

**BYLAWS OF
CAMPUS SAFETY, HEALTH AND ENVIRONMENTAL
MANAGEMENT ASSOCIATION**

ARTICLE I

NAME AND LOCATION

Section 1 Name

The name of the Corporation shall be The Campus Safety, Health and Environmental Management Association [CSHEMA].

Section 2 Principal Office

The principal office of the Corporation shall be located at 120 W. 7th St., Suite 204, Bloomington, IN. The Corporation may have such other offices, either within or without the state of Indiana, as the Board of Trustees may determine.

ARTICLE II

OBJECTIVES AND PURPOSE

Section 1

The objectives and purposes of CSHEMA shall be to promote and strengthen activities pertaining to all aspects of campus and institution safety, health and environmental programs.

Section 2

CSHEMA shall operate as a charitable and educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted by an organization exempt from federal income tax under section 501(c)(3) of the code.

ARTICLE III

MEMBERSHIP

Section 1

CSHEMA shall consist of not fewer than 100 regular institutional members.

The Corporation shall have one or more classes of Members, as established and modified by the Board of Trustees. When the Board of Trustees establishes a class of Members, it shall define the voting rights and other privileges, if any, appertaining thereto and the procedures whereby persons interested in the objectives of the Corporation may become Members as part of such membership class.

Membership categories are as follows:

Institutional

Regular (Individual institutions may designate up to 3 persons, each with a single vote): Colleges/Universities and other organizations with individuals that are directly involved with safety, environmental, and health programs (includes: research and development, libraries, museums, school districts, secondary schools, hospitals)

Only members from regular institutional membership institutions may:

- Serve as Trustees of CSHEMA in accordance with Article IV.
- Serve on standing committees subject to the provisions of Article VII.
- Vote in elections and on corporate business.

Corporate Business Partners (non-voting): For-profit organizations who wish to support the goals and activities of CSHEMA.

- Can provide information through professional development and technical sessions when partnered with CSHEMA Institutional or Individual members
- Cannot market their products in presentation
- Cannot hold elected position/office

Other For-Profit Organizations (non-voting): For-profit organizations whose organizational structure is similar to that of a college or university that wish to engage their own environmental health and safety staff in collegial networking, professional development, and/or volunteer service.

- Can provide information through professional development and technical sessions
- Cannot market their products in presentation
- Cannot Market to CSHEMA
- Cannot hold elected position/office

Affiliate (non-voting): Nonprofit trade associations or professional societies, government agencies and boards or accrediting bodies that support the goals and activities of CSHEMA and may provide guidance, networking or collaboration but are not directly involved with safety, health and environmental programs.

Individual

Members Emeritus (non-voting): Retired institutional representatives

Honorary [life] members (non-voting except for dues paying members): Individuals nominated to and voted in by the Board of Trustees according to the procedures recorded in the CSHEMA Leadership Manual.

Student members (non-voting): Undergraduate/graduate students currently enrolled in an accredited program in safety, environmental, and health.

Section 2 Rights of Members

Upon paying applicable membership fees, each Member will have access to all materials, web sites and programs prepared, sponsored and/or distributed by the Corporation. Members with voting rights will also have the right to vote for the Board of Trustees, which vote shall occur at the Annual Meeting of the Members or by electronic or mail-in written ballot, as determined by the Board of Trustees.

Section 3 Termination

A Member will lose membership in the Corporation upon failing to pay annual membership fees, unless the Board of Trustees determines that the class to which the member belongs is not required to pay such fees.

Section 4 Payment of Membership Fees

Membership fees are due upon joining the organization. Thereafter, membership fees are due and payable on the annual anniversary date of the application for membership or such other date, if any, as may be fixed by the Board of Trustees.

Section 5 Annual Meeting

There shall be an Annual Meeting of the Members of the Corporation, to be held in such manner and at a place and time determined by the Board of Trustees.

Section 6 Special Meetings

A Special Meeting of the Members may be called at any time by the President or by the Board of Trustees, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other Officer, upon written application of Members representing at least five percent (5%) of the total voting membership of the Corporation. Each call of a meeting shall state the manner in which the meeting shall be held and the place, date, hour and purposes of the meeting.

