



AMERICAN ACADEMY OF SANITARIANS, INC.

Prestigious Recognition for Environmental Health Professionals

Bylaws of the American Academy of Sanitarians, Inc.

American Academy of Sanitarians, Inc.

Article 1 - Name of the Academy

Offices Section 1 - Name of the Academy

This Academy shall be known as American Academy of Sanitarians, Incorporated, herein after is also referred to as the “Academy”.

Section 2 - Principal Office

The principal office of the Academy will be located at the following address: 2330 North Peachtree Court, Dunwoody, GA 30338-5960, County of Dekalb and State of Georgia.

Section 3 - Change of Address

The designation of the county or state of the Academy’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 state by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws:

1. New Address: _____
Dated: _____
2. New Address: _____
Dated: _____

Section 4 - Other Offices

The Academy 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. Such changes shall not be deemed, nor require, an amendment of these Bylaws.

Article 2 – Purpose and Objectives

Section 1 - IRS Section 501(c) (3) Purposes

This Academy is organized exclusively for 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 - Specific Objectives and Purposes

This Academy is a non-profit organization established with an objective to provide recognition of outstanding competence of professional environmental health practitioners 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. Such practitioners are also identified as Sanitarians, Environmental Health Specialists, and other similar titles.

Section 3 – Diversity, Equity and Inclusion

The American Academy of Sanitarians (Academy) accepts qualified members of any race, color, gender, national or ethnic origin, age, sexual orientation, ability and religious beliefs to all rights, privileges, programs, and activities generally accorded or made to members of the Academy. The American Academy

of Sanitarians does not discriminate based on race, color, gender, national or ethnic origin, age sexual orientation, ability and religious beliefs in the administration of its policies, Board of Directors membership, general membership, scholarship, or other programs and strives to create an inclusive environment.

Article 3 - Directors

Section 1 - Number

The Academy shall have a minimum of five (5), nor more than nine (9) directors and collectively they shall be known as the Board of Directors.

Section 2 – Election of Directors

- (a) With Board approval, the Chair shall appoint annually a Nominating Committee, one member of whom is 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 4, Section 4 of the Constitution.
- (b) 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 Secretary of the nominees selected by the Committee.
- (c) The Secretary shall then prepare a ballot stating the number of Directors to be voted upon and listing each nominee together with a concise, not more than one (1) page resume of his/her position, title, current place of employment and qualifications. Each ballot shall carry a return date deadline.
- (d) The Secretary shall send a ballot to each Diplomate at least forty-five (45) days prior to the annual meeting. The Secretary and two (2) other Directors, whom are not eligible for re-election, appointed by the Committee Chair or Academy Chair shall tally all ballots received by the due date, and notify the Chair, who shall, in turn, notify newly-elected Directors prior to the annual meeting.
- (e) Those Nominees who receive the greatest number of votes shall be declared Directors to fill available open vacancies and shall take office at the end of the next annual meeting. Vacancies having a three (3) year term shall be filled before those for unexpired terms, in the descending order of votes received by each nominee.

Section 3- Qualifications

Each Director shall be: a Diplomate in good standing, and either currently registered as a Sanitarian or registered as a Sanitarian/ Environmental Health Specialist with the National Environmental Health Association (NEHA). Any Director whose state or NEHA registration to practice as a Sanitarian/Environmental Health Specialist 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. The Board of Directors may, by a 2/3 majority of its membership, remove any Director whom it finds to be unfit due to fraud, dishonesty, concealment or misrepresentation of facts, or is otherwise unable to serve. An opportunity for a hearing shall be granted to such Director to explain why they should not be removed. If a Director who is removed holds the office of Chair, Chair-Elect, Secretary, or Treasurer, the Board of Directors shall select a new officer to serve the remainder of the removed officer's term of office, and the new officer will assume the office until completion of that term.

