the OEHF Board.

The terms of each Trustee shall expire immediately upon adjournment of the annual meeting of the Foundation Board (“annual meeting”) in the expiring year of the term; such meeting to be held in conjunction with the American Occupational Health Conference (AOHC) or via telephone within thirty (30) days before or after AOHC.

Section 4. RESIGNATION

Any Trustee may resign at any time by giving his or her resignation in writing to the Chair or the Treasurer. A resignation shall take effect at the time specified therein, or if not specified therein, the resignation shall be effective upon receipt by either the Chair or the Treasurer.

Section 5. REMOVAL OF TRUSTEES

A Trustee may be removed, with or without cause, by the ACOEM Board or by the Foundation Board. A removal by the Foundation or ACOEM Board shall be by a two-thirds majority.

Section 6. VACANCIES

In the event of the death, resignation, removal or inability to act of a Trustee, the ACOEM Board shall appoint a Trustee to serve the unexpired term or may elect to leave the position vacant until the next election.

Section 7. COMPENSATION

Trustees shall not receive any compensation for their services, but by resolution of the ACOEM Board they may be reimbursed for limited travel expenses incurred on behalf of the Foundation.

Section 8. MEETINGS OF TRUSTEES

- a. **Regular Meetings.** Regular meetings of the Foundation Board shall occur at least two times in each calendar year. One such regular meeting shall occur at the time of the spring American Occupational Health Conference (AOHC) of ACOEM, and this shall be the annual meeting of the Foundation Board. If scheduling does not permit an in-person meeting, the annual meeting may take place via conference call within thirty (30) days before or after AOHC. Another such regular meeting shall occur at the time of ACOEM fall Board Meeting. At least fourteen days' written notice shall be given for a regular meeting.
- b. **Special Meetings.** Special meetings of the Foundation Board shall be called by the Chair or any three Trustees. At least ten days' written notice shall be given for a special meeting of the Foundation Board, and the purpose of the special meeting shall be set forth in the notice.
- c. **Location of Meetings.** The regular meetings of the Foundation Board held at the times of AOHC and the fall ACOEM Board meeting and shall be held in the same cities as those events. Other meetings of the Foundation Board requiring attendance in person shall be held in locations designated by the Chair, unless a location is approved at a regular or special meeting of the Foundation Board. Trustees may attend such meetings by teleconference with the approval of the Chair.
- d. **CEO of ACOEM.** The CEO of ACOEM will be a member of the OEHF Board with the right to vote, at all regular and special meetings of the Foundation Board, as well as at all meetings of committees of the Foundation.

Section 9. QUORUM AND VOTING

A simple majority of the Foundation Board shall constitute a quorum.

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Foundation Board, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. If a quorum is not present at any meeting of the Foundation Board, a majority of the Trustees present may adjourn the meeting to another time. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Trustees at any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 10. ACTION BY FOUNDATION BOARD OR COMMITTEE

- a. **Action of the Foundation Board by Unanimous Consent.** Any action required by law,

the Articles of Incorporation, these Bylaws, or other actions of the Foundation Board may be taken without a meeting if there is consent in writing signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Trustees. All of the approvals evidencing the consent action taken shall be delivered to the Foundation staff liaison to be filed in the corporate records and shall be effective when all Trustees have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the Trustees shall have the same effect as a unanimous vote.

- b. **Foundation Board Meeting Attendance.** Trustees shall attend all regular and special meetings of the Foundation Board in person or via teleconference.
- c. **Committee Meeting Attendance Through Teleconference.** Any committee meeting may be held through teleconference by means of which all persons participating in the meeting can communicate with each other.

Section 11. ANNUAL REPORT

The Foundation Board shall keep a record of transactions of the Foundation, an annual report of which shall be presented at each annual meeting of the Foundation Board, and shall be submitted to the ACOEM Board.

ARTICLE IV: OFFICERS

Section 1. OFFICERS

The officers of the Foundation shall be Chair, Vice Chair, and Treasurer. Officers will be appointed by the ACOEM Board of Directors through an application process and will serve a three-year term, starting as Treasurer, moving to Vice Chair, and ultimately Chair of the Board. Initial appointees will serve, 3-, 2-, and 1-year terms respectively. Officers are not required to be members of the ACOEM Board of Directors. After the initial three-year cycle of the Foundation Board, applicants for Officers must have prior experience as a Trustee.

Section 2. CHAIR

The Chair shall convene Foundation Board meetings. He/she shall have the general powers and duties of supervision and management of the Foundation that usually pertain to the office of president. The Chair shall perform all such duties as are properly required by the Foundation Board. The Chair shall be an *ex officio* member of all committees, except the Nominating Committee, and shall serve as Chair of the Executive Committee.

Section 3. VICE CHAIR

The Vice Chair shall, in the absence of the Chair, perform the duties and exercise the powers of the Chair. He or she will also chair committees on special subjects as designated by the Foundation Board.

