

**NON-PROFIT BYLAWS  
OF  
“HAZARDOUS MATERIALS SOCIETY”**



**PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Nonprofit Corporation Act of 2010 of the District of Columbia at Title 29, Chapter 4 and the Articles of Incorporation for the Association of HAZARDOUS MATERIALS SOCIETY dated May 6, 2019. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Nonprofit Corporation Act of 2010, said Act shall be the controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation, the Articles shall be controlling.

**ARTICLE 1 – NAME**

The legal name of the nonprofit corporation is the HAZARDOUS MATERIALS SOCIETY.

**ARTICLE 2 – PURPOSE**

The primary purpose of the HAZARDOUS MATERIALS SOCIETY as established by the Articles of Incorporation executed on May 6, 2019 and filed with the District of Columbia on May 16, 2019 is as follows:

The Association is established to provide excellence in education, training, advocacy, information services, meetings, and networking in the fields of hazardous materials management, health and safety for the purposes of raising the level of performance and professionalism among those individuals whose services to their communities create a safer and more sustainable environment.

The vision and mission of the HAZARDOUS MATERIALS SOCIETY are as follows:

*Vision:* To grow a world-class community of environmental, health, transportation and safety professionals and their communities of practice.

*Mission:* To educate, develop, inform, and bind together the hazardous materials, dangerous goods, environmental, health and safety professionals’ communities of practice to advance the health and safety of people and our environment.

The HAZARDOUS MATERIALS SOCIETY is exempt from federal income tax under Internal Revenue Code (“Code”) Section 501(c)(3) and is classified as a private foundation as defined by Section

509(a) based on July 11, 2019 determination letter from the Internal Revenue Service. With this status, the HAZARDOUS MATERIALS SOCIETY may engage in no direct or grassroots lobbying of federal, state and local government of any type.

In addition, the HAZARDOUS MATERIALS SOCIETY has been formed to perform all things incidental to, or appropriate in, the foregoing primary purpose. However, the HAZARDOUS MATERIALS SOCIETY shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary purpose.

The HAZARDOUS MATERIALS SOCIETY shall hold and may exercise all such powers as may be conferred upon any nonprofit corporation by the laws of the District of Columbia and as may be necessary or expedient for the administration of the affairs and attainment of its purpose. At no time and in no event shall the HAZARDOUS MATERIALS SOCIETY participate in any activities which have not been permitted to be carried out by nonprofit corporation exempt under Section 501(c) of the Code.

### **ARTICLE 3 – OFFICES**

The principal office of the HAZARDOUS MATERIALS SOCIETY shall be located at **9210 Corporate Blvd., Rockville, MD, 20850, Suite 470**. The HAZARDOUS MATERIALS SOCIETY may have other such offices as the Board of Directors may determine or deem necessary, or as the association's affairs may find a need for from time to time.

### **ARTICLE 4 – MANAGEMENT OF ASSETS**

**4.1 Dedication of Assets.** The properties and assets of the HAZARDOUS MATERIALS SOCIETY are irrevocably dedicated to and for nonprofit purposes only. No part of the net earnings, properties, or assets of the HAZARDOUS MATERIALS SOCIETY, on dissolution or otherwise, shall inure to the benefit of any person or any member, Director, or Officer of the association.

**4.2 Disposition of Assets.** Upon termination or dissolution of the Hazardous Materials Society, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in the Code which organization or organizations have a public charity or private foundation which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the HAZARDOUS MATERIALS SOCIETY shall be selected by a majority of Board of Directors. If there is no agreement, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the HAZARDOUS MATERIALS SOCIETY by one or more of its Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to

receive the assets to be distributed, giving preference if practicable to organizations located within the District of Columbia.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the District of Columbia to be added to the general fund.

## **ARTICLE 5 – BOARD OF DIRECTORS**

**5.1 General Powers and Responsibilities.** The HAZARDOUS MATERIALS SOCIETY shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of Directors of a nonprofit corporation organized under the Nonprofit Corporation Act of 2010. The Board shall establish policies and directives governing business and programs of the HAZARDOUS MATERIALS SOCIETY and may delegate to the Executive Director and staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

**5.2 Number and Qualifications.** The HAZARDOUS MATERIALS SOCIETY Board shall have up to nine, but no fewer than three, Board members ("Directors"). The number of Directors may be increased beyond nine by the affirmative vote of a two-thirds majority of the then serving Board of Directors. A Director need not be a resident of the District of Columbia.