Section 4 - Powers

The Board of Directors of the Academy shall conduct all activities and affairs of this organization and also exercise all corporate powers, subject to the provisions of the Constitution, and Bylaws. Directors shall act only as a Board and shall have no authority to act individually without Board authorization.

Section 5 - Duties

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

Section 6 - Term of Office

Each Director shall hold office for a period of three (3) years and until his or her successor is elected. No Director other than the Secretary/Treasurer may serve more than two (2) consecutive terms. Term limits shall be such that no more than one-half (1/2) of the Board members terms expire at the same time.

Section 7 - Compensation

Directors shall not receive any compensation for their services, except that each Director, upon approval by the Chair of the Academy and the Secretary and/or Treasurer, is entitled to receive from the Academy, reimbursement of expenses incurred by a Director in the furtherance of the Academy's business.

Section 8 - Place of Meetings

Meetings may be held virtually or in-person at such place and time designated by the Board of Directors.

Section 9 - Regular Meetings

Regular meetings of the Board of Directors shall be held at a minimum of once a year. The Board of Directors shall decide the date(s), time(s), platform, and venue(s) for each meeting.

Section 10 - Special Meetings

Special meetings of the Board of Directors may be called by the Chair of the Board, any officer, or by any two directors. Such meetings shall be held virtually or in-person at the place designated by agreement or a majority of the Board.

Section 11 - Notice of Meetings

The procedure to be followed is as below unless the Constitution or these Bylaws require otherwise.

(a) Regular Meetings – Notice shall be sent by regular post or by electronic media.

(b) Special Meetings - Notice shall be sent by regular post or by electronic media.

Section 12 - Quorum for Meetings

A quorum shall consist of a simple majority of the Board of Directors of the Academy serving 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 without a quorum, is a motion to adjourn.

Section 13 - Majority Action as Board Action

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 Constitution or these Bylaws require otherwise. Board members related either by blood or marriage cannot both serve concurrently as officers of the Board of Directors (Chair, Chair-Elect, Secretary, Treasurer, and Past-Chair), and will have one vote on any matter coming before the Board at which a vote is required.

Section 14 - Conduct of Meetings

Meetings of the Board shall be presided over by the Chair of the Board, or, if absent, the Chair-Elect of the Academy, or, if absent, by the Secretary. All Board meetings shall be conducted in accordance with the latest issue of Robert's Rules of Order. The Secretary of Academy shall act as the Secretary of all meetings of the Board, provided that, if absent, the presiding officer shall appoint another person to act as the Secretary of the meeting. Procedures for conduct of the meeting may be amended or revised from time to time by resolution of the Board of Directors.

Section 15 - Vacancies

Vacancies on the Board of Directors of the Academy shall exist

(a) On the death, resignation or removal of any Director,

(b) Whenever the number of authorized Directors is increased as a result of a change to the Constitution and these Bylaws.

Any director may resign upon giving written notice to the Chair of the Board. The effective date of such resignation shall be included in the written notice. No Director may resign if the Academy would then be left without a duly elected Director or Directors in charge of its affairs, Directors may be removed from office as permitted by these Bylaws. Directors, other than those appointed to fill vacancies occurring between elections, shall be elected by the Academy membership. Each appointed Director shall serve to the term for which they are appointed, and may be re-elected. Each elected Director shall serve for a period of three (3) years. No Director other than the Secretary and/or Treasurer may serve more than two (2) consecutive terms. 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 current Directors. Such interim appointments shall remain in force until the next Academy election at which time a nominee to fill the unexpired term of the vacancy shall be elected by the membership. 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. The vacancy shall be filled by a qualified candidate receiving a 2/3 vote of all the current Directors. Such interim appointments shall remain in force until the next Academy election at which time a nominee to fill the unexpired term of the vacancy shall be elected by the membership.

Section 16 - Non-liability of Directors

The directors shall not be personally liable for debts, liabilities or other obligations of the Academy.