Section 7 Manner of Conducting Meetings

All meetings of the Members shall be held in person, by telephone conference call, or by other electronic conference medium as set forth in the notice of the meeting. If held in person, all meetings of the Members shall be held at the principal office of the Corporation or at such other place either within or outside the United States as shall be fixed by the President or the Board of Trustees. Any meeting of the Members may be held at the annual conference conducted by the Corporation. Any adjourned session of any meeting of the Members shall be held at the place designated in the vote of adjournment.

Section 8 Notice of Meetings

A written notice of each meeting of Members stating the manner in which the meeting shall be held, and the place, date, hour and purpose(s) of the meeting, shall be given not less than ten (10) days, nor more than fifty (50) days, before the meeting to each Member entitled to vote thereat by electronic mail or by U.S. Mail, postage prepaid, addressed to each Member's electronic or U.S. Mail mailing address as it appears in the records of the Corporation. Such notice shall be given at the direction of the President or the Secretary or other officer or persons calling the meeting.

Section 9 Quorum of Members

At any meeting of the Members, a quorum shall consist of five percent (5%) of the Members entitled to vote at the meeting, except when a larger quorum is required by law or by these Bylaws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question of adjournment whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 10 Action by Vote

When a quorum is present at any meeting, a majority of the votes properly cast for election to any office shall elect to such office, and a majority of the votes properly cast upon any question shall decide the question, except when a larger vote is required by law or by these Bylaws.

Section 11 Voting

Persons with designated voting rights on behalf of a regular institutional member are entitled to cast one vote each to on behalf of the respective institution. No other persons affiliated with a regulator institutional member, nor any persons associated with any other membership category are entitled to vote, except as otherwise provided for by these Bylaws.

Section 12 Proxies

Members may vote in person or by proxy. Proxies shall be filed with the Secretary of the meeting before being voted. No proxy dated more than six months before the meeting named therein shall be valid, and no proxy shall be valid after the final adjournment of such meeting. A

proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest on the challenger.

Section 13 Diversity and Inclusion

CSHEMA shall be committed to encouraging diversity, and promoting equal opportunity and affirmative action in all aspects of the organization, including membership, nominations and appointments.

ARTICLE IV

BOARD OF TRUSTEES

Section 1 Powers

The affairs of the Corporation shall be managed by a Board of Trustees who shall have and may exercise all the powers of the Corporation, except those powers reserved to the Members by law, or by these Bylaws. Such powers shall include, without limiting the generality of the foregoing, approving the annual budget for the Corporation and amendment to the Bylaws of the Corporation for adoption by a vote of the Members.

Section 2 Number and Terms

The Board of Trustees shall initially consist of eleven (11) members having staggered terms of one year, two years and three years, respectively, so that approximately one-third of the Trustees' terms shall expire each year. The number of Trustees may be increased or decreased at any time by the Members, provided that the number of Trustees shall not be fewer than three (3) and the terms of the Trustees shall remain staggered as aforesaid, so that approximately one-third of the Trustees' terms shall expire each year. The Corporation may also have such agents, if any, as the Board of Trustees from time to time may, in its discretion, appoint.

Section 3 Membership of the Board of Trustees – Officers

The Officers of the Board of Trustees shall consist of the President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President.

Section 3.1 Eligibility

A candidate for the office of President, Vice President, Treasurer, and Secretary shall:

- Have served as a Trustee within the past three (3) years OR
- Have at least five (5) years of experience as a health and safety professional, ideally in higher education;

AND

- Have attended a minimum of two (2) CSHEMA annual conferences, AND
- Have a record of active participation in and knowledge of CSHEMA (may include serving on a standing committee, chairing a committee, community of practice, task force or special project). In lieu of CSHEMA service, have at least one year of previous volunteer board or executive committee experience, not necessarily with CSHEMA, AND
- Have the support of their employer organization to attend all Board of Trustees meetings, in addition to other related activities as appropriate, for the duration of their term of office.

Section 3.2 President

The President shall be the chief executive officer of the Corporation and, subject to the control of the Trustees, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Trustees when present, except as otherwise voted by the Trustees.

The duties of the President shall be:

- To preside at Board of Trustees and annual meetings of CSHEMA.
- To appoint standing committees and assign tasks to committees, with the approval of the Board of Trustees, as may be deemed necessary to conduct special studies and projects of value to the CSHEMA membership.
- To serve as ex-officio member of all committees of CSHEMA.
- To perform additional duties as described in the Leadership Manual.

