

# AMERICAN ACADEMY OF SANITARIANS

## BYLAWS

(Adopted: June, 2006)

### **ARTICLE I – OFFICES**

Section 1. The principal office of the Academy shall be at a location determined by the Board of Directors.

### **ARTICLE II - MEETINGS**

Section 1. An Annual Business Meeting of the Academy shall be held at a time and place deemed by the Board of Directors to be most convenient for a majority of the Diplomates.

Section 2. The Board of Directors shall meet annually at the place selected for the Annual Business Meeting and may have other meetings on the call of the Chair or at least 1/3 of the members of the Board.

### **ARTICLE III- ANNUAL MEETING PROCEDURES**

Section 1 - Meeting Notices. The Executive Secretary shall provide notice of the time and place of the Annual Business Meeting to each Diplomat not less than thirty (30) days prior to the meeting.

Section 2 - Presiding Officer. The Chair of the Academy shall preside. In the absence of the Chair, the Chair-Elect or the Executive Secretary shall preside, in that order. If required to preside, the Executive Secretary shall designate another Member Diplomat to develop and maintain an accurate meeting summary.

Section 3 - Quorum. The Diplomates present at the Annual Meeting shall constitute the quorum for voting purposes.

### **ARTICLE IV -BOARD Meeting PROCEDURES**

Section 1 - Meeting Notices. The Executive Secretary shall provide notice of the time and place of each Board of Directors meeting to each Director at least thirty (30) days prior to such meeting. The notice shall state the purpose of the meeting.

Section 2 - Presiding Officer The Chair of the Academy shall preside at all Board meetings. In the Chair's absence, the Chair-Elect or the Executive Secretary shall preside, in that order. If required to preside, the Executive Secretary shall designate another Director to develop and maintain an accurate meeting summary.

Section 3 - Quorum. Unless the matter being voted upon requires, under the Constitution, the vote of all Directors, the Directors present at a meeting and those voting by mail or proxy shall constitute a quorum for voting purposes.

Section 4 - Proxies. Directors unable to attend a Board of Directors meeting may vote by proxy submitted to the Executive Secretary on any matter specified in the meeting notice.

Section 5 - Meeting Minutes. The Executive Secretary shall prepare and post on the Academy web-site, a meeting summary of each Board meeting.

Section 6 - Voting Between Meetings. The Chair may instruct the Executive Secretary to conduct a mail vote of the Board when, in his/her opinion, a pending matter requires immediate Board action. Each ballot shall require a response of not less than fifteen (15) days. Two-thirds (2/3) of the Board of Directors shall constitute a quorum for the purpose of voting.

## **ARTICLE V - VOTING BY THE ACADEMY**

Section 1. Each Diplomat in attendance at the Annual Meeting shall be entitled to one vote on each issue voted. On matters before the Academy which, under the Constitution, require voting by all Diplomates, each Diplomat shall be entitled to one vote for each issue. By majority vote of the Board, the Executive Secretary may be instructed to poll all Diplomates on any other issue brought before the Board which, in their opinion, requires Academy consensus.

Section 2. For purposes of voting, the Executive Secretary's list of Diplomates in good standing shall constitute the voting register. The Executive Secretary or his/her delegate shall have the register available at each Annual Meeting to satisfy challenges of any Diplomates right to vote or participate.

## **ARTICLE VI- DUTIES OF OFFICERS**

In addition to those duties specified elsewhere in the Constitution and Bylaws, the officers of the Academy shall have these duties:

Section 1 - The Chair. The Chair shall coordinate and supervise the activities and affairs of the Academy and represent the Academy before other organizations and individuals, subject to oversight by the Board of Directors and with their majority concurrence. He/She shall see that all orders and resolutions of the Board and the membership are carried out. He/She shall sign all Diplomat, Diplomat Laureate, Diplomat Emeritus and Honorary Diplomat certificates approved by the Board during His/Her term of office. The term of office shall be two years. If the Chair's term on the Board of Directors ends before his/her term as Chairman, the Chair shall be allowed to complete his/her term as Chair. The Chair shall only vote to break a tie of the Board or Membership.

Section 2 – The Chair-Elect. The Chair-elect shall have the powers and duties designated by the Chair and the Board, he/she shall perform the duties of the Chair in his/her absence from meetings or his/her inability to perform and, when so acting, shall have the same powers, duties and restrictions as the Chair. The term of office shall be two years.