Section 17 - Indemnification by Academy of Directors and Officers

The directors and officers are indemnified to the fullest extent permissible under the laws of this state.

Article 4 - Officers

Section 1 - Designation of Officers

The officers of the Academy shall be Chair, Chair-Elect, a Secretary, Treasurer, and a Past-Chair. The Board of Directors may appoint additional officers and may remove any officer and fill officer vacancies. The removal of an officer shall be carried out under those procedures stated in Article 3, Section 3 of these Bylaws. The powers and duties of each officer of the Academy are those set forth in the Constitution and Bylaws.

Section 2 - Qualifications

Each Officer shall be: a Diplomate in good standing, and either currently registered as a Sanitarian or, registered as a Sanitarian or Environmental Health Specialist with the National Environmental Health Association (NEHA).

Section 3 - Election and Term of Office

The Board of Directors shall elect every other year a Chair-Elect at its annual meeting, and each officer, with the exception of the Treasurer and the Secretary, shall hold office for a maximum period of two (2) years, or until resignation, is removed by the Board of Directors, or is otherwise disqualified to serve before the end of the term.

Section 4 - Duties of Chair

The Chair shall be elected every other year for a two-year term by and from the Directors by a majority of those Directors in attendance at the annual Board of Director's meeting. The Chair shall, subject to control of the Board of Directors, supervise and control affairs of the Academy and activities of the officers. The Chair shall perform all duties incident to the office and such other duties as may be required by the Constitution, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Chair by virtue of the office shall function as Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors. Except as otherwise mentioned by the Constitution or by these Bylaws the Chair shall, in the name of the Academy, execute such deeds, mortgages, bonds, contracts, checks or other instruments, which may from time to time be authorized by the Board of Directors. The Chair shall sign all Diplomate, Diplomate Laureate, Diplomate Emeritus and Honorary Diplomate certificates approved by the Board during their term of office. Following his/her two year term of office the Chair becomes Past-Chair for a two (2) year term.

Section 5 - Duties of Chair-Elect

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 in attendance at the annual Director's meeting. The Chair-Elect shall assume the Chair at the end of the existing Chair's two-year term. The Chair-Elect of the Academy shall become Acting Chair of the Academy in the event of absence, inability or refusal of the Chair to exercise required duties and shall have all the rights, privileges and powers as if they had been a duly elected Chair.

Section 6 – Term of Secretary and Treasurer

The Secretary and Treasurer of the Academy shall be elected for a three-year term by a majority vote of those Directors present at the annual Directors' meeting.

Section 7 Duties of Secretary

The Secretary 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 record of the minutes of 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 records and of the seal of the Academy and affix the seal, as authorized by these Bylaws, to duly executed documents of the Academy.
- (d) Exhibit at all reasonable times to any Director of the Academy, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the Directors of the Academy.
- (e) Perform all duties incident to the office of the Secretary/Treasurer and such other duties as may be required by the Constitution or by these Bylaws or which may be assigned from time to time by the Board of Directors.
- (f) Affix the seal and, if required, and sign the Diplomate, Diplomate Laureate, Diplomate Emeritus and Honorary Diplomate certificates and other documents where use of the seal is authorized.

Section 8 - Duties of Treasurer

The Treasurer shall:

- (a) Have charge and be responsible for, all funds and securities of the Academy, and deposit all such funds in the name of the Academy 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 Academy from any source whatsoever.
- (c) Disburse, or cause to be disbursed, funds of the Academy 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 Academy's properties, equipment, 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 financial transactions as Treasurer and financial records to any Director of the Academy, or to an agent or attorney, on request thereof.
- (f) Prepare, or cause to be prepared, and certify, or cause to be certified, 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 the Constitution or by these Bylaws or which may be assigned from time to time by the Board of Directors.
- (h) Arrange for an annual review to be conducted of the Academy's finances, and present this review

to the Board of Directors. The financial review may be either an internal review or an external review, at the discretion of the Board. When a new Treasurer is elected, an audit of the receipts from the past three years is required.