Section 3.3 Vice President

The Vice President shall have such duties and powers as shall be designated from time to time by the Board of Trustees.

The duties of the Vice President shall be:

- To preside in the absence of the President.
- To fulfill all other duties of the President when the President is unable to do so.
- To perform additional duties as described in the Leadership Manual.

Section 3.4 Treasurer

The Treasurer shall be the chief financial and accounting officer of the Corporation; shall be in charge of its funds and valuable papers, books of account and accounting records; and shall have such other duties and powers as may be designated from time to time by the Trustees or by the President.

The duties of the Treasurer shall be:

- To oversee the contracted association management firm establishment, and the management of all bank accounts, receipts, disbursements and maintain associated guidelines for fiscal control and budget planning.
- To review and ensure that the contracted association management firm receives and pays all bills sent to CSHEMA for payment, for which the President has given authority or shall approve.
- To review and ensure that the contracted association management firm prepares and maintains an accurate bookkeeping system and prepares statements for the Board of Trustees and annual meetings.
- To perform additional duties as described in the Leadership Manual.

Section 3.5 Secretary

The Secretary shall document all proceedings of the Board of Trustees to be kept electronically in the central repository hosted by the Corporation. In the absence of the Secretary from the meeting of the Board of Trustees, a temporary Secretary chosen at the meeting, shall document the proceedings thereof.

The duties of the Secretary shall be:

- To keep minutes of all Board of Trustees and annual meetings of CSHEMA.
- To prepare a draft of minutes of the meetings and submit them to the Board of Trustees for review and approval.
- To perform additional duties as described in the Leadership Manual.

Section 3.6 Immediate Past President

The duties of the Immediate Past President shall be:

- To remind/inform the Board of Trustees of rationale used for prior decision-making.
- To perform additional duties as described in the Leadership Manual.

Section 3.7 Powers

Subject to applicable law, and to the other provisions of these Bylaws, each Officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his or her office and such duties and powers as the Board of Trustees may from time to time designate.

Section 4 Membership of the Board of Trustees – At-Large Members

The remaining positions of the Board of Trustees are designated as At-Large Members.

Section 4.1 Eligibility

A candidate for At-Large Member shall:

- Have at least five (5) years of experience as a health and safety professional, ideally in higher education AND;

- Have attended a minimum of two (2) CSHEMA annual conferences AND;
- Have a record of active participation in and knowledge of CSHEMA (may include serving on a committee, chairing a committee or task force or special project). In lieu of CSHEMA service, have at least one year of previous volunteer board or executive committee experience, not necessarily with CSHEMA; AND
- Have the support of their employer organization to attend all Board of Trustees meetings, in addition to other related activities as appropriate, for the duration of their three year term of office.

Section 5 Election

Open positions shall be elected by electronic or mail-in written ballot, as determined by the Board of Trustees.

Section 5.1

The Vice President shall be elected for a term of three (3) years during which the member will transition. The Secretary, the Treasurer and the six At-Large Members shall be elected to serve for three (3) years. The Board of Trustees term of office shall commence at CSHEMA's annual business meeting.

Section 5.2

A Nominating Committee shall name candidates for election of Trustees in CSHEMA. The slate of candidates shall be presented to the Board of Trustees to be approved or rejected in whole, prior to distribution to the membership for voting.

Section 5.3

The Nominating Committee shall consist of five (5) members of CSHEMA, of which at least three (3) shall be past Presidents of CSHEMA. In addition, each year two (2) members shall be appointed by the incoming President for a one (1) year term. Each year the outgoing President will be added to the committee and the most-senior past President will retire. The remaining most-senior past President of CSHEMA will chair the Nominating Committee.

Section 5.4

The Vice President, Secretary, Treasurer, and the two (2) At-Large Member positions are contested positions. There are to be a minimum of two (2) nominees for each of these five (5) positions. The terms and election of the Secretary and Treasurer shall be staggered so as not to occur in the same year.

