

# BYLAWS OF THE INSTITUTE OF HAZARDOUS MATERIALS MANAGEMENT

## ARTICLE I NAME

Section 1: **Name.** The name of the corporation is the Institute of Hazardous Materials Management (“the Institute”).

Section 2: **Abbreviation.** The official abbreviation of the Institute’s name shall be “IHMM.”

## ARTICLE II PURPOSE

Section 1: The purpose of IHMM is to develop and promote professional standards for certification and to administer credible certification programs for individuals who practice in disciplines involving the general management of hazardous materials and related areas. This principal purpose includes:

- A. Establishing the minimum academic and experience requirements necessary to qualify for certification as a Certified Hazardous Materials Manager, Certified Hazardous Materials Practitioner, or other such designations as may be established or adopted by the Board of Directors;
- B. Reviewing and verifying the qualifications of applicants for eligibility to sit for the certification examinations;
- C. Developing and maintaining reliable, valid, and current certification examinations;
- D. Granting certificates to qualified candidates, maintaining certificant records, and publishing a directory of the holders of valid certificates;
- E. Establishing requirements for the periodic renewal of certification and determining compliance with those requirements;
- F. Ascertaining that certificants meet ethical standards in their practice in the field of hazardous materials management;
- G. Representing its certificants, where appropriate, in matters of common interest; and
- H. Promoting the benefits of certification to employers, public officials, practitioners in related fields, and the public.

Section 2: IHMM may pursue any other lawful purposes as may be approved by the Board of Directors, so long as they are in accord with Section 501(c)(6) of the Internal Revenue Code as it may be amended, and are in compliance with the requirements of the District of Columbia Nonprofit Corporation Law; provided, however, that no part of the net earnings of IHMM shall inure to the benefit of any Officer or Director of IHMM.

## ARTICLE III DEFINITIONS

**Ad hoc committee:** A committee which is created for a specific purpose and which ceases to exist when that purpose is accomplished. *Ad hoc* committees are not limited to Board members.

**Agreement of Confidentiality** (sometimes known as a Non-Disclosure Agreement, or NDA): A document which must be signed by staff of IHMM and by volunteers whose service to IHMM gives or may give them access to confidential or sensitive information.

**Annual Meeting** is defined in Article IX, Section 1.

**Assistant Executive Director:** The paid staff person hired by the Executive Director to be second in command in the Executive Office.

**Board Committee:** A committee composed wholly of members of the Board (Officers and/or Directors).

**Candidate:** A person who has applied for a credential issued by IHMM and is in the process of meeting the requirements for certification.

**Certificant:** A person who has successfully completed the certification process administered by IHMM and has been issued a numbered and dated credential certificate. Such certifiants shall retain their status so long as they maintain their certification in accordance with the requirements for certification and recertification as set by IHMM.

**Certificate:** A numbered and dated document issued by IHMM to an individual indicating that the named individual (the *certificant*) has met the requirements for the designation named therein. Possession of a certificate does not necessarily verify that the holder is currently certified and in good standing. Certificates remain valid only for as long as the holder remains in compliance with IHMM certification and recertification requirements.

**Certification:** The act of issuing a numbered and dated certificate to a candidate who has fulfilled all the requirements for a credential. Also used as the generic term for a credential.

**Code of Ethics:** A document which must be signed by a candidate for an IHMM certification, pledging to abide by IHMM's standards of ethical conduct.

**Credential (or Certification):** The designation awarded by IHMM to recognize that an individual has achieved at least the minimum standards required. (Among the credentials that may be awarded by IHMM are the Certified Hazardous Materials Manager—CHMM, and the Certified Hazardous Materials Practitioner—CHMP.)

**Director:** An elected member of the Board of Directors. (When used generically, "Directors" includes Officers).

**Ex officio:** A person who has all the rights of other Board or committee members, except that he or she cannot vote.

**Executive Director:** The non-elected, paid person hired by the Board of Directors to serve as the Chief Executive Officer of IHMM.

**Executive Office:** The location at which the IHMM staff works and IHMM certification and other records are maintained.

