

AMERICAN ACADEMY OF SANITARIANS

CONSTITUTION

(Adopted: June, 2006)

PREAMBLE:

The American Academy of Sanitarians, Incorporated, is herewith established as a non-profit corporation to carry out the programs and to meet the objectives stated in this Constitution.

ARTICLE I - NAME OF CORPORATION

The name of the Corporation shall be the American Academy of Sanitarians, Incorporated, hereinafter referred to as the "Academy".

ARTICLE II - PURPOSES AND OBJECTIVES

The purposes and objectives stated in this article shall not be held to limit or restrict the powers of the Academy or its Board of Directors in any manner, consistent with applicable statutes governing non-profit corporations.

Section 1. To elevate the standards, improve the practice, advance the professional proficiency and promote the highest levels of ethical conduct among professional sanitarians in every field of environmental health.

Section 2. To certify, through admission into membership and issuance of certificates as Diplomates, those sanitarians whose knowledge, ethical standards of practice and proven competence and proficiency meet the qualifications for admission into the Academy.

Section 3. To establish, maintain and, when necessary, amend the qualifications for membership and certification as Diplomates. To this end, the Academy may develop and administer examinations and investigations to determine the fitness of applicants for membership and may charge fees for such examinations and investigations.

Section 4. To promote high academic standards for the undergraduate and graduate training of sanitarians through: (a) liaison with the National Environmental Health Science and Protection Accreditation Council; (b) liaison with educational institutions to promote curricula that meet or exceed national accreditation standards; (c) recognition, by Academy awards, of academic achievement and leadership qualities among students majoring in environmental health; and, (d) other programs and actions appropriate to meet these objectives.

Section 5. To encourage national, regional and local associations of sanitarians to establish committees within their organizations devoted specifically to the elevation of professional practices and technical knowledge among their members through

training programs, certification, registration, performance evaluation and related activities.

Section 6. To serve as a clearinghouse for information about available environmental health scholarships and to make such information available to prospective applicants.

Section 7. To publish and maintain a Register of Academy Diplomates.

Section 8. To conduct other activities that may be necessary and appropriate to meet the purposes and objectives of this Academy.

ARTICLE III - MEMBERSHIP

Section 1. The Board of Directors shall have the power, at its discretion, to grant membership and certification as a Diplomate, in the name and on behalf of the Academy, to any person who meets the qualifications set forth in the Bylaws.

Section 2. Membership in the Academy shall not be denied on the basis of an applicant's sex, race, religion, creed, nationality or citizenship.

Section 3. By a 2/3 affirmative majority of the Board of Directors may deny, suspend or revoke membership for reasons of fraud, dishonesty, concealment or misrepresentation of facts in the application or for failure to pay application fees. The Executive Secretary shall notify the applicant or member of the Board's action by written notice in which an opportunity for a hearing is stated.

Section 4. Any person so denied or removed who requests a hearing within thirty (30) days of receipt of the notice from the Executive Secretary shall be heard by the Credentialing Committee.

Section 5. Upon completion of the hearing, the chair of the Credentialing Committee shall report its findings to the Board of Directors through the Executive Secretary and the full Board shall vote to sustain, modify or withdraw its original action within sixty (60) days as set forth in Section 3.

Section 6. A Diplomate who fails to pay his/her annual dues shall, after receiving a second notice be placed on the Inactive Member List and so notified. After two (2) years of non-payment of dues, the member shall be dropped from Academy membership.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The property, finances and affairs of the Academy shall be managed by a Board of Directors consisting of neither less than five (5) nor more than nine (9) members of the Academy; in addition to the Executive Secretary.

Section 2. Each Director shall be: (a) a Diplomate in good standing (b) currently registered as a sanitarian by law; or, (c) Registered in good standing as a Sanitarian or Environmental Health Professional with the National Environmental Health

Association (NEHA).

Section 3. Directors, other than those appointed to fill vacancies occurring between elections, shall be elected by the Academy membership. Each elected Director shall serve for a period of three (3) years or until his/her successor has been duly qualified and elected. No Director other than the Executive Secretary may serve more than two (2) consecutive terms.

Section 4. Vacancies on the Board of Directors resulting from the death, resignation or removal of a Director shall be filled by a qualified candidate receiving a 2/3 vote of all the Directors. Such interim appointments shall remain in force until the next Academy election at which time a nominee to fill the unexpired term, if any, of the vacancy shall be elected by the membership.

Section 5. A director who fails to attend two (2) consecutive Annual Business Meetings of the Board without advance notification to the chair shall be considered to have resigned from the Board of Directors and shall be replaced at the next annual election.