Section 5.5

To add to the slate of the Nominating Committee, the nominations must be signed by at least twenty-five (25) of CSHEMA's authorized voting members of record as of the last annual business meeting. This threshold may include multiple designated voting members from the same regular institution as defined in Article III, Section 1. Anyone expressing written interest in obtaining voting member support for nomination will be provided with a list of membership contact information. The nomination and list of signatures must be submitted to the Board of Trustees on or before the date of their Spring Meeting with a written statement that each nominee will serve if elected.

Section 5.6

The final slate of nominees shall be submitted to the contracted association management firm for preparation and distribution of an election ballot. Balloting will be by electronic means (website or electronic mail). A regular, voting member of CSHEMA may request a written ballot. Written ballots may be submitted by mail or facsimile. Duplicate voting is prohibited.

Section 6 Succession

Line of succession for presidency shall be as follows: The Vice President shall succeed to President in the second year of the term, and Immediate Past President in the third year of the term.

Section 7 Tenure

Except for the initial Board of Trustees specified in Section 2 hereof or as otherwise provided by law or by these Bylaws, each Trustee shall hold office until the next Annual Business Meeting of Members and until a successor is chosen and qualified, unless a longer (but not to exceed three (3) years) or shorter period, as the case may be, shall have been specified by the terms of election or appointment, or in each case until the Trustee sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain authority at the pleasure of the Board of Trustees.

Section 8 Conduct

When a member of CSHEMA accepts a trustee position or committee post, they will be expected to contribute their experience, leadership contacts in the professional field, ideas and sufficient time to put these contributions to effective use.

Section 9 Regular Meetings

Regular meetings of the Board of Trustees may be held in person, by telephone conference or by other electronic conference medium, without call or notice, at such places (if in person) and at such times as the Trustees may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent Trustees. A regular meeting of the Trustees may be held without call or notice immediately after and at the same place (or, if not in person, in the same manner) as the Annual Meeting of the Members.

Section 10 Special Meetings

Special meetings of the Board of Trustees may be held in person, by telephone conference or by other electronic conference medium, at any time and at any place (if in person) designated in the call of the meeting, when called by the President or the Treasurer or by two (2) or more Trustees. Notice thereof shall be given to each Trustee, in accordance with Section 11 hereof, at the direction of the Secretary or the Officer or one or more of the Trustees calling the meeting.

Section 11 Notice

It shall be sufficient notice of Board of Trustees meetings to send notice by electronic mail, U.S. Mail or facsimile communication addressed to each Trustee at their usual or last known electronic mail address, business or residence address or facsimile number, as the case may be, or by telephone or in person, in each case at least forty-eight (48) hours before the meeting. Notice of a meeting need not be given to any Trustee if a written waiver of notice, executed by such Trustee before or after the meeting, is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Trustee. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

Section 12 Attendance

A Trustee shall be considered present at a meeting of the Board of Trustees or a committee of the Board of Trustees when all persons participate in person, by means of conference telephone or by any other means of communication by which all persons participating are able to hear or otherwise communicate with one another.

Section 13 Quorum

At any meeting of the Trustees, a majority of the Trustees then in office shall constitute quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 14 Action by Vote

When a quorum is present at any meeting, a majority of the Trustees present may take any action, except when a larger vote is required by law or by these Bylaws.

Section 15 Action by Writing

Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the meeting of Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

Section 16 Committees

The Trustees may establish and appoint the members of such committees as it determines are necessary or desirable to conduct the affairs and activities of the Corporation, and may delegate thereto some or all of the Trustees' powers except those powers which they are prohibited from delegating by law or by these Bylaws; provided that any committees to which some or all of the Trustees' powers are delegated shall consist solely of Trustees. Except as the Trustees may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Trustees or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these Bylaws for the Trustees.

Section 17 Executive Committee

The Executive Committee shall consist of the Officers of the Board of Trustees. The Executive Committee may discuss any and all business of the Corporation, however the Executive Committee may not vote on matters that require action by the complete Board of Trustees.

Section 18 Compensation

Trustees as such shall not receive any salaries or fees for their services, but may be reimbursed for travel or other directly Corporation-related expenditures.

Section 19 Advisors to the Corporation

The Board of Trustees may elect or appoint any person or persons to act in any advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation, with or without compensation.

Section 20 Leadership Manual

A Leadership Manual, approved by the Board of Trustees, shall be maintained to assist in the implementation of these Bylaws.

