



CAOHC®

Council for Accreditation in
Occupational Hearing Conservation

By-Laws

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

2008
(Revised 11/08)

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 shall not have members. Management of the business and affairs of the Corporation shall be vested in a Council, synonymous with a "Board" or "Board of Trustees" under applicable law. The Council shall act in furtherance of the non-profit purposes for which the Corporation is organized.

3. **Location.**

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

4. **Purpose.**

The purposes of CAOHC include:

- (a). Provide certification to instructors (known as Course Directors)
- (b). Provide certification to technicians (known as Occupational Hearing Conservationists).
- (c). Provide certification to audiologists and physicians (known as Professional Supervisors of the Audiometric Component of the Hearing Conservation Program)
- (d). Fill the need for professional guidelines and standards of practice in the occupational hearing conservation field.
- (e). Provide education, information and guidance to industry and those serving industry regarding the implementation of an occupational hearing conservation program.
- (f). Seek to prevent occupational hearing loss.

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 by-laws. Each CPO shall recommend from their membership two Council member appointees who have been recognized for competence in the field of occupational hearing conservation and who meet the qualifications and expectations outlined in the document attached here as Appendix B. Each prospective appointee's experience in the field of occupational hearing conservation shall be reviewed by the Council's Executive Committee and endorsed 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 three-fourths vote of the Council.

2. Responsibilities; Powers.

(a) The Council shall manage the business and affairs of the Corporation.

(b) The Council will read and sign a declaration of their agreement of the document known as "Statement of Responsibilities" listed in Appendix C.

3. Appointment.

Except as otherwise provided herein, members of the Council shall be appointed by a CPO to which they belong. If a vacancy occurs it shall be filled within thirty (30) days thereafter by the CPO having appointed the member of the Council whose position has been vacated. If the CPO fails to timely appoint a person to fill a vacancy, the Council may do so by an interim appointment, which shall expire if and when the CPO shall duly appoint a person to fill the position.

4. Term.

Members of the Council shall be appointed for terms established by their appointive CPO, preferably for staggered terms of at least five years. The terms shall expire at the end of the fall meeting of the Council. In addition, term limit is set at no more than 10 years. Any extension beyond ten years must be approved by a two-third vote of Council. Council service may exceed a total of ten years during service on the Executive Committee and CPO representation may exceed 10 years when the officer is serving as Immediate Past Chair. A Council member may resign upon notice to the Secretary, and 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 in the fall (usually early November) on an annual basis effective 2006, 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 which event not less than 48 hours' 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. Waiver of Notice.

Whenever notice of any meeting of the Council is required to be given by law or these by-laws, a waiver thereof in writing, signed by the person entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection shall constitute a waiver of required notice.

7. Quorum and Voting.

(a) At any meeting of the Council a majority of Council members in office 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 shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum shall be 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 required to vote therefor, 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.

8. Resignation and Removal; Vacancies.

(a) A Council member may resign at any time. Such resignation shall be made in writing to the Council and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Council. Acceptance of a resignation shall not be necessary to make it effective.

(b) Any member of the Council may be removed for cause by a two-thirds (2/3) vote of the remaining members of the Council.

9. Committees.

(a) Executive Committee.

The Executive Committee is composed of the 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 Immediate Past Chair shall serve the Committee in an ex-officio and non-voting capacity. 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 Chair shall appoint for two year terms three members of the Council, none of whom shall have been

appointed to the Council by the same CPO, to constitute the Nominating Committee, and shall designate one such member as Committee Chair. The Nominating Committee shall nominate candidates for officer positions.

(c) 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, Vice Chair of Education and such other officers, including an Executive Director, as the Council may from time to time designate. No two offices may be held by the same person, except those of Secretary and Treasurer.

2. Election Term.

(a) The Chair, Vice Chair, Secretary –Treasurer and Vice Chair of Education shall be elected from the Council members by plurality of the Council members voting. They shall serve for a term of two (2) years, and thereafter until their successors shall have been chosen and qualified or until their earlier death, resignation or removal. An incumbent Chair shall not be eligible for re- election, nor shall such Chair be succeeded by a Council member appointed by the same CPO.

(b) The Nominating Committee shall report its nominations for officers to the Executive Committee by 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 with the nominees of the Committee, shall constitute the nominated candidates. Election shall be by mail ballot returned to the Executive Director at least 30 days prior to the Fall meeting of the Council. 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.

(c) An Executive Director may be selected, employed and supervised by the Council and shall serve at their pleasure. The Executive Director shall not be a member of the Council.

(d) 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 keep the books and records of the corporation and the minutes of all meetings of the Council and all committees, shall issue proper notices of all such meetings, shall perform all other duties which are incident to the office of Secretary-Treasurer and shall 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.

(d) 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 financial 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 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.

e) 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.

f) 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.

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 Council members and officers of the corporation and former Council members and officers of the corporation 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 Non Profit corporation Law, or successor or amended provisions of the New Jersey Non-Profit Corporation Law.

Appendix A

Component Professional Organizations

- a) American Academy of Audiology
- b) American Academy of Otolaryngology - Head & Neck Surgery
- c) American Association of Occupational Health Nurses
- d) American College of Occupational and Environmental Medicine
- e) American Industrial Hygiene Association
- f) American Society of Safety Engineers
- g) American Speech-Language-Hearing Association
- h) Institute of Noise Control Engineering
- i) Military Audiology Association

Appendix B

CAOHC Council Member Qualifications & Expectations

1. Appointees who have been recognized for competence in the field of occupational hearing conservation.
2. Familiarity with the needs of occupational hearing conservationists, Course Directors, hearing conservation program managers and those of the professional program supervisor.
3. Ability to attend annual Council meetings/instructional workshops.
4. Time to devote to committee projects/assignments throughout the year.
5. Commitment to the goals and purposes of the Council.
6. Knowledge of the regulations applying to and the principles of occupational hearing conservation.
7. Effective public speaking skills and willingness to participate as an instructor in CAOHC educational workshops.
8. Effective writing skills and willingness to author and edit short documents for CAOHC publications.
9. New representatives are to attend a full-day CD workshop at the time of their first Council meeting, but no later than their second Council meeting. 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.

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"
Final 2008 Revisions

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.