



By-Laws

Council for Accreditation in
Occupational Hearing Conservation
555 E. Wells Street/Suite 1100
Milwaukee, WI 53202-3823

(Revised May 2018)

BY-LAWS
COUNCIL FOR ACCREDITATION
IN OCCUPATIONAL HEARING CONSERVATION

ARTICLE I--ORGANIZATION

1. **General.**
This Corporation, Council for Accreditation in Occupational Hearing Conservation (CAOHC), is incorporated under the New Jersey Non-Profit Corporation Act.

2. **Management.**
The Corporation does not have members and is not a member based organization. Management of the business and affairs of the Corporation shall be vested in a Council, synonymous with a “Board” or “Board of Trustees” for purposes of the New Jersey Nonprofit Corporation Act or its successor. The Council shall act in furtherance of the non-profit purposes for which the Corporation is organized. The term “member” in this document refers to a representative of a Component Professional Organization (CPO) who serves on the Council, each of whom shall be considered a “trustee” for purposes of the New Jersey Nonprofit Corporation Act.

3. **Location.**
The principal office of CAOHC is located in Milwaukee, Wisconsin.

4. **Purpose.**
The purposes of CAOHC are to:
 - a. Promote best practices in occupational hearing loss prevention
 - b. Provide training and credentialing to professional instructors to be Course Directors
 - c. Provide training and credentialing to become an Occupational Hearing Conservationist.
 - d. Provide training and credentialing for audiologists and physicians to become Professional Supervisors of the Audiometric Monitoring Program[®]
 - e. Develop professional guidelines and standards of practice in the occupational hearing conservation field.
 - f. Provide education, information and guidance to industry and those serving industry regarding the implementation of an occupational hearing conservation program.

5. Limitation on Activities. Notwithstanding any other provisions of these Bylaws, CAOHC shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code (as described below).
6. Prohibition against Private Inurement. No part of the net earnings of CAOHC shall inure to the benefit of, or be distributable to, its Council members, any CPO or any trustees, officers, or other private persons, except that CAOHC shall be authorized and empowered to pay reasonable compensation for services rendered or goods provided (subject to such conflict of interest policy and/or Code of Ethics as CAOHC shall have in effect from time to time) and to make payments and distributions in furtherance of the purposes of CAOHC which are consistent with these Bylaws and applicable law.
7. Distribution of Assets. In the event of dissolution or final liquidation of CAOHC, none of the property of CAOHC nor any proceeds thereof shall be distributed or divided among any of the Council members, CPOs, trustees or officers of CAOHC or inure to the benefit of any individual. After all liabilities and obligations of CAOHC have been paid, satisfied or discharged, or adequate provision made therefore, all remaining property and assets of CAOHC shall be transferred to such other organization or organizations which are organized, operated and engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from Federal income taxes as organizations described in Section 501(c)(6) of the Code exclusively for such purpose; otherwise, to one or more organizations that have established their tax-exempt status under Section 501(c)(6) of the Code. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of CAOHC is then located, exclusively for such purpose or to such organization or organizations as are described in the preceding sentence.

ARTICLE II—COUNCIL

1. Number; qualifications.

- a. The Council shall be composed of two appointees from each Component Professional Organization (CPO) listed in Appendix A of these Bylaws, and shall include the Chair, Vice Chair, Secretary-Treasurer, Immediate Past Chair, and Vice Chair of Education. Each CPO shall select two members who have been recognized for competence in the field of occupational hearing conservation and who meet the qualifications and expectations outlined in the document Appendix B, to serve as its representatives to the CAOHC Council. Each prospective appointee's experience in the field of occupational hearing conservation shall be reviewed by the Council's Executive Committee and approve by a majority vote of the Council. If a majority vote by the Council is received, the CPO shall be informed that the appointment has been approved. If a majority vote of the Council is not received, the CPO shall be informed that the appointment has not been approved and the Council requests another prospective appointee be designated.
- b. The Council may add or remove CPOs from Appendix A at any time by obtaining three-fourths vote of the Council. New CPOs shall not be eligible to be considered for addition to the council unless they show how they are active in occupational hearing loss prevention and how their organizations' efforts are unique and not duplicated by existing CPOs.

2. Responsibilities; Powers.

- a. The Council shall manage the business and affairs of the Corporation.
- b. The Council members will read and sign a declaration of agreement to the document known as "Council Member Statement of Responsibilities" listed in Appendix C.

3. Appointment.

Except as otherwise provided herein, members of the Council shall be appointed by the CPO to which they belong. If a vacancy occurs it shall be filled before the next scheduled Council meeting as provided in sub. 1. a., above.