- (i) Duties of the Secretary and Treasurer may, at the discretion of the Board of Directors, be combined into one officer classification – Secretary/Treasurer.

Section 9 - Compensation

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

Article 5 – Membership

Section 1 – Classes of Membership

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.

A Diplomat is a qualified person who has attained high professional stature through leadership and accomplishment in the field of Environmental Health and meets criteria as an active member.

A Diplomat Laureate is a member of the Academy who has demonstrated continuing outstanding commitment, leadership and accomplishments in the field of Environmental Health beyond the selection criteria for Diplomat.

A Diplomat Emeritus shall be a Diplomat of the Academy who, by virtue of his or 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 a 2/3 majority 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.

An Honorary member is someone, who by virtue of his or her accomplishments and service in the field of Environmental Health, is granted honorary status by a 2/3 majority vote of the Board of Directors. Those Diplomates so honored shall enjoy lifetime exemption from membership fee payment. Honorary members enjoy the same privileges as an Active member, except that they cannot hold office.

A retired member shall no longer be employed full-time in the profession of environmental health and shall be a member in good standing. Retired members shall pay a reduced membership fee of \$30 annually.

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 rolls.

Section 2. Membership in the Academy shall not be denied to any applicant who meets the membership eligibility requirements.

Section 3. By a 2/3 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 Secretary shall notify the applicant or member of the Board's action by written notice or electronic communication in which an opportunity for a hearing is provided.

Section 4. Any person so denied or removed who requests a hearing within thirty (30) days of receipt of the notice from the 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 Secretary and the Board, by a 2/3 affirmative majority shall vote to sustain, modify or withdraw its original action within sixty (60) days as set forth in Section 3.

Section 6. A Diplomat who fails to pay his/her annual dues shall, after receiving a second notice, be placed on the Inactive Member List and so notified.

Article 6 – Committees

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 – Standing Committees

- (a) Finance Committee. There shall be a Finance Committee, appointed annually by the Chair, constituting of the Executive Secretary, Treasurer 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.
- (b) 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.
- (c) Credentialing Committee. There shall be a Credentialing Committee, appointed annually by the Chair, consisting of not less than five (5) Diplomates; each of which 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.
- (d) NEHA/AAS Scholarship Committee. There shall be a NEHA/AAS Scholarship Committee, appointed annually by the Chair, to review scholarship 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.
- (e) NEHA AEC Student and Career Advancement Committee.
- (f) 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 Diplomates

will be forwarded to the Board for vote and final approval.

- (g) Diplomate Laureate Committee. The Diplomate Laureates shall be approved by a committee of Laureates, which have been appointed by the Chair.

Section 3 – Ad Hoc Committees

Ad Hoc committees are temporary committees established by the Board of Directors to address a specific issue/project. Once an assigned issue/project has been completed, the committee automatically dissolves unless the board assigns additional issues/projects to the committee.

- (a) Diversity, Equity & Inclusion Committee. The Committee shall assist the Academy in creating, adopting and implementing a Diversity, Equity & Inclusion (DE&I) policy which guides Academy employment, governance and membership.
- (b) Strategic Planning Committee. The Committee shall update and complete the strategic plan and submit it to the Board for final approval.
- (c) Communications/Marketing Committee. The Committee shall update and improve communication to and from the Academy and elevate the Academy's profile among prospective professionals and students. The Committee's charges include oversight of the website, advocacy efforts with affiliated organizations, and coordination on articles for publication.
- (d) Constitution and Bylaws Committee. The Committee shall review, revise, and update the Academy's Constitution and Bylaws as needed.

Article 7 - Finances and Fees

Financial affairs of the Academy shall be controlled by the Board of Directors and Officers as set forth in the Bylaws. The Board of Directors shall not have authority to make financial commitments in excess of current assets of the Academy. The income and property of the Academy shall be applied solely toward conduct of its business affairs and accomplishment of its objectives as set forth in this Constitution and Bylaws.

