

**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, hereinafter referred to as “the Institute”.

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

**ARTICLE II
PURPOSE**

Section 1: Purpose. The purpose of IHMM is to develop and promote professional standards for certification and to administer credible certification programs for individuals who practice in the disciplines of Health, Safety, the Environment, and Dangerous Goods.

Section 2: Additional Pursuits. 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.

**ARTICLE III
DEFINITIONS**

Section 1: Definitions. For the purposes of these Bylaws, the terms listed below are defined as follows:

- A. **Candidate:** A person who has applied for a credential issued by IHMM and is in the process of meeting the requirements for certification.
- B. **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.
- C. **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.
- D. **Certification:** The act of issuing a numbered and dated certificate to a candidate who has fulfilled all the requirements for a credential.
- E. **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.
- F. **Credential:** The designation awarded by IHMM to recognize that an individual has achieved at least the minimum standards required.

ARTICLE IV ORGANIZATION

Section 1: Incorporation. The IHMM 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, hired by the Board.

ARTICLE V BOARD OF DIRECTORS

Section 1: The Board.

- A. The Board of Directors shall have no fewer than eight (8) members. One (1) Director for each of the accredited IHMM credentials, one (1) non-IHMM certified Public Member Director, and the remaining At-Large Directors shall hold any accredited IHMM credential. The Officers described in Section 3 herein shall be selected from among the Board of Directors.
- B. The Board shall review its composition at the Annual Meeting and inform the Nominating Committee of representative needs for the next election cycle. 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. An individual serving on the Board shall not serve as an officer or board member of any other certification organization or any environmental, health, safety, transportation, and/or homeland security membership organization.
- D. Each voting member of the Board shall be offered an annual honorarium in an amount determined by the Board. The IHMM may provide for insurance coverages and reasonable travel expenses.

Section 2: Terms of Office

- A. The Directors should serve staggered four-year terms in accordance with the latest approved policies and procedures.
- B. Directors shall serve no more than two (2) consecutive four-year terms on the Board.
- C. The immediate Past-Chair may remain on the Board, *ex officio*, for a term of one year if their second term of office has expired while serving as Chair.
- D. 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.

Section 3: Officers

- A. The Officers of the Board shall be Chair, Vice Chair, Secretary, and Treasurer.

- B. Officer positions shall be filled from among the Directors by a majority vote of the Board at the Annual Meeting.
- C. The Chair and Vice Chair of the Board must hold an IHMM credential. The public member of the Board may hold offices of treasurer and secretary.
- D. All Board officer positions may be two (2) year terms.
- E. A Director may serve two (2) consecutive terms in the same office.
- F. A Director must have served at least one (1) year on the Board in order to serve as an Officer.
- G. A Director elected as an officer in the final year of their four-year term does not extend their term of service on the Board. If necessary, to fill an officer vacancy, the Board may appoint a director to a one-year term.
- H. The offices of Secretary and Treasurer may be combined and held by the same person.

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.
- 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.

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 VI DUTIES AND RESPONSIBILITIES

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

- A. 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, certificants, and the consumer public.
- D. Directors shall understand that they may be called upon to serve as an Officer of the Board.
- E. Each member of the Board shall execute their responsibility in conformance with these Bylaws, the Code of Ethics, the Volunteer Code of Conduct, Conflict of Interest, the non-discrimination policy, and all other established IHMM policies and procedures as embodied in the IHMM Management Systems Manual.
- F. Board members who participate in activities that train or prepare candidates for any IHMM examination(s) shall disclose that as a Board member they have no access to or involvement with any IHMM scheme committee, its activities, its examinations, or examination questions.

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.
- (2) Meetings of the Executive Committee shall be conducted by the Chair, who 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 the 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
- (4) The Finance Committee shall follow the latest approved policies and procedures as embodied in the Finance Policies and Procedures Manual.

