



# Constitution and Bylaws

Draft for Review Only

12 June 2016

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## PREAMBLE

The American Academy of Sanitarians, a non-profit organization incorporated in the state of Georgia, is herewith established to carry out the programs and to meet the objectives stated in this Constitution and Bylaws, hereinafter referred to as the Bylaws of the Academy.

## ARTICLE I - NAME OF CORPORATION & OFFICES

**Section 1.1. Name.** The name of the corporation shall be the American Academy of Sanitarians, Incorporated, hereinafter referred to as the "Academy".

**Section 1.2. Principal Office.** The principal office of the corporation will be located at the following address: 1568 LeGrand Circle, Lawrenceville, GA 30043-8191, County of Gwinnett and State of Georgia.

**Section 1.3. Change of Address.** The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date, and such changes shall not be deemed, nor require, an amendment of these Bylaws:

**Section 4. Other Offices.** The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

## ARTICLE II - PURPOSES AND OBJECTIVES

**Section 2.1. IRS Section 501(c) (3) Purposes.** This corporation is organized exclusively for charitable, educational, and/or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

**Section 2.2. Specific Objectives and Purposes.** This corporation is a non-profit organization established with an objective to provide recognition of outstanding competence of professional environmental health practitioners. Specifically 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;
- 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;
- establish, maintain and, when necessary, amend the qualifications for membership and certification as Diplomates<sup>1</sup>:

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<sup>1</sup> 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.

- 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;
- 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;
- serve as a clearinghouse for information about available environmental health scholarships and to make such information available to prospective applicants;
- publish and maintain a Register of Academy Diplomates; and,
- conduct other activities that may be necessary and appropriate to meet the purposes and objectives of this Academy.

**Section 2.3.** 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.

### ARTICLE III - MEMBERSHIP

**Section 3.1. Qualifications for Membership.** 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 these Bylaws.

**Section 3.2. Anti-discrimination.** Membership in the Academy shall not be denied on the basis of an applicant's sex, sexual orientation, race, religion, creed, nationality or citizenship.

#### **Section 3.3. Classes of Membership.**

- a. 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.
- b. A **Diplomate Emeritus** shall be a Diplomate of the Academy who, by virtue of his/her accomplishments in the field of Environmental Health and Service to the Academy is granted Diplomate 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.
- c. 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 per year for this category of membership.
- d. 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.

- e. 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.

**Section 3.4. Loss of Membership.** By a two-thirds affirmative majority, 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.

**3.4.1. Appeals.** 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.

**3.4.2. Hearings.** 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.

## ARTICLE IV. CERTIFICATION OF DIPLOMATES

**Section 4.1. 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 Diplomat to any person found qualified under the requirements of this Article after proper application and payment of fees.

**Section 4.2. 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 4.3. Diplomat 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;
- 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 4.4. 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 to 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 V - OFFICERS

**Section 5.1. Designation of Officers.** The officers of the corporation shall be a Chair, a Vice Chair (Chair Elect), a Past Chair, and an Executive Secretary who may also serve as the Treasurer of the Academy. The Board of Directors may decide from time to time whether a separate office of Treasurer is warranted or whether to have other new officers with new designations.

**Section 5.2. Qualifications.** The officers of the Academy shall be members in good standing and meet the age or any other specific requirement that may be in force in this state at any given point of time

**Section 5.3. Election and Term of Office.** 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.

All officers, with the exception of the Executive Secretary, shall be elected by a majority vote of the Board of Directors and shall hold office for a period of two years or until he or she is succeeded by a duly elected new officer, unless he or she resigns or is removed by the Board of Directors or is otherwise disqualified to serve before the end of the term.

**Section 5.4. Powers and Duties of Officers.** The powers and duties of the officers of the Academy are those normally associated with their office as set forth in the current edition of *Robert's Rules of Order Newly Revised*, and particularly those set forth as follow in these Bylaws.

**5.4.1. Duties of the Chair.** The Chair shall be the chief executive officer of the Academy and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President by virtue of his post shall function as the Chairperson of the Board of Directors and shall preside at all the meetings of the Board of Directors. Except as otherwise mentioned by the Articles of Incorporation or by these Bylaws or expressly provided by law, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments, which may from time to time be authorized by the Board of Directors. The President shall sign all Diplomate, Diplomate Laureate, Diplomate Emeritus and Honorary Diplomate certificates approved by the Board during his/her term of office.

**5.4.2. Duties of Vice Chair.** The Vice Chair (or Chair Elect) of the Academy shall become the acting Chair of the Academy in the event of the absence, inability or refusal of the Chair to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly elected Chair.