Section 1 - Execution of Instruments, Deposits and Funds

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Academy to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Academy by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. Such actions are grounds for immediate revocation of Academy membership, and/or such legal action as deemed necessary.

Section 2 - Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Academy shall be signed by the Treasurer.

Section 3 - Deposits

All funds of the Academy shall be deposited in a timely manner to the credit of the Academy in such

banks, trust companies or other depositories as the Board of Directors may select.

Section 4 - 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 Diplomat. Fees for the various categories shall be provided on the Academy fee schedule and posted on the Academy website.

Section 5 – Offices and Equipment

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

Section 6 – Gifts to the Academy

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 organizations.

Article 8 - IRS 501(c) (3) Tax Exemption Provisions

Section 1 - Limitations on Activities

No part of activities of this Academy shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Academy shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Academy shall not carry on any activities not permitted to be carried on:

- (a) By a Academy exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or
- (b) By a Academy, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Section 2 - Prohibition against Private Inurement

No part of the net earnings of this Academy shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes of this Academy.

Section 3 - Distribution of Assets

Upon the dissolution of this Academy, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Academy shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Such distribution shall be made in accordance with all applicable provisions of law. Such distributions shall be made to organization(s) that will continue the mission of the Academy.

Article 9 - Conflict of Interest Policy

Section 1 - Purpose

The purpose of this conflict of interest policy is to protect this tax-exempt Academy's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Academy. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 - Definitions

(a) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the Academy has a transaction or arrangement,
- (2) a compensation arrangement with the Academy or with any entity or individual with which the Academy has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Academy is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors whose value exceeds \$50.00. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

Section 3 – Procedures

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose existence of the financial interest and be given the opportunity to disclose all material facts to Directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while determination of a conflict of interest is discussed and voted upon. Remaining board or committee members shall decide if a conflict of interest exists. A simple majority vote is required.

(c) Procedures for Addressing Conflict of Interest.

An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(d) Violations of the Conflicts of Interest Policy.

If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by circumstances, the Board of Directors or committee determines the member has failed to disclose an actual

or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to, and including removal of the individual from the Board of Directors or committee.

Section 4 - Records of Proceedings

The minutes of meetings of the Board of Directors and all committees with board delegated powers shall contain:

- (a) The name(s) of the person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 - Compensation

When approving compensation for employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board of Directors or a duly constituted compensation committee of the Board of Directors shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the Board of Directors or compensation committee prior to the first payment of compensation.
- (b) all members of the Board of Directors or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement.
- (c) the Board of Directors or Compensation Committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - (1) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
 - (2) the availability of similar services in the geographic area of this organization
 - (3) current compensation surveys compiled by independent firms
 - (4) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.
- (d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board of Directors or compensation committee that approved the compensation. Such documentation shall include:
 - (1) the terms of the compensation arrangement and the date it was approved
 - (2) the members of the Board of Directors or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member

- (3) the comparability data obtained and relied upon and how the data was obtained.
- (4) If the Board of Directors or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board of Directors or committee shall record in the minutes of the meeting the basis for its determination.
- (5) The Board of Directors or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board of Directors or committee meeting.
- (6) Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
- (7) The minutes of the Board of Directors or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board of Directors or committee meeting or 60 days after the final actions of the Board of Directors or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board of Directors and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board of Directors or committee meeting following final action on the arrangement by the Board of Directors or committee.