Section 2: Standing Committees. The Board may establish and maintain standing committees. 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. Committee members shall execute their duties in conformance with these Bylaws, the Code of Ethics, the Volunteer Code of Conduct, the non-discrimination policy, and all other established IHMM policies and procedures as embodied in the IHMM Management Systems Manual. Standing committees shall include:

- A. **Nominating Committee.** There shall be a Nominating Committee, whose responsibility shall be to assure proper conduct of the nominating and election process for IHMM Directors. The Chair shall serve a nonrenewable term of two years. Members shall serve two-year terms, renewable once.

- B. **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. The Chair shall serve a renewable term of two years. Members shall serve a renewable term of two years.

- C. **Fellows Nominating Committee.** There shall be a Fellows Nominating Committee, whose responsibility shall be to establish procedures for the selection of Fellows of the IHMM; to enhance the visibility of the IHMM credential and the Fellows designation, and to more fully utilize the talent pool that resides within the Fellow recipients. The Chair shall serve a renewable term of two years. Members shall serve a renewable term of two years.

- D. **Certification Committees.** There shall be a Certification Committee for each accredited credential owned and maintained by the IHMM. Certification Committees shall function as independent, impartial, and final decision-making bodies, consisting of subject matter experts, whose responsibilities shall be:
 - (1) Develop and maintain valid, legally defensible, and credible certification examinations in accordance with the latest approved policies and procedures as embodied in the IHMM Management Systems Manual.
 - (2) Recommend and maintain standards for recertification, to evaluate activities that may be claimed for recertification.

Where applicable, 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. The Chair of each committee shall serve a renewable term of two years. Members shall serve a renewable term of two years. A comprehensive list of Certification Committees shall be maintained in the IHMM Management Systems Manual.

Section 3: Additional Committees. The Board may at its discretion establish additional *ad hoc* or standing committees of the IHMM. Individuals currently serving as a Director may serve on an *ad hoc* committee, but not on standing committees.

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 MEETINGS

Section 1: Regular Meeting. Regular Meetings of the Board may be held at such time and place as deemed necessary by the Chair.

Section 2: Annual Meeting. The Annual Meeting of the Board shall be held during the fourth quarter of each year.

Section 3: Special Meetings. Special meetings of the Board shall be convened upon the call of the Chair or a quorum of Directors, at such time and place as deemed necessary.

Section 4: 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 Annual Meetings and for any meeting at which amendments to these Bylaws are to be voted upon.

Section 5: Quorum. A quorum of the Board shall exist when a majority of its Directors are present, one of which must be the Chair or the Vice Chair. A majority vote of the Board, a quorum being present and voting, shall be decisive, except for actions to be taken with regard to:

- A. Article V, Section 5 - removal from office.
- B. Article VIII, Section 6 - consent in writing.
- C. Article XI, Amendments to Bylaws.

Section 6: Official Business. Board business, including meetings, may be conducted in person or by electronic means, 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. Any action required to be taken by the Board 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 7: Procedural Rules. The Board will follow parliamentary procedure as outlined in "Robert's Rules of Order" in order to assure the conduct of IHMM business in a fair and credible manner. In the case of conflict between "Robert's Rules" and these Bylaws or applicable law, the Bylaws or law shall take precedence.

ARTICLE IX SEALS AND SYMBOLS

Section 1: Corporate Seal. The corporate seal of the IHMM shall be maintained in the Executive Office and shall be affixed to all official corporate documents.

Section 2: Logo. The logo of the IHMM shall be used only in accordance with the IHMM Intellectual Property Policy.

Section 3: Credential Materials. The names, acronyms, and logos (if any) of the credentials issued by IHMM shall be registered as trademarks of the IHMM. 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 noncompliance with stated certification and recertification requirements.

ARTICLE X DISSOLUTION OF CORPORATION

Section 1: Dissolution of the Corporation. Upon dissolution of the Corporation, the Board shall disburse any assets remaining after all indebtedness has been paid to an organization(s) or governmental unit(s) serving exempt purposes as determined by the Board and any applicable law. They shall take into consideration any restrictions imposed by the District of Columbia Nonprofit Corporation Law and the Internal Revenue Code of 1986, as amended, and the regulations issued thereunder. In no event shall any part of the Corporation's net earnings inure to the benefit of any private shareholder or individual.

**ARTICLE XI
AMENDMENTS**

Section 1: **Bylaws 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.