**5.4.3. Duties of Executive Secretary.** The Executive Secretary of the Academy shall:

- a) Certify and keep at the principal office, the original, or a copy of these Bylaws as amended or otherwise altered to date.
- b) Keep the record of the minutes of the meetings of the directors with details of whether special or regular, how called, how notice thereof was given, the names of those present or represented and the proceedings thereof.
- c) Be custodian of all the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- d) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the directors of the corporation.
- e) Perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.
- f) 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.
- g) Assume all of the duties of the Treasurer listed below when the Board of Directors shall combine the duties of these two offices into those of the office of a single Executive Secretary, or in the absence of a duly elected Treasurer.

**5.4.4. Duties of Treasurer.** The Treasurer of the Academy shall:

- a) Have charge and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- b) Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for the transactions.

- d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- e) Exhibit at all reasonable times the books of account of any or all of his or her transactions as Treasurer and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.
- f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- g) Perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

**5.4.5. Duties of the Immediate Past Chair.** The immediate Past Chair shall serve as the chair of the Nominating Committee and have such other duties as the Board shall from time to time assign.

**Section 5.5. Compensation.** The Officers of the Academy shall not receive any compensation for their services, except that each officer is entitled to receive from the Academy reimbursement of expenses incurred by the officer in the furtherance of the Academy's business.

## ARTICLE VI - BOARD OF DIRECTORS

**Section 6.1. Board of Directors Established.** The property, finances and affairs of the Academy shall be managed by a Board of Directors consisting of no less than five (5) nor more than nine (9) members of the Academy.

**Section 6.2. Qualifications.** 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) and shall meet the age or any other specific requirement that may be in force in this state at any given point of time.

**Section 6.3. Membership.** The Board of Directors shall consist of the Officers of the Academy and at least two (2) but not more than five (5) members at large.

### 6.3.1. Removal from Office.

- a. 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.
- b. 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.
- c. 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 6.4. Powers.** The Board of Directors of the Academy shall conduct all the activities and affairs of this organization and also exercise all corporate powers, subject to the provisions of the laws of this state, and the Articles of Incorporation. Directors shall act only as a Board and shall have no authority to act individually without Board authorization.

**Section 6.5. Duties.** The Board of Directors shall:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
- b) Elect and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of this corporation;
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, emailed, telegraphed or faxed to them at such addresses shall be valid notices thereof.

**Section 6.6. Term of Office.** 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 6.7. Compensation.** Directors shall not receive any compensation for their services, except that each Director is entitled to receive from the Academy reimbursement of expenses incurred by the Director in the furtherance of the organization's business. Nothing contained in this Section shall be construed to preclude any Director from serving the Academy in any other capacity and receiving compensation for that service. In such a scenario, the salaried individuals will not vote on their own compensation and compensation decisions will be made by the unrelated board members.

## **Section 6.8. Meetings.**

**6.8.1. Regular Meetings.** 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.

**6.8.2. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the persons calling the special meeting.

**6.8.3. Place of Meetings.** Other than the annual meeting of the Board, meetings of the Board of Directors shall be held at the principal office of the Academy unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

**6.8.4. Notice of Meetings.** The procedure to be followed is as below unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

a) Regular Meetings – Notice shall be sent by regular post, by e-mail, or by facsimile machine at least three weeks in advance. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty- four hours of the first facsimile transmission.

b) Special Meetings - Notice shall be sent by regular post, by e-mail, or by facsimile machine at least one week in advance. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty- four hours of the first facsimile transmission.

c) Waiver of Notice - Whenever any notice of a meeting is required to be given to any director of this Academy, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**6.8.5. Quorum for Meetings.** A quorum shall consist of majority members of the Board of Directors of the Academy serving office at any given time. The Board shall not conduct any business at any meeting at which the required quorum is not present. The only motion, which the Chair shall entertain, is a motion to adjourn.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

**6.8.6. Conduct of Meetings.** Meetings of the Board shall be presided over by the Chairperson of the Board, or, if not present by the Chair Elect. If neither office is present then by a majority of the directors present at the meeting. The Executive Secretary of Academy shall act as the secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as the Secretary of the Meeting. Procedures for the conduct of meeting shall be amended or revised from time to time by a resolution of the Board of Directors.

**6.8.7. 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.

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

**Section 6.9. 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.

**Section 6.10. Vacancies.** Vacancies on the Board of Directors of corporation shall exist

a) On the death, resignation or removal of any director,

b) Whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the Executive Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Academy would then be left without a duly elected director or directors in charge of its affairs, except upon the notice of the

Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

**Section 6.11. Non-liability of Directors.** The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

**Section 6.12. Indemnification by the Academy of Directors and Officers.** The directors and officers are indemnified to the fullest extent permissible under the laws of this state.