Section 3 - The Executive Secretary. The Executive Secretary shall maintain the office of the Academy and conduct the day-to-day operations of the Academy. The Executive Secretary shall serve as the Academy Treasurer and have charge and custody of all funds and other valuable assets of the Academy and be responsible for their safekeeping. He/She shall send invoices, receive and acknowledge monies due and paid to the Academy and deposit such money to the credit of the Academy or disperse it as directed by the Chair or the Board of Directors. As directed by the Chair, he/she may sign, execute and deliver financial instruments authorized by the Board in the name of and on behalf of the Academy. The Executive Secretary shall be bonded, if so directed by the Board, in an amount specified. Further, he/she shall:

- (a) sign checks and drafts as provided in these Bylaws;
- (b) keep vouchers and accurate records of all money disbursed;
- (c) submit to the board, upon request, a financial report of the Academy's condition and of his/her transactions as Executive Secretary;
- (d) exhibit, upon reasonable notice, the cash books and other records to the Chair or any Director;
- (e) prepare and have presented a financial report to the members at each Annual Business Meeting.
- (f) keep a written summary of all meetings of the Academy and the Board in permanent and secure form;
- (g) prepare and distribute notices of meetings, ballots, and other documents specified in the Constitution and Bylaws;
- (h) act as custodian of Academy contracts, deeds, indicia of title to property, and the Academy seal;
- (i) affix the seal and, if required, his/her signature to the Diplomate, Diplomate Laureate, Diplomate Emeritus and Honorary Diplomate certificates and other documents where use of the seal is authorized;
- (j) be responsible for the keeping of Academy books, reports, statements, certificates, and other documents and records required by law; and,
- (k) in general, perform those duties customarily bestowed upon association secretaries and special duties assigned by the Chair.

## **ARTICLE VII - COMMITTEES AND CONSULTANTS**

Section 1 – Committees. The Chair may appoint committees and designate their functions and terms. Each committee shall have as a member at least one Director and other qualified Diplomates designated by the Chair. Each committee shall appoint a chair.

Section 2 - Finance Committee. There shall be a Finance Committee, appointed annually by the Chair, consisting of the Executive Secretary and two other Directors. The Committee may recommend to the Board fee schedules for the processing of applications for membership, initial certification and renewal of Diplomat certifications and shall have general supervision of the budget and financial affairs of the Academy.

Section 3- Nominating Committee. There shall be a Nominating Committee, appointed annually by the Chair, whose composition and duties are those set forth in Article VI of the Constitution.

Section 4 – Credentialing Committee. There shall be a Credentialing Committee, appointed annually by the Chair, consisting of not less than five (5) Diplomates; each of which who has been a member of the Academy for at least five (5) years. The Credentialing Committee shall review all candidate applications. A plurality of affirmative votes is needed to accept the candidate as a Diplomat in the Academy.

Section 5 – Scholarship and Career Advancement Committee. There shall be a Scholarship and Career Advancement Committee, appointed annually by the Chair to review scholarship and career advancement applications and send their recommendations to the Chair for final approval. The size and composition of the Committee shall be left to the discretion of the Chair.

Section 6 – Awards Committee. There shall be an Awards Committee, appointed annually by the Chair; consisting of, but not limited to at least the three previous recipients of the Davis Calvin Wagner Award to review petitions for the Davis Calvin Wagner Award, Diplomates Emeriti and Honorary Diplomates. The Committee's recommendations for Emeritus and Honorary Diplomat will be forwarded to the Board for vote and final approval.

## **ARTICLE VIII - FINANCIAL PRACTICES**

Section 1 - Execution of Contracts. The Board may authorize the Executive Secretary to enter into contracts and execute and deliver financial instruments in the name of and on behalf of the Academy, subject to the limitations of Article VII of the Constitution.

Section 2 - Checks and Drafts. All checks and drafts for authorized expenditures shall be signed by the Executive Secretary

Section 3 - Safekeeping of Assets. All funds of the Academy not otherwise employed shall be deposited by the Executive Secretary, as promptly as possible, to the credit of the Academy in such bank or other depository as the Board shall designate. Other valuable assets, including property of the Academy, shall be controlled and safeguarded as directed by the Board.

Section 4 - Salaries. The salaries of consultants or employees of the Academy shall be fixed by the Board. Except for the Executive Secretary, no Officer or Director may receive a salary or other compensation for services rendered under his duties

as an Officer of Director.

Section 5 - Payments and Reimbursements. No Diplomate may receive from the Academy any dividend, bonus or other payment by way of profit. Provided that payment may be made to any Diplomate as reimbursement for any property, premises or equipment sold or rented to the Academy or hired on behalf of the Academy when such act has been authorized by the Board. Provided further, that any Diplomate rendering services to the Academy other than as a Diplomate, Officer or Director may receive compensation where authorized by the Board to provide such services.