The Board may elect temporary, non-voting *Ex Officio Board Members*.

A HAZARDOUS MATERIALS SOCIETY Director must be an individual who is also a voting member of the organization according to Article 8. However, the Director shall not be a member of a Board or a chair of a committee of any other national non-profit organization whose role, purposes, foundation, or work is involved in the health, safety, environmental, or hazardous materials field.

**5.3 Board Compensation.** The HAZARDOUS MATERIALS SOCIETY Director shall receive no compensation for services rendered. Nothing in these Bylaws shall be construed to preclude any Director from receiving reimbursement for Board-approved expenses in accordance with established Board policy

**5.4 Board Elections.** The Directors and Executive Officers (see Article 6) will be selected based on a majority of member votes at a membership meeting properly convened pursuant to Article 8. The Nominating Committee established in Article 7 shall provide the HAZARDOUS MATERIALS SOCIETY Board with its recommended nominations for Directors and Officers no later than the last Board meeting before the annual Membership meeting. After considering the recommendations, the Board shall provide members with a slate of recommended candidates

for a membership vote. To be recommended by the Board, a candidate must receive a two-third majority vote of the Directors present at a Board meeting.

**5.5 Term of Board.** Beginning with the effective date of these Bylaws, no new or renewing Director shall serve more than two consecutive, two-year terms. No person shall serve more than six consecutive years. After serving the maximum number of consecutive years on the Board, a member may be eligible for reconsideration as a Director after two years have passed since the conclusion of such Director's service.

**5.6 Vacancies.** A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a. The death, resignation, or removal of any Director;
- b. The declaration by resolution of the Board of a vacancy in the office of a Director who has: 1) been declared of unsound mind by a final order of court, 2) convicted of a felony, 3) found by final order or judgment of any court to have breached a duty pursuant to the Nonprofit Corporation Act of 2010 dealing with the standards of conduct for a Director, 4) has been found to be violation of conflict of interest, or 5) not otherwise fulfilled the duties of a Director including attendance of meetings;
- c. An increase in the authorized number of Directors; or
- d. The failure of the voting members to elect the full authorized number of Directors.

The Board of Directors, by way of affirmative vote of a two-thirds majority of the Directors then currently in office, may remove any Director without cause at any regular or special meeting, provided that the Director to be removed has been notified in writing in the manner set forth in Article 5.8 that such action would be considered at the meeting.

Any vacancy on the Board may be filled by vote of a simple majority of the Directors then in office. No reduction of the authorized number of Directors shall have the effect of removing any director before that Director's term of office expires. The term of a Director elected to fill a vacancy shall end at the next membership meeting.

**5.7 Resignation.** Each Director shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Unless the Attorney General of the District of Columbia is first notified, no Director may resign when the HAZARDOUS MATERIALS SOCIETY would then be left without a duly elected Director in charge of its affairs.

**5.8 Removal.** A Director may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-third majority of then-serving Directors.

**5.9 Meetings.** The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any four Directors may call a special meeting of the Board with written notice provided to each Director that includes the purpose of the meeting and a proposed agenda. If less than five-days notice, those calling the special meeting must confirm receipt with each Director. The notice shall be served upon each Director via hand delivery, regular mail, or email. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

**5.10 Minutes.** At each Board meeting, the Board shall consider, revise as necessary, and adopt minutes of its prior meeting. The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The selected Director must agree to this temporary assignment. The Secretary, or the individual appointed to act as Secretary, shall prepare the draft minutes of the meetings, which shall be delivered to the HAZARDOUS MATERIALS SOCIETY to be placed in the electronic file and be made available for all Directors to review. A copy of the draft minutes should be delivered within 15 business days after the close of a Board meeting.