**Good Standing** is defined in Article VIII, Section 1.A (4).

**Officer:** The Chair, Vice Chair, Secretary or Treasurer of the IHMM Board of Directors.

**Publish:** To make publicly available, either in written or electronic form.

**Stakeholders:** Individuals from organizations or interest groups that have a strong interest in and knowledge of IHMM's work and policies.

**Standing Committee:** A committee created in these Bylaws or by the Board of Directors as a permanent committee to implement the policies and objectives of the Board. Unlike Board Committees, Directors generally do not serve on Standing Committees.

**Volunteer Code of Conduct:** A document that outlines the responsibilities and expectations of persons who volunteer their service to IHMM.

## **ARTICLE IV ORGANIZATION**

**Section 1: Incorporation.** The Institute of Hazardous Materials Management is incorporated under the provisions of the District of Columbia Non-Profit Corporation Act and under the provisions of §501(c)(6) of the Internal Revenue Code.

**Section 2: Governance.** IHMM is a non-membership organization governed by a Board of Directors (hereinafter referred to as "the Board").

**Section 3: Executive Office.** IHMM shall maintain an Executive Office under the direction of an Executive Director to administer the day-to-day administrative and financial operations of IHMM.

- A. The Executive Director (ED) shall be hired by the Board to serve as the Chief Executive Officer of IHMM.
- B. The ED shall be responsible for all staffing decisions in the Executive Office (EO).
- C. Through the EO, the ED shall implement all policies enacted by the Board.
- D. The ED shall work with the Finance Committee to develop annual budgets, and shall operate the affairs of IHMM within the budgets approved by the Board.
- E. The EO shall provide support, as needed, to the Board, its Officers and Directors.
- F. The EO shall maintain liaison with, and provide support to, all standing and *ad hoc* committees.
- G. The ED shall have authority to sign all official instruments and documents which do not specifically require the signature of the Board Chair, Secretary, or Treasurer.
- H. The ED shall perform other duties as delineated in the position description and as assigned by the Board.

## **ARTICLE V DIRECTORS AND OFFICERS**

### **Section 1: Board of Directors**

- A. The Board of Directors shall consist of seven (7) Directors who hold the CHMM credential, one (1) Director representing each additional IHMM credential, and one (1) non-IHMM-certified Public Member Director. The Officers described in Section 4 herein shall be selected from among the Board of Directors.
- B. It is the intent of these Bylaws to achieve a balance of representation on the Board among the various disciplines and sectors covered by IHMM's credentialing programs.
- C. The Executive Director and Assistant Executive Director of IHMM shall serve as *ex officio* members of the Board.

### **Section 2: Terms of Office**

- A. The Directors shall serve staggered four-year terms in accordance with the latest approved policies and procedures.
- B. The maximum number of consecutive terms any Director may serve on the Board shall be limited to two (2).
- C. A Director who has previously served two consecutive terms on the Board shall become eligible to run again after one full term (4 years) off the Board.
- D. At the conclusion of his or her term as Chair, if that individual's term as a Director has expired, he or she may remain on the Board *ex officio* as the Immediate Past Chair for a term of one year.

**Section 3: Honorarium.** Each voting member of the Board of Directors shall be offered an annual honorarium, in an amount to be determined by the Board.

### **Section 4: Officers**

- A. The Officers of the Board shall be a Chair, a Vice Chair, a Secretary, and a Treasurer.
- B. All Officers of the Board of Directors must hold an IHMM credential.
- C. All Officers of the Board of Directors shall serve terms of two (2) years.
- D. The maximum number of consecutive terms any Director may serve in the same office shall be limited to two (2).
- E. A candidate must have served at least two (2) years as a Director in order to be eligible for an Officer position.
- F. No Director who is in the final year of his or her second consecutive term of service on the Board shall be eligible for election to a two-year term as an Officer.
- G. The offices of Secretary and Treasurer may be combined and held by the same person.

## **ARTICLE VI DUTIES AND RESPONSIBILITIES**

**Section 1: Board.** The Board shall be responsible for the governance of IHMM, including establishing overall direction of IHMM, appointment of the Executive Director, policy-making, and financial management.