Section 6. Any Director whose state or NEHA registration to practice as a sanitarian has been revoked, or whose membership in the Academy has lapsed or been revoked, shall immediately cease to be a Director and his/her seat declared vacant.

Section 7. The Board of Directors may, by a 2/3 majority of its total members remove any Director whom it finds to be unfit or unable to serve. An opportunity for a hearing shall be granted to such Director as set forth in Article III of this Constitution. If a director who is removed holds the office of Chair-Elect, then the Board of Directors shall select a Chair-Elect to serve the remainder of the removed Chair-Elect's term of office and the new Chair-Elect will assume the office of Chair upon completion of that term.

Section 8. Directors shall act only as a Board and shall have no authority to act individually without Board authorization.

ARTICLE V - OFFICERS

Section 1. The principal officers of the Academy shall be: Chair, Chair-Elect, and Executive Secretary. The Chair-Elect shall be elected every other year for a two-year term by and from the Directors by a majority of those Directors present at the annual Director's meeting. The Chair-Elect shall assume the chairmanship at the end of the existing Chair's two-year term. The Executive Secretary shall be elected annually by a majority vote of those Directors present at the annual Directors' meeting.

Section 2. The Board of Directors may appoint additional officers and agents and may remove any officer and fill officer vacancies. The removal of an officer shall be carried out under those procedures stated in Article IV, Section 7 of this Constitution.

Section 3. The powers and duties of each officer of the Academy are those set forth

in this Constitution and in the Bylaws.

ARTICLE VI- ELECTION OF DIRECTORS

Section 1. With Board approval, the Chair shall appoint annually a Nominating Committee, one of whom shall be a Director not due or eligible for re-election. The Committee shall be charged to select nominees for each vacancy on the Board, including interim vacancies filled by the Directors under Article IV, Section 4 of this Constitution.

Section 2. The Nominating Committee shall attempt to nominate at least two (2) eligible Diplomates for each vacancy on the Board. The committee chair shall secure the agreement of each candidate slated and notify the Executive Secretary of the nominees selected by the Committee.

Section 3. The Executive Secretary shall then prepare a ballot stating the number of Directors to be voted upon and listing each nominee together with a concise resume of his/her position, title, current place of employment and career highlights. Each ballot shall carry a return date deadline.

Section 4. The Executive Secretary shall send a ballot to each Diplomate at least forty-five (45) days prior to the annual meeting. The Executive Secretary and two (2) other Directors appointed by the Chair shall tally all ballots timely received and notify newly-elected Directors prior to the annual meeting.

Section 5. Those Nominees who receive the greatest number of votes shall be declared Directors and shall take office at the next annual meeting. Vacancies having a three (3) year term shall be filled before those for unexpired terms, in the descending order of the votes received by each nominee.

ARTICLE VII - FINANCES AND FEES

Section 1. The financial affairs of the Academy shall be controlled by the Board of Directors and Officers as set forth in the Bylaws.

Section 2. The Academy shall not issue corporate stock or have authority to make financial commitments in excess of the current assets of the Academy.

Section 3. The income and property of the Academy shall be applied solely toward the conduct of its business affairs and the accomplishment of its objectives as set forth in this Constitution and the Bylaws.

Section 4. The Board of Directors may establish and collect fees for the examination and investigation of applicants for membership, for initial membership, and for the renewal of membership of each Diplomate.

ARTICLE VIII- MANAGEMENT

Section 1. The Constitution and Bylaws may be amended, altered or repealed by a 2/3 affirmative vote of the Diplomates in attendance at the Annual Meeting.

Section 2. The Board of Directors may purchase, rent, hire or otherwise acquire and operate offices and equipment necessary for the effective conduct of Academy affairs and may employ assistance and pay reasonable compensation for services rendered to the Academy.

Section 3. The Board of Directors may accept on behalf of the Academy any gift, grant, endowment, device or bequest offered in good faith and unencumbered and may acquire, operate and dispose of Academy property, both real and personal, subject to applicable statutes which govern non-profit corporations.

Section 4. The Directors and Officers shall have the respective authority and responsibilities for management of the Academy's affairs ascribed to them in the Bylaws.

ARTICLE IX - TERM AND DISSOLUTION

Section 1. The term of the Academy shall be perpetual, subject only to dissolution by majority vote of all of its Diplomates.

Section 2. In the event of dissolution, any property and other assets which remain after satisfaction of indebtedness shall be given to one or more non-profit associations or institutions whose objectives are similar to those of the Academy.

Section 3. The Diplomates of the Academy shall select the beneficiaries of such dissolution by majority vote on each potential beneficiary on or before the date of dissolution. The Chair shall provide for the orderly transfer of the remaining assets of the Academy as directed by the voting Diplomates.