ARTICLE V

RESIGNATIONS AND REMOVAL FROM OFFICE

Section 1 Resignations

Any Member may withdraw from membership in the Corporation and any Trustee may resign at any time by delivering his or her notice of withdrawal or resignation, as the case may be, in writing to the President or the Secretary of the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time. Unless otherwise specified, the acceptance of such withdrawal or resignation shall not be necessary to make it effective.

Section 2 Removals

Any Member may be removed from membership in the Corporation and any Trustee elected by the Members may be removed from office with or without cause by a vote of a majority of Members entitled to vote in the election of Trustees. A Member or Trustee may be removed only after reasonable notice and opportunity to be heard before the body proposing to remove such Member or Trustee.

ARTICLE VI

VACANCIES AND APPOINTMENTS

Section 1 Vacancies

Any vacancy in the Board of Trustees, including a vacancy resulting from the enlargement of the Board, may be filled by the Members or, in the absence of Member action, by the Board of Trustees by vote of a majority of the Trustees then in office. Any vacancy in any office shall be filled by the Board of Trustees for the unexpired portion of the term. Each such successor shall hold office for the unexpired term and until a successor is chosen and qualified, or until the Trustee sooner dies, resigns, is removed or becomes disqualified. The Board of Trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number. In all such instance the Nominating Committee shall recommend candidates for filling vacant positions.

Section 2 Presidential Appointments

The President shall fill, by appointment, any vacancies not provided for elsewhere.

ARTICLE VII

STANDING COMMITTEES and COMMUNITIES OF PRACTICE

Section 1 Standing Committees

The Standing Committees shall be:

- Nominating Committee
- Membership Committee
- Conference Planning Committee
- Rules Committee
- Awards and Scholarship Committee
- Conference Education Committee
- Professional Development Committee
- Advocacy Council

Section 2 Standing Committee Chairs

A member of CSHEMA shall not chair more than one (1) Standing Committee or Community of Practice at a time. The President, with appraisal of the Board of Trustees, will select the Chair of each standing committee. This responsibility can be delegated by the President to the Vice President.

Section 3 New Standing Committees

The President, with the approval of the Board of Trustees, may charter new standing committees to enhance value to CSHEMA's membership.

Section 4 Committee Membership

All standing committees, shall consist of a minimum of four (4) members, with no maximum limit of members. Each member shall normally serve on a standing committee for a maximum of four (4) years. Members shall be appointed such that at least one member's term expires yearly and at least one new member is appointed. Members shall not serve on more than two (2) standing committees simultaneously. Former committee members are eligible for reappointment to the same standing committee after being off the committee at least one year. If a new standing committee is established, the President will establish the initial duration of appointment such that the term of at least one member expires each year. This may require appointing initial members for terms greater than four years.

Section 4.1

To ensure Community of Practice involvement, the Conference Education Committee shall include representatives from active Communities of Practice, designated by the respective Community of Practice Leaders.

Section 4.2

To ensure Community of Practice involvement, the Awards and Scholarship Committee shall include representatives from active Communities of Practice, designated by the respective Community of Practice Leaders.

Section 5 Community of Practice

Communities of Practice shall be formed by a constituent base that shares a topic, goal or scope of interest and seeks to create best practices and knowledge bases within that area, to be shared with members to better inform and support their professional practice and growth. Communities of Practice must maintain ten members, with no maximum membership.

Section 6 Community of Practice Oversight

All Communities of Practice shall have oversight by the Board of Trustees.

Section 7 Community of Practice Leadership

New Communities of Practice will form with a chair appointed during the founding process. Thereafter, the chair shall be selected by Community of Practice annually for a one year term, not to exceed two consecutive years. Potential chairs may be nominated by the CoP membership, or any individual member may self-nominate for chair. A vice chair may be appointed by the chair of the CoP, and any such appointment shall be conveyed to the President and subsequently to the Board of Trustees.

Section 8 Affirmation

The President shall confirm new Communities of Practice when presented as an interest or need that supports CSHEMA's mission.

Section 9 Community of Practice Membership

Membership in a Community of Practice is available to all Member categories of CSHEMA. CSHEMA members are encouraged to contribute to multiple Communities of Practice.