Section 6 - Expenses. Any Officer, Director or Diplomate authorized by the Board to conduct an investigation, examination or other business or representation of the Academy may receive reimbursement for travel and reasonable subsistence incurred in the performance of such authorized duties.

## **ARTICLE IX - CERTIFICATION OF DIPLOMATES**

Section 1 - General. On Behalf of the Academy, the Credentialing Committee, in concurrence with the Chair and/or the Executive Secretary shall have authority, to grant membership and issue certification as a Diplomate to any person found qualified under the requirements of this Article after proper application and payment of fees.

Section 2 - Application Procedures. Applicants for membership shall complete an application form prescribed by the Board and posted on the Academy web-site along with instructions. The Executive Secretary shall file all completed applications.

Section 3 - Diplomate Membership Requirements. The applicant shall:

- (a) provide evidence of good moral character and high ethical and professional reputation;
- (b) possess a baccalaureate degree from an accredited college or university and provide transcripts indicating the successful completion of at least 30 semester credit hours in the physical and biological sciences;
- (c) possess a masters or higher degree awarded by an accredited institution in public health, the environmental health sciences or in an area of scientific or administrative specialization related to environmental health;
- (d) be legally registered as a sanitarian in the state in which he/she is employed, or, if no legal registration is in effect in that state, be registered in good standing as a sanitarian or environmental health specialist by the National Environmental Health Association;
- (e) have had at least seven (7) years acceptable experience in

environmental health including at least two (2) years in charge of work at or above the staff level (time spent in course time in earning degrees below the doctoral level shall not be counted in the experience requirement); and,

- (f) certify his/her professional dedication to protecting and promoting the health and quality of life of mankind.

**SECTION 4 - DIPLOMATE LAUREATE.** The Diplomate Laureate designation is open to all Diplomates who have been members of the academy for at least five years. The Diplomate Laureates shall be approved by a committee of Laureates, appointed by the Chair. In addition length of membership requirement, the Laureate candidate must meet the following criteria:

- (a) twenty-five years in the environmental health profession, including time in pursuit of an advanced degree, fifteen years of which must have been as a credentialed environmental health professional; and,
- (b) at least five of the following requirements:
  - (1) Possess an advanced degree beyond the masters level;
  - (2) Five or more technical publications in the field of environmental health;
  - (3) Possess one or more competency-based professional credentials in an environmental health and safety allied science;
  - (4) Hold one or more patents or copyrights relating to public or environmental health;
  - (5) Membership on a professional examination, licensing, or other environmental health credentialing board;
  - (6) Membership on a national or international advisory board or standard committee in the environmental health sciences;
  - (7) Hold or have held an elective office in an environmental health organization; or,
  - (8) Recipient of a professional state or national environmental health award.

## **ARTICLE X - CLASSES OF MEMBERSHIP**

Section 1 - Active Members. An active member of the Academy shall be a member in good standing whose membership fees are current. Active members are entitled to vote, to serve on committees and to serve as Directors and/or officers of the Academy.

Section 2 - Diplomat Emeritus. A Diplomat Emeritus shall be a Diplomat of the Academy who, by virtue of his/her accomplishments in the field of Environmental Health and Service to the Academy is granted Diplomat Emeritus Status by recommendation of the Awards Committee and unanimous vote of the Board of Directors. Those Diplomates so honored shall enjoy lifetime exemption from membership fee payment but shall have all the privileges of Active Members.

Section 3 – Retired Diplomat. A retired member shall no longer be employed in the profession of environmental health and shall be a member in good standing. Dues shall be \$10.00 per year for this category of membership.

Section 4 – Honorary Diplomates. An Honorary member is someone, who by virtue of his/her accomplishments and service in the field of Environmental Health, is granted honorary status by unanimous vote of the Board of Directors. Those Diplomates so honored shall enjoy lifetime exemption from membership fee payment.

Section 2 - Inactive Members. An inactive member shall be a member whose membership fees are not paid for the current year. Inactive members may not vote or hold office in the Academy and shall be removed from the Academy Active Member List. An inactive member who has not paid dues for two years shall be dropped from the membership roles.

#### **ARTICLE XI. *Indemnification***

Every member of the board of directors and the executive secretary may be indemnified by the academy against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. In the event of a settlement, the indemnification herein shall apply only when the board approves such settlement and reimbursement as being in the best interest of the academy. The foregoing right to indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.