4. Term.

Each CPO maintains two representatives on the Council at all times. CPO representatives are expected to commit, in good-faith, to at least one five-year term. Council members may serve a second contiguous term of five years for the same CPO but an extension beyond ten years must be approved by a 3/4s vote of Council. Council service may exceed the ten years limitation if the member is serving on the

Executive Committee as Immediate Past-Chair or has been nominated by another CPO as that CPO's representative.

An individual who has previously served on the Council may return to represent the same CPO after not serving on the Council for one five year term.

A Council member may resign upon notice to the Secretary/Treasurer.

A Council member may be removed by vote of the Council, for unexcused failure to attend two consecutive Council meetings, or for cause, as described under Article II, section 8, subsection b.

5. Meetings.

- a. Regular meetings of the Council shall be held semi-annually (usually May and November), as determined by Council resolution or call of the Chair upon not less than thirty (30) days written notice which shall set forth the time and place thereof.
- b. Special meetings of the Council shall be held whenever called by the Chair or upon request of at least four (4) Council members, upon not less than ten days written notice, unless the meeting is to be held by conference call, in event of which not less than 48 hours written, electronic mail or verbal notice shall be given. The purpose of the special meeting shall be stated as part of the notice and no other business shall be conducted at the meeting.

6. Quorum and Voting.

- a. At any meeting of the Council a majority of voting Council members shall be sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Council, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by law, regulations or by other provisions of these by-laws. If, at any meeting of the Council, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is present.
- b. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if, upon written or electronic notice to all Council members, a consent in writing, setting forth such action, is signed by a majority or the requisite number of Council members who would require to vote therefore at a duly called meeting at which a quorum was present, and such written consent is filed with the minutes of proceedings of the Council. Such consent shall have the same force and effect as a vote taken at a duly convened meeting of the Council. Voting may also be conducted by

electronic mail.

7. Resignation and Removal; Vacancies.

- a. A Council member may resign at any time. Such resignation shall be made in writing to the Council Chair and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Council Chair. Acceptance of a resignation shall not be necessary to make it effective.
- b. Any member of the Council may be removed from the Council by vote of the Council for failure to attend two consecutive meetings or for other cause by a three-quarters (3/4) vote of the remaining members of the Council.
- c. Any vacancy occurring in the office of the Chair shall be filled by the Vice Chair, who shall serve for the remainder of such term in addition to the term to which the Vice Chair is to normally succeed pursuant to sub. 3(b). Any vacancy occurring in any other office shall be filled in the interim and for the balance of the term by majority vote of the Council.

8. Committees.

a. Executive Committee.

The Executive Committee is composed of the Chair, Immediate Past Chair, Vice Chair, Secretary/Treasurer and Vice Chair of Education to perform the functions of the Council in periods between meetings of the Council. The Executive Committee shall, if practical, defer questions with major policy implications to the next regular Council meeting or, if necessary, call a special meeting to deal with them. The Chair of the Council shall be the Chair of the Executive Committee and it shall meet at the call of the Chair.

b. Nominating Committee.

The Past Chair shall serve as the Nominating committee chair. He/she will appoint, at least three members of the Council, each of whom shall represent a different CPO, to constitute the Nominating Committee. The Nominating Committee shall nominate candidates for officer positions for only the next officer election cycle.

The Nominating Committee will strive to diversify the Executive Committee.
(revised May 2018)

c. Special Committees.

The Council may create such other operational and advisory committees as it deems necessary to assist it in performing its functions, provided all such committees shall be advisory only. The Council shall establish the purpose, powers, duties, composition, relationships, staff support and terms of members for committees created hereunder.

ARTICLE III-OFFICERS

1. Officers.

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary/Treasurer, Immediate Past Chair, and Vice Chair of Education and such other officers, including an Executive Director, as the Council may from time to time designate. The Executive Director is a non-voting member. No two offices may be held by the same person simultaneously.

2. Election Process.

- a. The Chair, Vice Chair, Secretary-Treasurer and Vice Chair of Education shall be elected from the Council members whose terms will extend through the period during which they would hold office by majority of the Council members voting. *(revised May 2018)*
- b. The Nominating Committee shall nominate one candidate for each office every two years and report its nominations for officers to the Executive Committee at least 75 days prior to the fall meeting of the Council.

The report shall be submitted to all Council members in writing within 5 days of receipt by the Executive Director. Additional candidates may be nominated by written endorsement of at least twenty-five percent (25%) of the Council members, filed with the Executive Director by at least 60 days prior to the fall meeting of the Council, and together with the nominees of the Executive Committee, shall constitute the nominated candidates. Election shall be by written or electronic ballot returned to the Executive Director at least 30 days prior to the fall meeting of the Council and the vote on approval shall be conducted in accordance with the requirements of Article II, Section 6.b., above. Ballots shall be examined and counted by the Executive Director and the results be reported to the Chair of the nominating committee, and announced by the retiring Chair at the fall Council meeting.