Section 10 Dissolution

Communities of Practice may dissolve when membership drops below ten members, when the topic of interest is no longer valid to the Corporation's mission, when a chair position remains open for greater than three (3) months or the objectives and goals of the specific Communities of Practices have been successfully accomplished. The President, in conjunction with the Executive Officers or support staff, may make recommendations for revising or dissolving a Community of Practice to the Board of Trustees. The issue shall be addressed at the next scheduled meeting of the Board of Trustees.

ARTICLE VIII

INDEMNIFICATION OF TRUSTEES

The Corporation shall, to the extent legally permissible, indemnify each of its Trustees against all costs, liabilities and expenses (including counsel fees) reasonably incurred in connection with the defense or disposition of any claim, action, suit or other proceeding, whether civil, criminal, administrative or investigative, asserted, brought or threatened against such Trustee while in office or thereafter, by reason of being or having been such a Trustee, except with respect to any matters as to which such Trustee shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interests of the Corporation. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, employee or other agent of another organization in which it has an interest, against any liability incurred in any such capacity, or arising out of status as such, whether or not the Corporation would have the power to indemnify such person against such liability. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee may be entitled. As used in this Article, the term "Trustee" shall include their respective heirs, executors and administrators.

ARTICLE IX

BOOKS, ACCOUNTS, RECORDS, CORPORATE SEAL

Section 1 Books, Accounts and Records

The books, accounts and records of the Corporation, including a current list of the names and addresses of the Trustees of the Corporation, shall be kept at the principal office of the Corporation or at such other place or places as the Board of Trustees may from time to time determine. Such books, accounts and records shall be available at all reasonable times to the inspection of any Member or Trustee for any proper purpose.

Section 2 Corporate Seal

The Board of Trustees shall provide a corporate seal which shall have thereon the name of the Corporation and the year of its incorporation.

ARTICLE X

MISCELLANEOUS

Section 1 Execution of Contracts and Other Documents

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or the Treasurer. Unless prohibited elsewhere by these Bylaws or by law, the Board of Trustees may delegate this authority to the contracted association management firm.

Section 2 Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may from time to time select.

Section 3 Gifts

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 4 Parliamentary Authority

In questions of parliamentary procedure, the most recent edition of Robert's Rules of Order Newly Revised shall be used in all cases where they are applicable.

ARTICLE XI

LIMITATIONS ON ACTIVITIES AND DISSOLUTION

Section 1 Activities

The Corporation is organized and shall be operated exclusively for educational purposes. No part of its net earnings shall inure to the benefit of or be distributable to its Members, Trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by an institution exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code). In addition, the Corporation shall not engage in or carry on activities not permitted an institution whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

Section 2 Dissolution

In the event of dissolution of the Corporation, the Corporation shall comply with the applicable legal requirements and the provisions of this Section. Upon the dissolution of the Corporation,

the Board of Trustees, after paying or making provision for the payment of all liabilities of the Corporation shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) as the Board of Trustees shall determine, but in accordance with the following priorities:

- (a) First Priority: to a nonprofit organization which may have been created or selected to succeed the Corporation; and
- (b) Second Priority: to another non-profit organization which may be selected as proper recipient of these assets.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in the following calendar year unless otherwise determined by the Board of Trustees.

ARTICLE XIII

AMENDMENTS TO THE BYLAWS

The Corporation's Bylaws may be altered, amended or repealed and new Bylaws may be voted upon during an Annual Meeting, Special Meeting or during other times of the year by means of electronic ballot. Board of Trustees may initiate changes for a vote provided that at least thirty (30) days prior written notice of the recommendations shall be provided to the Members of the Corporation. Proposed amendments may be submitted by the membership when signed by at least twenty-five (25) of CSHEMA's authorized voting members of record as of the last annual business meeting. This threshold may include multiple designated voting members from the same regular institution as defined in Article III, Section 1. Member submitted amendments shall follow the same notification requirements as Board of Trustee initiated amendments. Two-thirds (2/3) of the voting members present at any Annual Meeting or Special Meeting or, for electronic ballots two-thirds (2/3) of the voting members of record, shall constitute approval.

ARTICLE XIV

GOVERNING LAW

These Bylaws shall be governed by and interpreted in accordance with the applicable legal provisions. In the event of a conflict between these Bylaws and Non-Profit Corporation Law, the provisions of said law shall control.