Section 6 - Annual Conflict of Interest Statements

Each Director, officer, and member of a committee with Board of Directors delegated powers shall annually sign a statement that affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy,
- (d) has freely signed the conflict of interest policy, and
- (e) understands the Academy in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

Section 7 - Periodic Reviews

To ensure the Academy operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status shall conduct a review every three (3) years. The periodic review shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Academy's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8 - Use of Outside Experts

When conducting periodic reviews as provided for in Section 7, the Academy may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Article 10 – Code of Conduct

The American Academy of Sanitarians (or the “Academy”) is a not-for-profit association dedicated to the enhancement of the environmental health professional. The Academy traditionally demanded and received the highest ethical performance from its Officers and Directors. In an effort to maintain the high standard of conduct expected and deserved by the membership, the environmental health profession, and the public that we serve, and to enable the association to continue to offer quality programs and services, the Academy operates under the following Code of Conduct, applicable to all Officers and Directors.

No Officer or Director shall:

- (1) Authorize use of or use for the benefit or advantage of any person, the name, emblem, endorsement, services, or property of the Academy, except in conformance with Academy policies, activities, or conduct of Academy business.
- (2) Accept or seek, on behalf of himself or herself, or any other person, any financial advantage or gain for any work that is carried out in the course of normal Academy business or for related meetings and events.
- (3) Publicly utilize any Academy affiliation in connection with the promotion of partisan politics, religious matters, or positions on any issue not in conformity with the official position or policies of the Academy.
- (4) Disclose any confidential Academy information that is available solely as a result of the Officer’s or Director’s affiliation with the Academy to any person not authorized by the Academy Board of Directors the Academy Executive Committee to receive such information, or use to the disadvantage of the Academy any such confidential information, without the expressed authorization of the Board of Directors of the Academy.
- (5) Knowingly take any action or make any statement (written or oral) intended to influence the conduct of the Academy in such a way as to confer any financial benefit on any person, corporation, or entity in which the individual has an interest or affiliation.
- (6) Operate or act in any manner that is contrary to the best interest of the Academy, or where conduct or actions may negatively affect the good name or reputation of the Academy.
- (7) In the event that the Officer’s or Director’s obligation to operate in the best interest of the Academy conflicts with the interest of any organization in which the individual has a financial interest or an affiliation, the individual shall disclose such conflict to the Academy upon becoming aware of it, shall absent himself or herself from the room during deliberations on the matter, and shall refrain from participating in any decision or voting in connection with the matter.

All Board Officers will acknowledge their obligations for upholding the Code of Conduct, declaring any conflict of interest, as well as their fiduciary responsibility by signing three forms:

- (1) Code of Conduct Form
- (2) Conflict of Interest Form
- (3) Financial Responsibility Form

Signed documents shall be kept on file, in either hard copy or electronic version, in the Academy office. Board Officers sign each document once upon becoming a Board Officer.

Directors that leave the Board for any reason will be required to again sign these three documents if they return as a Board Director.

Article 11 - Amendment of Bylaws

Section 1 - Amendment

Except as may otherwise be specified under provisions of law, these Bylaws or the Constitution, any of them, may be altered, amended or repealed and new Bylaws adopted by a $\frac{3}{4}$ majority vote of the Board of Directors and a $\frac{2}{3}$ affirmative vote of the Diplomates in attendance at the Annual Meeting. Voting may be by ballot if so requested by any Board member.

Article 12 - Construction and Terms

- (a) If there is a conflict between provisions of these Bylaws and the Constitution of this Academy, provisions of the Constitution shall govern.
- (b) If any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- (c) All references in these Bylaws to the Constitution shall be to the Constitution or any other founding document used to establish the legal existence of this Academy.
- (d) All references in these Bylaws to a section or section of the Internal Revenue Code shall be to such sections of the Internal Revenue Code as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

I, the undersigned, certify that I am the presently elected and acting as Chair of American Academy of Sanitarians, Inc., and the above bylaws, consisting of 17 pages, were adopted at a meeting of the Board of Directors held on the 30th day of June 2022.

Brian K. Collins

Brian K. Collins

6/30/2022

Date

NOTE:

Revised 6/30/2022

Revised 6/29/1998