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.

## ARTICLE VII. ELECTION OF DIRECTORS

**Section 7.1. Appointment of a Nominating Committee.** With Board approval, the Chair shall appoint annually a Nominating Committee, one of whom shall be the Past Chair who shall serve as the chair of the Committee. The Committee shall be charged to select nominees for each vacancy on the Board, including interim vacancies filled by the Directors under Article V of these bylaws.

**Section 7.2. Qualified Nominees.** 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 7.3. Election to the Board.** 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.

**7.3.1. Voting and Certification of Result.** The Executive Secretary shall send a ballot to each Diplomat at least forty-five (45) days prior to the annual meeting. The Executive Secretary and two (2) other members of the Nominating Committee appointed by the Chair of the Committee shall tally all ballots timely received and notify newly-elected Directors at least fifteen (15) days prior to the annual meeting. Ballots may be distributed electronically, except in those cases where a Diplomat does not have access to e-mail. It shall be the responsibility of the individual member to notify the Executive Secretary of their need to have a paper ballot.

**7.3.2 Determination of Elected Board Members.** Those Nominees who receive the greatest number of votes shall be declared Directors in the descending order of the votes received by each nominee until all vacant position are filled. Newly elected Director shall take office at the

next annual meeting. Vacancies having a three (3) year term shall be filled before those for unexpired terms,

## ARTICLE VIII. MEETINGS

**Section 8.1. Regular Meetings.** 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 8.2. Special Meetings.** Special meetings of the Academy may be called by the Board of Directors or by any three (3) members of the Academy, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall only be called to discuss a single item of business that cannot wait until the next regularly scheduled annual meeting. Such meetings be held at a time and place designated by the Board of Directors and may include the use of electronic meeting facilities or processes..

**Section 8.3. Meeting Notices.** The Executive Secretary shall provide notice of the time and place of the Annual Business Meeting to each Diplomate not less than thirty (30) days prior to the meeting.

**Section 8.4. 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 Diplomate to develop and maintain an accurate meeting summary.

**Section 8.5. Quorum.** The Diplomates present at the Annual Meeting shall constitute the quorum for voting purposes.

**Section 8.6. Voting.** Each Diplomate in attendance at the Annual Meeting shall be entitled to one vote on each issue voted.

**8.6.1. Roll Call Votes.** On matters before the Academy which, under these Bylaws, require voting by all Diplomates, each Diplomate 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 issue brought before the Board which, in their opinion, requires Academy consensus.

**8.6.2. Membership Roll.** 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 IX. COMMITTEES AND CONSULTANTS

**Section 9.1. Standing Committees.** The following are the standing committees of the Academy which shall performs the functions and have oversight of all matters designated to such committee below, or which may be designated to the committee by the Board of Directors.

**9.1.1. 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.

**9.1.2. Nominating Committee.** There shall be a Nominating Committee, appointed annually by the Chair, whose composition and duties are those set forth in Article VI.

**9.1.3. 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 and determine their suitability for membership in the Academy. A plurality of affirmative votes is needed to accept the candidate as a Diplomat in the Academy.

**9.1.4. 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 approval. The size and composition of the Committee shall be left to the discretion of the Chair.

**9.1.5. 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 approval.

**Section 9.2 ad hoc Committees.** The Chair may appoint additional 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.

## ARTICLE X. FINANCES AND FEES

**Section 10.1. General.** The financial affairs of the Academy shall be controlled by the Board of Directors and Officers as set forth in the Bylaws.

**Section 10.2. Assets.** 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.

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

**10.2.2. Property.** 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.

**10.2.3. Acceptance of Gifts.** The Board of Directors may accept on behalf of the Academy any gift, grant, endowment, devise 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 10.3. Fees.** 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.

**Section 10.4. 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 10.5. Checks and Drafts.** All checks and drafts for authorized expenditures shall be signed by the Executive Secretary

**Section 10.6. 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 10.7. 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

## ARTICLE XI. MANAGEMENT

**Section 11.1. Amendments.** These Bylaws may be amended, altered or repealed by a 2/3 affirmative vote of the Diplomates in attendance at the Annual Meeting and those voting via e-mail.

**Section 11.2. Term.** The term of the Academy shall be perpetual, subject only to dissolution by majority vote of all of its Diplomates.

**Section 11.3. Dissolution.** 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.

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.

### HISTORY:

Constitution adopted June 2006

Bylaws adopted June 2006. Bylaws revised during the reinstatement of IRS 501(c)3 status: 2013

Constitution and Bylaws consolidated and revised at the annual meeting of the Academy: July 2015