- A. In executing its responsibility to govern IHMM, the Board shall, individually and collectively, act in good faith in all matters to assure the ongoing administration of credible credentialing programs.
- B. The Board has ultimate authority and responsibility for all policies related to granting, maintaining, suspending, withdrawing, and changing the scope of certification.
- C. Directors shall understand and accept their fiduciary responsibility to IHMM, the Board of Directors itself, certificants and the consumer public. In accepting their responsibility in governing a credentialing organization, Directors shall understand that their fiduciary responsibility extends beyond protecting the assets entrusted to them. Fiduciary responsibility includes safeguarding the public's trust through the administration of a credible credential, by protecting the intellectual property and reputation of the organization, and in exercising due diligence to uphold the integrity of the certification program. This understanding is reflected in each member's performing his or her duties in a manner that is trustworthy, reflective of good stewardship, and respectful of the organization in prosecuting its mission.
- D. Each member of the Board shall execute his or her responsibility in conformance with these Bylaws, established IHMM policies and procedures, the Code of Ethics, and the Volunteer Code of Conduct.

### **Section 2: Officers**

- A. The Chair shall serve as IHMM's Chief Elected Officer.
- B. The Vice Chair shall act in the absence of the Chair.
- C. The Secretary shall be responsible for recording minutes of meetings and for the compilation and issuance of Board reports.
- D. The Treasurer shall chair the Finance Committee.

## **ARTICLE VII COMMITTEES**

**Section 1. Board Committees.** The Executive and Finance Committees shall be permanent committees of the Board. The Board may organize itself into additional committees as it deems appropriate.

### **A. Executive Committee**

- (1) The Executive Committee shall consist of the current Officers of the Board. The Executive Director and Assistant Executive Director shall be *ex-officio* members.
- (2) Meetings of the Executive Committee shall be conducted by the Chair, and he or she shall have a vote.
- (3) The Executive Committee shall function on behalf of the Board, in accordance with existing approved policies and procedures, between regular meetings as needed; set the agenda for Board meetings; be responsible for overseeing implementation of the IHMM

strategic plan; and perform other duties as assigned by the Board.

- (4) The Secretary shall record minutes of Executive Committee sessions, and shall disseminate minutes and any Executive Committee reports to the entire Board promptly after any such meetings are held or such reports are issued.

#### **B. Finance Committee**

- (1) The Finance Committee shall be chaired by the Treasurer, who shall have a vote.
- (2) There shall be at least two additional members of the Committee elected to two-year terms by the Board. These members shall not be Officers of the Board.
- (3) The Finance Committee shall be responsible for oversight of IHMM's financial assets and resources. Its duties shall include:
  - a. Long-range financial planning;
  - b. Developing budgets in consultation with the Executive Director;
  - c. Ensuring that reports of receipts, disbursements, assets and liabilities are prepared, at least on a semi-annual basis, and made available to the Board of Directors, and to other interested parties on a need-to-know basis; and
  - d. Ensuring that an annual financial audit is conducted by a Certified Public Accountant in accordance with approved professional practices.
- (4) The Finance Committee shall follow the latest approved policies and procedures.

**Section 2: Standing Committees.** The Board shall establish and maintain standing committees to implement its objectives. Unless specifically provided otherwise, Chairpersons of standing committees shall be appointed by the Board Chair, upon approval by a majority of the Board; committee members shall be appointed by committee chairs; and no one who is currently serving as a Director may serve on a standing committee. Standing committees shall include:

#### **A. Nominating Committee**

The responsibility of the Nominating Committee shall be to assure proper conduct of the nominating and election process for IHMM Directors.