Section 4. TREASURER

The Treasurer of the Foundation shall be responsible for keeping records of Foundation Board

actions, and assuring that corporate records are maintained.

The Treasurer shall also make a financial report at each Foundation Board meeting, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Foundation Board members.

Section 5. FOUNDATION STAFF

The Foundation staff liaison will provide administrative support, including overseeing the taking of minutes at all Foundation Board meetings, sending out meeting announcements, and distributing copies of minutes and the agenda to each Foundation Board member.

Section 6. INDEMNIFICATION

The Foundation shall indemnify all officers, trustees, and committee members of the Foundation to the full extent permitted by the General Not-For-Profit Corporation Act of the State of Illinois, as amended, and shall be entitled to purchase insurance for such indemnification of officers, trustees and committee members to the full extent as determined from time to time by the Board of Trustees of the Foundation.

ARTICLE V: COMMITTEES

Section 1. EXECUTIVE COMMITTEE

- a. The Foundation Board shall have the power to establish a Foundation Board committee called the Executive Committee, which shall be composed of the Foundation Officers, (Chair, Vice-Chair, Treasurer, and also the CEO of ACOEM) and which, to the extent permitted by law and by the resolution establishing the Executive Committee, shall have and exercise the authority of the Foundation Board in the management of the business of the Foundation between meetings of the Board of Trustees. Meetings of the Executive Committee may be called by the Chair or any two officers of the Foundation. Notice of place, day, and hour of meetings of the Executive Committee shall be provided to the members thereof prior to each meeting. The Executive Committee may meet in person or through the use of conference tele-communications equipment by means of which all persons participating in the meeting can communicate with each other.

A quorum of the Executive Committee shall be the majority of its members. The Executive Committee shall keep a record of its proceedings and report the same to the Foundation Board at the next regular or special meeting thereof.

Section 2. NOMINATING COMMITTEE

The Nominating Committee shall consist of three Trustees chosen by the Foundation Board, except that the Chair shall not serve on the Nominating Committee. For elections and appointments to occur after the first meeting of the Foundation Board following adoption of these Bylaws, the Nominating Committee shall recommend to the ACOEM Board, persons for appointment as Trustees of the Foundation. Incoming Trustees will assume their new roles for terms beginning after the Annual Occupational Health Conference (AOHC).

Section 3. FINANCE COMMITTEE

The Finance Committee of the Foundation shall be the same as the Executive Committee of the Foundation. The Finance Committee will be chaired by the Treasurer.

Section 4. OTHER COMMITTEES

The Chair shall appoint the members of as many other committees as the Foundation Board shall establish. Each such other committee shall be composed of one or more members of the Foundation Board, and may include non-members of the Foundation Board. The Foundation Board Chair shall appoint the chairs of all such other committees.

ARTICLE VI: FINANCES

Section 1. FINANCES

The funds of the Foundation shall be deposited in its name with such banks or trust companies as the Foundation Board may designate. All checks, drafts, or other negotiable instruments of the Foundation shall be signed by such officers or agents as the Board may designate by resolution. No officers or agents of the Foundation shall have power to make any checks, notes, drafts or other negotiable instruments in the name of the Foundation or to bind the Foundation thereby, except as provided in this Article.

Section 2. INVESTMENT

The Foundation Board may contract with any independent investment advisor, investment counsel or manager, or national or insured state bank or trust company to provide investment, advisory or security custodial services. The Foundation Board is further authorized to pay reasonable compensation for such investment advisory, management, or security custodial services.

Section 3. FISCAL YEAR

The fiscal year of the Foundation shall begin on January 1 and end on December 31.

ARTICLE VII: ADMINISTRATION AND MANAGEMENT

The ACOEM Board shall appoint an individual or organization who/which shall administer the Foundation. The individual may be an ACOEM staff member.

ARTICLE VIII: AMENDMENTS

These Bylaws may be amended by (a) a two-thirds majority of the Foundation Board and (b) the approval of the ACOEM Board.

ARTICLE IX: OFFICES

The Foundation shall have and continuously maintain within the State of Illinois, a registered office and a registered agent who is identical with such registered office.

ARTICLE X: BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Foundation Board.

ARTICLE XI: WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Sturgis' Standard Code of Parliamentary Procedure shall govern the Foundation in all cases where they are applicable and where they are not inconsistent with these Bylaws or any special rules of order which the Foundation Board may adopt.

ARTICLE XIII: RULES AND DISSOLUTION

Section 1. RULES

The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Foundation 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.
- b. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- c. The Foundation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue statute or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue statute.

Section 2. DISSOLUTION

Upon the dissolution of the Foundation, the Foundation Board shall, after paying or making provision for the payment of all of the liabilities of the Foundation, transfer all of the remaining assets of the Foundation (except any assets held by the Foundation upon condition requiring return,

transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to ACOEM or, in the event ACOEM has previously been dissolved, exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue statute), as the Foundation Board shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Foundation is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the dissolving corporation was organized.