**5.11 Action by Written Consent.** Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing (including email) setting forth the action so taken shall be signed by all Directors. For fundamental transactions as defined in the Nonprofit Corporation Act of 2010, the number of Directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minutes of the next meeting of the HAZARDOUS MATERIALS SOCIETY and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Directors' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

**5.12 Quorum and Board Resolutions.** At each meeting of the Board of Directors or Board Committees, the presence of simple majority of Directors shall constitute a quorum for the transaction of business and adopting resolutions. If a quorum is not present at a meeting, the Board must adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Director shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Directors participating in the meeting.

The act of the majority of the Directors present at a meeting in which there is a quorum shall be the act of the Boards, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise.

**5.13 Voting.** Each Director shall only have one vote. If there is a tie, the Chair and only the Chair will cast the deciding vote. Directors shall not be allowed to vote by proxy.

**5.14 Director Attendance.** An elected Director who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the HAZARDOUS MATERIALS SOCIETY. The Board may deem a Director who has missed three consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

## **ARTICLE 6 – OFFICERS**

**6.1 Officers.** The voting members of the HAZARDOUS MATERIALS SOCIETY shall elect Executive Officers which shall include a Chair of the Board, a Vice Chair of the Board, a Secretary, and a Treasurer. No person can hold more than one of these Executive Officer positions during the same period of time unless there is an emergency.

Other than Executive Officers, the Board may by resolution create and appoint other Officers, including Executive Director. These Officers are not elected by member of the HAZARDOUS MATERIALS SOCIETY.

**6.2 Duties of Officers.** In addition to the duties in accordance with this Article, Officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

Officers shall serve the needs of the Board, subject to all the rights, if any, of any Officer who may be under a contract of employment. Any Officer may be removed with cause by the Board.

**6.3 Officer Resignations.** All Officers have the right to resign at any time by providing notice in writing to the Chair of the Board, Executive Director, or Secretary of the HAZARDOUS MATERIALS SOCIETY, without bias or predisposition to all rights, if any, of the HAZARDOUS MATERIALS SOCIETY under any contract to which said Officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled by the Board in accordance to the herein prescribed Bylaws for regular appointments to such office.

**6.3 Chair of the Board.** It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the HAZARDOUS MATERIALS SOCIETY, any and all contracts or other documents which has been authorized pursuant to resolution or policy adopted by the Board. The exception is when the law requires that the Executive Director's signature be provided.

**6.4 Vice Chair of the Board.** In the absence of the Chair of the Board, or in the event of Chair's inability or refusal to act, it shall then be the responsibility of the Vice Chair of the Board to perform all the duties of the Chair of the Board, and in doing so, the Vice-Chair shall have all authority and powers of and shall be subject to all of the restrictions on the Chair of the Board.

**6.5 Executive Director.** It shall be the responsibility of the Executive Director to implement the policies of the Board and otherwise supervise and conduct all activities and operations of the HAZARDOUS MATERIALS SOCIETY, subject to the control, advice and consent of the Board of Directors. The Executive Director shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the HAZARDOUS MATERIALS SOCIETY, and shall see that all orders or resolutions of the Board are carried out to the effect intended.

The Board of Directors may place the Executive Director under a contract of employment where appropriate. The Executive Director shall be empowered to act, speak for, or otherwise represent the HAZARDOUS MATERIALS SOCIETY between meetings of the Board. The Executive Director shall be responsible for the hiring and firing of all paid personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The Executive Director, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the HAZARDOUS MATERIALS SOCIETY, to execute in the name of the HAZARDOUS MATERIALS SOCIETY all contracts and other documents authorized either generally or specifically by the Board to be executed by the HAZARDOUS MATERIALS SOCIETY, and to negotiate any and all material business transactions of the HAZARDOUS MATERIALS SOCIETY. Negotiations of any contracts shall require coordination with the Chair and Treasurer.

**6.6 Secretary.** The Secretary, or the Secretary's designee, shall be the custodian of all records and documents of the HAZARDOUS MATERIALS SOCIETY, which are required to be kept at the principal office of the HAZARDOUS MATERIALS SOCIETY, and shall act as Secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. The Secretary or designee shall attend to the giving and serving of all notices of the HAZARDOUS MATERIALS SOCIETY and shall see that the seal of the HAZARDOUS MATERIALS SOCIETY, if any, is affixed to all documents, the execution of which on behalf of the

HAZARDOUS MATERIALS SOCIETY under its seal is duly authorized in accordance with the provisions of these bylaws.