- (1) At the beginning of each calendar year in which an election is scheduled, the Nominating Committee shall convene to solicit nominees to run for election by issuing a "Call for Candidates." It shall set a timeline for nominations and elections, review candidate information, establish a slate of candidates, and oversee the election process in accordance with the latest approved policies and procedures.
- (2) The Chair of the Nominating Committee shall be selected by majority vote of the Board of Directors for a non-renewable term of three (3) years, and shall have a vote in all committee decisions. He or she must meet the following requirements:
  - a. Must have been certified by IHMM for at least three (3) years;
  - b. Must be a certificant in good standing;
  - c. Must not currently be serving as a Director on the IHMM Board or on any other standing committee of the Board;
  - d. Must meet other criteria as may be established in the latest approved policies and procedures.
- (3) In addition to the Chair, the Nominating Committee shall have two additional members who shall serve two-year terms, renewable once. The Chair shall select the members from among those answering an open call for volunteers who meet the following requirements:

- a. Must be certified by IHMM and in good standing;
  - b. Must not currently be serving as a Director on the IHMM Board or on any other standing committee of the Board;
  - c. Must meet other criteria as may be established in the latest approved policies and procedure.
- (4) The immediate past-Chair of the Board shall be invited to serve as an *ex officio* member of the Committee.

#### **B. Examination Committees**

For each credential issued by IHMM, there shall be an Examination Committee, consisting of subject matter experts whose responsibility shall be to develop and maintain valid, legally defensible, and credible certification examinations in accordance with the latest approved policies and procedures; such policies and procedures shall be based upon professionally recognized psychometric principles and on the standards of the accreditation body(ies) by which IHMM is accredited or recognized.

- (1) Each Examination Committee shall consist of at least five (5) members, with the intention that each committee should be representative of the credential it supports. Except as provided in paragraph (6) of this section, the Chair and all members shall hold an IHMM credential, and shall be in good standing.
- (2) The Chairs of the Examination Committees shall be selected by majority vote of the Board of Directors for an unrestricted number of renewable two-year terms.
- (3) Chairs of the Examination Committees shall appoint members, call meetings as necessary, and coordinate committee activities with the Executive Office.
- (4) An individual shall not be eligible for nomination to an Examination Committee if he or she is involved in activities that train or prepare candidates for any IHMM examination(s), unless he or she is willing to cease such activities for the duration of service on the Committee and for a suitable period thereafter (in accordance with the latest approved IHMM policies and procedures).
- (5) Members of the Examination Committees shall serve an unrestricted number of renewable two-year terms.
- (6) Examination Committee Chairs may appoint non-IHMM-certified subject matter or testing experts to the Committees, but they shall comprise no more than twenty percent (20%) of each committee's members.
- (7) In addition to agreeing to adhere to the appropriate IHMM Code of Ethics and the IHMM Volunteer Code of Conduct, all members of Examination Committees shall execute an Agreement of Confidentiality at the beginning of each term. Any advisor(s) who serve the committee on an as-needed basis shall also be required to execute an Agreement of Confidentiality.

#### **C. Recertification Committees**

For each credential issued by IHMM, there shall be a Recertification Committee, whose responsibilities shall be to recommend and maintain standards for recertification, to evaluate activities that may be claimed for recertification, and to hear appeals of recertification decisions, in accordance with the latest approved policies and procedures. Such policies and procedures shall be in conformance with the standards of the accreditation bodies by which IHMM is accredited or recognized.

- (1) Each Recertification Committee shall consist of an odd number of members, with a minimum of three (3), including the Chair. All members shall have a vote, including the Chair.
- (2) Each Recertification Committee Chair shall appoint a sufficient even number of additional members to the Committee to accomplish its workload.
- (3) Committee members shall hold the IHMM credential for which they are making recommendations, and must be in good standing. With the exception of representatives of new credentials, Committee members must have been certified long enough to have successfully completed at least one (1) recertification cycle themselves.
- (4) The Chair and the members shall serve an unrestricted number of renewable two-year terms.
- (5) In addition to agreeing to adhere to the appropriate IHMM Code of Ethics and the IHMM Volunteer Code of Conduct, all members of Recertification Committees shall execute an Agreement of Confidentiality at the beginning of each term.

#### **D. Professional Standards Committee**

There shall be a Professional Standards Committee, whose responsibility shall be to monitor and administer compliance with the IHMM Codes of Ethics, and to receive and investigate charges of ethical violations or related issues in accordance with the latest approved policies and procedures.