- c. Any vacancy occurring among the officers shall be filled in the interim and for the balance of the term by majority vote of the Council.

3. Duties and Powers.

- a. The Chair shall preside over all Council meetings and shall be the Chief Executive Officer of the Corporation. The Chair shall be an ex officio member of all committees and shall perform such duties and have such powers as these by-laws and the Council may from time to time prescribe.
- b. The Vice Chair shall perform the duties of the Chair at any time the Chair is unavailable to do so and shall succeed to the office of Chair in the event of death, resignation or permanent disability rendering the Chair incapable of performing the duties of that office. The Vice Chair shall perform such other duties and have such other powers as these by-laws and the Council may from time to time prescribe.
- c. The Secretary-Treasurer, supported by the office of the Executive Director shall collect all monies due the corporation, shall have custody of the funds of the corporation, and shall place such funds in such depositories as the Council may authorize, shall submit to the Council reports of the condition of the corporation and shall keep its financial books and records. The Secretary-Treasurer shall carry out all other duties which are incident to the office of the Secretary-Treasurer and shall perform such other duties and have such other powers as these By-laws and the Council may from time to time prescribe.
- d. The Vice Chair of Education, supported by the office of the Executive Director, is responsible for the oversight and coordination of all educational programs offered by CAOHC. The Vice Chair of Education, along with the respective committees, shall monitor these programs for consistency in quality, format, content, testing and evaluation. The Vice Chair of Education shall also perform such other duties and have such other powers as these by-laws and the Council or the Chair may from time to time prescribe.
- e. The Executive Director shall carry out the purposes of the corporation within the framework of legal requirements and these by-laws, and the general and specific assignments given by the Council and the Chair, and shall be responsible for the day-to-day supervision of the staff of the corporation.

ARTICLE IV--MISCELLANEOUS PROVISIONS

1. Books and Records.

The financial and operational books and records of the corporation shall be

maintained at the principal office and open for inspection at that location by members of the Council upon appropriate advance request during business hours. The books and records shall also be open for inspection and audit by appropriate governmental agencies. The records of the corporation maintained for this purpose shall include summaries of the proceedings of all regular and special meetings of the Council, and committee meetings.

2. Audits.

The financial records of the corporation shall be audited annually by an independent certified public accountant selected by the CAOHC Council. The Financial Advisory Committee will also act as the Audit Committee as needed or when required by state regulations and/or federal laws.

3. Reports.

The corporation shall promptly provide all required reports for submission to governmental authorities, provided these reports shall not reveal confidential or privileged information.

4. Fiscal Year.

The fiscal year of the corporation shall be determined by resolution of the Council.

5. Execution of instruments.

All instruments of a contractual nature may be executed by the Chair and Secretary and all instruments for the withdrawal or transfer of funds by the Chair and Treasurer or other persons designated by the Council

6. Parliamentary Procedure.

Proceedings shall be conducted in accordance with Robert's Rules of Order, Revised, to the extent they are not inconsistent with these by-laws.

7. Executive Director. An Executive Director may be employed directly or by contract by the Council. The Executive Director shall have general charge of the day-to-day operations and Management of the Council. The Executive Director may sign in the name of or on behalf of the Council any contract or agreement authorized by the Council and shall do and perform such additional duties as may be assigned by the Board of Directors and/or otherwise expressed in a management agreement. The Executive Director shall be entitled to attend all Council and Executive Committee meetings.

8. Corporate Seal. CAOHC shall have no seal.

9. Trademarks. No Council or committee member, CPO, officer, employee or agent of CAOHC may use CAOHC's name or trademarks for personal, commercial purposes

or funding purposes without prior approval of the Council.

10. Definition of "Code". All references in these Bylaws to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions subsequently enacted.

ARTICLE V--AMENDMENTS

These by-laws may be amended, repealed, or altered, in whole or in part, and additional by-laws may be adopted, by a majority vote of the Council.

ARTICLE VII--INDEMNIFICATION

The corporation shall indemnify and hold harmless all current and former Council or committee members, officers, employees and agents of CAOHC from and against claims, judgments, fines and amounts paid in settlement actually and reasonably incurred by them, including attorneys' fees and the costs of defending any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the corporation) arising out of service as a Council member or officer of the corporation to the full extent permitted under the provisions of the New Jersey Nonprofit corporation Law, or successor or amended provisions of the New Jersey Nonprofit Corporation Law. These indemnification rights shall not be deemed to exclude any other rights to which the Council or committee member, officer, employee or agent may otherwise be entitled. CAOHC may, but shall not be required to, supplement such indemnification against such liability and expenses by the purchase of insurance on behalf of any such persons, whether or not CAOHC would be obligated to indemnify such person under this Article.