**6.7 Treasurer (Chief Financial Officer).** It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the HAZARDOUS MATERIALS SOCIETY, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the HAZARDOUS MATERIALS SOCIETY, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, Executive Director, and Directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the HAZARDOUS MATERIALS SOCIETY.

The Treasurer shall give the HAZARDOUS MATERIALS SOCIETY a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the HAZARDOUS MATERIALS SOCIETY of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The HAZARDOUS MATERIALS SOCIETY shall pay the cost of such a bond.

The Treasurer will also be responsible for creating the draft Board budget either by themselves or with the assistance of the Finance Committee and Executive Director.

## **ARTICLE 7 – COMMITTEES**

**7.1 Board Committees.** The Executive, Finance, and Nominating Committees shall be permanent committees of the Board. The Board may create additional committees as it deems appropriate.

### **1. Executive Committee**

- a. The Executive Committee shall consist of the Executive Officers of the Board.
- b. Meetings of the Executive Committee shall be conducted by the Chair, and he or she shall have a vote.
- c. 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 strategic plan; and perform other duties as assigned by the Board.



- d. 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.
2. Finance Committee
- a. The Finance Committee shall be chaired by the Treasurer, who shall have a vote.
  - b. 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.
  - c. The Finance Committee shall be responsible for oversight of HAZARDOUS MATERIALS SOCIETY'S financial assets and resources. Its duties shall include:
    - i. Long-range financial planning;
    - ii. Developing budgets in consultation with the Executive Director;
    - iii. 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
    - iv. Ensuring that an annual financial audit is conducted by a Certified Public Accountant in accordance with approved professional practices.
    - v. Other duties as assigned by the Board.
  - d. The Finance Committee shall follow the latest approved policies and procedures.
3. Nominating Committee
- a. The responsibility of the Nominating Committee shall be to assure proper conduct of the nominating and election process for Directors and Executive Officers, as well as serve as the primary recruitment vehicle to generate candidates for committees and committee chairs as well as other volunteer positions.
  - b. 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" to all voting members of the HAZARDOUS MATERIALS SOCIETY. 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.
  - c. The Chair of the Nominating Committee shall be selected by majority vote of the Board of Directors for a non-renewable term of three years, and shall have a vote in all committee decisions. He or she must meet the following requirements must have been certificant in good standard by the Institute for Hazardous Materials Management ("IHMM") for at least three years.
  - d. In addition to the Chair, the Nominating Committee shall have at least three additional members who shall serve three-year terms, renewable once. The Chair shall select the members from among those answering an open call for volunteers who meet the following requirements:

- i. Must have been certificant in good standing by the Institute for Hazardous Materials Management (“IHMM”) for at least three years;
  - ii. Must not currently be serving as a Director of the HAZARDOUS MATERIALS SOCIETY or Director or chair of a standing committee of any other a national non-profit organization whose role, purposes, foundation, or work is involved in the health, safety, environmental, or hazardous materials field; and
  - iii. Must meet other criteria as may be established by the Board.
- e. The immediate past-Chair of the Board shall be invited to serve as an *ex officio* member of the Committee.

**7.2 Standing Committees.** The Board shall establish and maintain standing committees to implement its objectives. Unless specifically provided otherwise,

1. Chairpersons of standing committees shall be appointed by the Board Chair, upon approval by a majority of the Board;
2. Committee members shall be appointed by committee chairs; and
3. No one who is currently serving as a Director may serve on a standing committee.

**7.3 Additional Committees.** The Board may at its discretion establish additional standing or ad hoc committees of HAZARDOUS MATERIALS SOCIETY.

**7.4 Removal from Service.** Any committee member may be removed from service at any time, with or without cause, by a two-thirds majority vote of the Board.