- (1) The Professional Standards Committee shall consist of a minimum of three (3) members, including the Chair, all of whom must have been certified by IHMM for at least three (3) years, and be in good standing.
- (2) The Board Chair, upon approval by a majority of the Board, shall appoint all the members of the Professional Standards Committee, including the Chairperson, who shall have a vote.
- (3) The Chair of the Professional Standards Committee shall have the authority to appoint advisors, on an as-needed basis, who possess the necessary expertise to assure the conduct of a fair and thorough investigation of any complaint. Such experts need not be certified by IHMM.
- (4) Members of the Professional Standards Committee shall serve an unrestricted number of renewable two-year terms.
- (5) In addition to agreeing to adhere to the appropriate IHMM Code of Ethics and the IHMM Volunteer Code of Conduct, all members of Professional Standards Committees shall execute an Agreement of Confidentiality at the beginning of each term. Any advisor(s) who serve the committee on an as-needed basis shall also be required to execute an Agreement of Confidentiality.

**Section 3: Additional Committees.** The Board may at its discretion establish additional standing or *ad hoc* committees of IHMM.

**Section 4: Removal from Service.** Any committee member may be removed from service at any time, with or without cause, by a majority vote of the Board.

## ARTICLE VIII NOMINATIONS AND ELECTIONS

### Section 1: Candidate Eligibility

- A. Except as noted in part B of this section, to be eligible for any of the Director positions (except the Public Member), candidates must:
  - (1) have been certified by IHMM for at least three (3) years;
  - (2) complete a statement of interest to serve;
  - (3) meet all published deadlines; and
  - (4) be in good standing. To be in good standing, a certificant must:
    - a. Be current in certification status. (The individual must have met all previous requirements for certification and not be overdue for recertification.)
    - b. Have a signed Code of Ethics on file with IHMM Executive Office.
    - c. Not be under investigation for any suspected violations of his or her Code of Ethics.
    - d. Be current in payment of certification maintenance fees. (The individual must be paid up for the current year, with no previous year amounts due.)
- B. Candidates for the Board representing a new credential shall be eligible at the next election cycle following the first certification granted in that credential
- C. An individual shall not be eligible for nomination to the Board if he or she is currently serving as an officer or board member of any other certification organization or of any national or international environmental, health, safety, transportation, and/or homeland security membership organization.
- D. An individual shall not be eligible for nomination to the Board if he or she is involved in activities that train or prepare candidates for any IHMM examination(s), unless he or she is willing to cease such activities for the duration of service on the Board and for a suitable period thereafter (in accordance with the latest approved IHMM policies and procedures).
- E. Candidates for the Public Member Director position shall be selected from among the corporate, academic, legal or regulatory community served by IHMM's Constituency.
- F. All candidates must meet any additional requirements for nomination that may be established in IHMM policies and procedures.

### Section 2: Nomination and Election of Directors

- A. **Solicitation of Candidates.** At the beginning of each calendar year in which an election is to be held, the Nominating Committee shall issue a "Call for Candidates," which shall include, at a minimum, the following information:
  - (1) A description of the duties and responsibilities of the Board of Directors as a whole and of each open Director position;
  - (2) The term of service;
  - (3) Meeting attendance requirements;
  - (4) Requirements for executing fiduciary responsibilities;
  - (5) Requirements for avoiding conflicts of interest;
  - (6) Requirements to uphold the policies and procedures of IHMM; and
  - (7) Deadlines for the nominations and election process.

- B. **Receipt of Nominations.** The Nominating Committee may receive nominations from any certificant in good standing, including self-nomination, or from any other stakeholder.
- C. **Nomination Procedures.** The Nominating Committee shall follow the latest approved policies and procedures for reviewing and evaluating nominations.
- D. **Elections for IHMM Board of Director Positions**
  - (1) The Nominating Committee shall assure that elections for the IHMM Board follow the latest approved policies and procedures.
  - (2) All certificants in good standing may vote for all open Director positions.
  - (3) The newly elected members of the Board shall be announced at the Annual Meeting, and shall assume office on January 1 of the coming year.

**Section 3: Election of Officers.** Officer positions shall be filled from among the Directors by a majority vote of the Board at the first meeting of the Board following the Annual Meeting, for those officer positions whose terms have expired, subject to the requirements and limitations of Article V, Section 4, above.