Appendix A

Component Professional Organizations

American Academy of Audiology

American Association of Occupational Health Nurses

American Academy of Otolaryngology - Head & Neck Surgery

American College of Occupational and Environmental Medicine

American Industrial Hygiene Association

American Society of Safety Engineers

American Speech-Language-Hearing Association

Institute of Noise Control Engineering

Military Audiology Association

Appendix B

CAOHC Council Member Qualifications & Expectations

Qualifications

1. Appointees should be recognized for competence in the field of occupational hearing conservation.
2. Appointees should be familiar with the needs of occupational hearing conservationists, Course Directors, hearing conservation program managers and those of the professional program supervisor.
3. Appointees should have knowledge of the regulations applying to and the principles of occupational hearing conservation.
4. Appointees should demonstrate effective public speaking skills and willingness to participate as an instructor in CAOHC educational workshops.
5. Appointees should possess effective writing skills and be willing to author and edit short documents for CAOHC publications.

Expectations

1. Appointees are expected to attend bi-annual Council meetings/instructional workshops.
2. Appointees are expected to devote time to committee projects/assignments throughout the year.
3. Appointees are expected to demonstrate commitment to the goals and purposes of the Council.
4. New appointees are expected to attend a full-day CD workshop within the first full year of their appointment to the Council.. If not currently teaching OHC courses, new Council members are expected to attend or observe a CAOHC-approved OHC course before they attend their first Council meeting (or within the first year).

Appendix C

Council Member Statement of Responsibilities

The combination of serving on an accreditation body, representing a Component Professional Organization (CPO) and having a professional/personal interest in the hearing conservation industry provides opportunities for misunderstandings and potential conflicts of interest. This document describes expectations and requirements of the Council for Accreditation in Occupational Hearing Conservation (CAOHC) Council members that are considered essential to preserve standards of integrity and ethical principles.

1. Council members must maintain membership in good standing with their sponsoring CPO.
2. Council members should fully support the mission, purpose, and goals of CAOHC. Council members are encouraged to provide ideas, comments and concerns during the policy formation process. Once a policy is enacted by the Council, Council members are to support the policies.
3. A substantial time commitment is necessary from each Council member. Attendance at semi-annual Council meetings is imperative. Council members will have roles on various committees with responsibilities and expectations for responsiveness. Assignments arising from these roles must be completed on time and in a professional manner.
4. While policies are being formulated, all information exchanged and the content of the discussions is confidential to the Council and not to be shared outside the Council until officially released by the CAOHC Executive Office.
5. Council members must conduct their actions with confidentiality and impartiality. While information about Course Directors (CD) or Occupational Hearing Conservationists (OHC) may be shared during Council processes, such information must remain confidential and may not be used for personal gain or competitive advantage through employers or vendors.
6. Any articles, slides, images, graphics, or other presentation materials published in CAOHC-sponsored publications, used in CAOHC-sponsored workshops, or in any other way related to CAOHC activities are to be used only with the permission of the original author and may only be used for non-CAOHC purposes when explicit permission is granted by the author. In no case may a Council member represent any lecture or course not officially produced by CAOHC as having CAOHC endorsement, sanction or affiliation. The CAOHC logo may only be used on materials related to official CAOHC use (e.g., CD workshops, Professional Supervisor courses, CAOHC-approved OHC courses).
7. Council members are to read, periodically review, and adhere to the Bylaws and Policies and Procedures documents of CAOHC.

1 Council synonymous with a "Board" or "Board of Trustees"

8. Council members are to avoid any actions that may pose a conflict of interest with their position as a member of Council. This includes individual activities that might give the appearance of being CAOHC-sanctioned or CAOHC-affiliated.

9. Council members must avoid promoting (or appearing to promote) their own personal or business interests or the business interests of select Course Directors, OHCs, advertisers, or other organizations when engaging in any Council business.

10. Authors or presenters of CAOHC information to be used in a formal presentation, whether in CAOHC-approved or public formats, are required by CAOHC to write generic language when indicating commercial products, and to design presentations or slides with multiple commercial materials available or depicted, and to restate that there can be no appearance that CAOHC is endorsing any commercial product. If a CAOHC Council member is an employee of a commercial company, a disclaimer must be added to all written and electronic documents and/or the disclaimer must be stated verbally at the beginning of a presentation.

Council Member Declaration:

I have reviewed and intend to comply with the aforementioned responsibilities. If anything should occur during the term of my Council representation that might be a conflict with these statements, I will take the initiative to inform the Chair of the Council to discuss possible actions. Those actions can include but are not limited to recusing a Council member from certain discussions or votes, voluntary resignation, or removal from the Council.

Print Name _____

Signed _____

Date _____