## ARTICLE 8 -- MEMBERSHIP

**8.1 Membership Classes.** The HAZARDOUS MATERIALS SOCIETY shall have classes of members.

**8.2 Associates.** There is a class of membership entitled “Associate.” An Associate shall be a company that provides goods or services to the hazardous materials, dangerous goods, environmental, health or safety communities of practice. The Board may establish the annual dues for Associate members. Associates have no right to vote in elections for Officers or Directors or on fundamental transactions including changes to the Articles of Incorporation and Bylaws. Associates may serve and vote on Standing and Additional Committees as defined in Article 7 but not be a committee chair or constitute more than 25% of any committee.

**8.3 IHMM Certificants.** Upon invitation and with their consent, all IHMM Certificants shall be considered members of the HAZARDOUS MATERIALS SOCIETY with voting privileges for nominees as Directors or Executive Officers for Board. The Board may establish annuals dues for IHMM Certificants members.

**8. Annual Meeting of Members.** The Board shall conduct an annual meeting of the members in the Fall of each year. The meeting may be an on-line meeting as long as members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote of materials submitted to the members, pose questions, and make comments.

#### **ARTICLE 9 -- AFFILIATES**

The Board of Directors may establish classes of Affiliates. An Affiliate may be an individual, business, and other organization that seeks to support the mission of the HAZARDOUS MATERIALS SOCIETY. The Board, a designated committee of the Board, Executive Officer, or Executive Director, in accordance with Board policy, shall have authority to designate any individual or organization as an Affiliate. At no time shall Affiliate information be shared with or sold to other organizations or groups without the Affiliate's consent.

The Board may establish the annual dues for Affiliates.

Admitting an Affiliate to become a part of the HAZARDOUS MATERIALS SOCIETY does not in any way create any legal or financial obligation on behalf of the HAZARDOUS MATERIALS SOCIETY.

#### **ARTICLE 10 - STANDARD OF CARE**

**10.1 General.** A Director shall perform all the duties of a Director, including, but not limited to, in the best interest of the HAZARDOUS MATERIALS SOCIETY and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances. In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more Officers or employees of the HAZARDOUS MATERIALS SOCIETY whom the Director deems to be reliable and competent in the matters presented;
- b. Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence, so long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in this Article, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the HAZARDOUS MATERIALS SOCIETY, or assets held by it, are dedicated.

**10.2 Loans.** The HAZARDOUS MATERIALS SOCIETY shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer, unless approved by the Attorney General of the District of Columbia; provided, however, that the HAZARDOUS MATERIALS SOCIETY may reimburse a Director or Officer of the HAZARDOUS MATERIALS SOCIETY for expenses incurred in the performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses in accordance with Board policy.

**10.3 Restriction on Interested Directors.** Directors and Officers shall at no time profit, or benefit in a non-financial way, from interested persons. An interested person is:

- a. Any person currently being compensated by the HAZARDOUS MATERIALS SOCIETY for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation travel paid to a Director that is approved by the Board consistent with this policy; and
- b. Any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, father-in-law, child, or other relative of any such person.

However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

**10.4 Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest, whether financial or non-financial, and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement.

**10.5. Establishing a Conflict of Interest.** After the disclosure of the actual or possible conflict of interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

**10.6. Addressing a Conflict of Interest.** In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a. Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information or material presented and then votes on the transaction or arrangement proposed.
- b. The Chair of the Board of the Board shall, if deemed necessary and appropriate by the Board, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the HAZARDOUS MATERIALS SOCIETY can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a simple majority vote of the disinterested Directors whether the transaction or arrangement is in the best interest of the HAZARDOUS MATERIALS SOCIETY, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

**10.7 Violations of Conflict of Interest Policy.** Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**10.8. Procedures and Records.** All minutes of the Board Meetings, when applicable, shall contain the following information:

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

**10.9 Indemnification.** To the fullest extent permitted by law, the HAZARDOUS MATERIALS SOCIETY shall indemnify its "agents," as described by law, including its Directors, Officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, and including any action by or in the right of the HAZARDOUS MATERIALS SOCIETY, by reason of the fact that the person is or was a person as described in the Nonprofit Corporation Act of 2010. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding shall be advanced by the HAZARDOUS MATERIALS SOCIETY of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the HAZARDOUS MATERIALS SOCIETY for those expenses.