**Section 4: Vacancies**

- A. Resignations of Directors and Officers shall be given in writing and shall be acted upon at the next Board meeting.
- B. A vacancy in the office of Chair shall be filled by the Vice Chair.
- C. A vacancy in the office of Vice Chair, Secretary, or Treasurer shall be filled from among the Directors by a majority vote of the Board, subject to the requirements and limitations of Article V, Section 4, above.
- D. A vacancy in a Director position may be filled by a majority vote of the Board, based upon recommendations from the Nominations Committee.
- E. All persons selected to fill vacancies, whether Officers or Directors, shall serve until the next regularly scheduled election for that position.
- F. In the event the person selected to fill a vacancy is subsequently elected to a full term, if the time spent filling that vacancy was twenty-four (24) months or less, that time shall not count toward the term limits described in Article V, Section 2 above.

**Section 5: Removal from Office.** Directors and Officers may be removed from office at any time, with or without cause, upon a two-thirds (2/3) vote of all the Directors then serving, at a meeting called expressly for that purpose.

## **ARTICLE IX MEETINGS**

**Section 1: Annual Meeting.** The Annual Meeting of the Board shall be held during the fourth quarter of each year.

**Section 2: Additional Meetings.** In addition to the Annual Meeting, the Board shall convene at the request of either (1) the Chair, or (2) a majority of the Directors, upon notice to the Chair.

**Section 3: Notice of Meetings.** All members of the Board shall be given written or electronic notice of meetings at least five (5) business days in advance. Written or electronic notice must be given at least thirty (30) days in advance for all Annual Meetings, meetings at which elections are to be held, and for any meeting at which amendments to these Bylaws are to be voted upon.

**Section 4: Quorum.** Two-thirds of the Board membership shall constitute a quorum.

**Section 5: Official Business.** Board business, including meetings, may be conducted in person or by means of telephone conference or similar communications equipment, provided all persons participating in such a meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting. However, any action required to be taken by the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

**Section 6: Votes Required.** Action on items of business shall be determined by a majority vote unless otherwise specified in these Bylaws.

**Section 7: Procedural Rules.** The Board will follow parliamentary procedure as outlined in "Robert's Rules of Order" in order to assure conduct of IHMM business in a fair and credible manner. In the case of conflict between "Robert's Rules" and these Bylaws or applicable state law, the Bylaws or state law shall take precedence.

## **ARTICLE X SEALS AND SYMBOLS**

**Section 1: Corporate Seal.** The corporate seal of the Institute of Hazardous Materials Management shall be maintained in the Executive Office and shall be affixed to all official corporate documents.

**Section 2: Logo.** The logo of the Institute of Hazardous Materials Management shall be used only in accordance with usage guidelines developed by IHMM.

**Section 3: Credential Materials.** The names, acronyms, and logos (if any) of the credentials issued by IHMM shall be registered as trademarks of the Institute of Hazardous Materials Management. They shall be used only by persons to whom they are issued and only for as long as authorized. Certificates remain the property of IHMM and may be revoked upon non-compliance with stated certification and recertification requirements.

## **ARTICLE XI NON-DISCRIMINATION**

IHMM shall not discriminate unfairly against any candidate, prospective candidate, employee, prospective employee, or other person because of race, color, gender, age, religion, national origin, or any other basis prohibited by law.

## **ARTICLE XII AMENDMENTS**

Amendments to IHMM Bylaws shall require a two-thirds (2/3) majority vote of all Directors then serving. Proposed amendments shall be distributed to all Directors in writing along with the notice of the meeting at which they are to be considered.

*Adopted March 31, 2008*

*Amendments adopted May 14, 2008:*

*Article V, §1.A: Number of Directors*

*Article VIII, §4: Vacancies*

*Article IX, §5: Meetings*

*Article on Liquidation—moved to Articles of Incorporation*

*Article on Indemnification—moved to Articles of Incorporation*

*Amendments adopted August 14, 2009:*

*Article VII, §2.C: Recertification Committees*