The HAZARDOUS MATERIALS SOCIETY shall have the power to purchase and maintain insurance on behalf of any agent of the HAZARDOUS MATERIALS SOCIETY, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 11 – EXECUTION OF CORPORATE INSTRUMENTS**

**11.1 Execution of Corporate Instruments.** The Board of Directors may, at its discretion, determine the method and designate the signatory Officer or Officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the HAZARDOUS MATERIALS SOCIETY.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the HAZARDOUS MATERIALS SOCIETY, promissory notes, deeds of trust, mortgages, or other evidences of indebtedness of the HAZARDOUS MATERIALS SOCIETY, other instruments or documents, memberships in other corporations or organizations, and certificates of shares of stock owned by the HAZARDOUS MATERIALS SOCIETY shall be executed, signed, and/or endorsed by the Executive Director, Chair, and Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the HAZARDOUS MATERIALS SOCIETY, or in special accounts of the HAZARDOUS MATERIALS SOCIETY, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

**11.2 Loans and Contracts.** No loans or advances shall be contracted on behalf of the HAZARDOUS MATERIALS SOCIETY and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no Officer or other agent of the HAZARDOUS MATERIALS SOCIETY may enter into any contract or execute and deliver any instrument in the name of and on behalf of the HAZARDOUS MATERIALS SOCIETY.

## **ARTICLE 12 – RECORDS AND REPORTS**

**12.1 Maintenance and Inspection of Articles and Bylaws.** The HAZARDOUS MATERIALS SOCIETY shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

**12.2 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.** The HAZARDOUS MATERIALS SOCIETY shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

**12.3 Maintenance and Inspection of Other Corporate Records.** The HAZARDOUS MATERIALS SOCIETY shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the HAZARDOUS MATERIALS SOCIETY. The minutes shall be kept in written or typed or electronic form, and other books and records shall be kept either in written or typed or electronic form or in any form capable of being converted into written, typed, electronic or printed form. Upon leaving office, each Officer, employee, or agent of the HAZARDOUS MATERIALS SOCIETY shall turn over to his or her successor or the Chair of the Board or Executive Director, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the HAZARDOUS MATERIALS SOCIETY as have been in the custody of such Officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the HAZARDOUS MATERIALS SOCIETY and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

**12.4 Preparation of Annual Financial Statements.** The HAZARDOUS MATERIALS SOCIETY shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The HAZARDOUS MATERIALS SOCIETY shall make these financial statements available to the Attorney General of the District of Columbia and members of the public for inspection no later than 120 days after the close of the fiscal year to which the statements relate.

**12.5 Reports.** The Board shall ensure an annual report is sent to all Directors within 120 days after the end of the fiscal year of the HAZARDOUS MATERIALS SOCIETY, which shall contain the following information:

- a. The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The expenses or disbursements of the HAZARDOUS MATERIALS SOCIETY for both general and restricted purposes during the fiscal year.
- d. The information required by Nonprofit Corporation Act of 2010 concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized Officer of the HAZARDOUS MATERIALS SOCIETY that such statements were prepared without audit from the books and records of the HAZARDOUS MATERIALS SOCIETY.

### **ARTICLE 13 – FISCAL YEAR**

The fiscal year for the HAZARDOUS MATERIALS SOCIETY shall end on December 31.

### **ARTICLE 14 – AMENDMENTS AND REVISIONS**

These bylaws may be adopted, amended, or repealed by the vote of two-thirds of the Directors then in office and by a majority vote of IHMM Certificant members. Such action is authorized only at a duly called and held meeting of the Board of Directors and members for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

### **ARTICLE 15 – CORPORATE/ORGANIZATION SEAL**

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the HAZARDOUS MATERIALS SOCIETY. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

### **ARTICLE 16 – CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Nonprofit Corporation Act of 2010 as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a HAZARDOUS MATERIALS SOCIETY as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

### **CERTIFICATE OF SECRETARY**

I, Allison King, certify that I am the current elected and acting Secretary of the HAZARDOUS MATERIALS SOCIETY, and the above bylaws are the bylaws of the HAZARDOUS MATERIALS SOCIETY as adopted by the Board of Directors on April 20, 2020 and fully replace all prior versions.

*EXECUTED* on this 26th day of April in the year 2020.

Allison King, CHMM  
(Duly Elected Secretary)