

BYLAWS OF
NORTHWEST ASSOCIATION OF OCCUPATIONAL AND ENVIRONMENTAL MEDICINE

Amended March 1, 2003

ARTICLE I
GENERAL MATTERS

1.1 Name. The name of the Association is the Northwest Association of Occupational and Environmental Medicine, a component society of the American College of Occupational and Environmental Medicine (the "National Society").

1.2 Statutory Registered Office and Agent. The address of the registered office of the Association shall be 601 Union Street, Suite 4100, P.O. Box 21926, Seattle, Washington 98111-3926, and the registered agent at such address shall be WKG, Inc.

1.3 Day, Hour and Place of Annual Member's Meeting. The annual meeting of the members shall be held on the second Thursday of October or at such time and place, as the Board of Directors shall elect. The place of the meeting shall be designated by the Board of Directors.

1.4 Fiscal Year. The Association's fiscal year shall end on the date designated by the directors.

1.5 Association Seal. The Association may at its option have a seal. The seal shall be as embossed on this page.

1.6 Statutory Registered Office and Agent. The address of the registered office and the name of the registered agent of the Association maintained pursuant to law shall be as stated in paragraph 1.1.

1.7 Other Offices. The Association may have such other offices, either within or without the state of incorporation, as the Board of Directors may from time to time designate.

ARTICLE II
OBJECTIVES

The Association is organized for the purpose of bringing together those physicians in the Pacific Northwest who are interested in the field of occupational and environmental medicine with the objective of improving the practice of Occupational and Environmental Medicine. The goal is to exert leadership by means of programs provided to physicians in the Northwest region, which are educational, legislative, scientific, and social in nature.

ARTICLE III
MEMBERS

3.1 Classification.

A. General. Classes of membership are as defined in the national society Bylaws, with each class having the same eligibility requirements, rights and privileges as provided in such Bylaws. Members having voting privileges are those who hold Fellow, Master or Active membership status.

Election to membership will be accomplished as provided and required under the Bylaws of the National Society. Applications for membership submitted to this component society will be sent directly to the National Society. All applicants accepted for membership in the National Society are hereby approved for membership in this component society.

B. Delegates. National Delegates are nominated and elected from the Active membership at large. Candidates for the position of national delegate are nominated by the Board of Directors and elected by the voting members at the annual meeting of members. Additional nominations by the general membership at the time of the annual meeting are permitted. The Delegate term of office is defined by the Bylaws of the national society.

3.2 Qualification, Resignation, Suspension and Expulsion.

A. Qualification. Only those physicians who hold doctorate degrees in medicine and/or osteopathy from an accredited college or university shall qualify for membership.

B. Resignation or Suspension. Any member in good standing in the Association may honorably withdraw by submitting a letter of resignation to the Secretary-Treasurer. Membership also may be suspended or terminated by action of the Board of Directors for failure to pay dues or assessments for one year.

C. Expulsion. Disciplinary actions and expulsion procedures shall be identical to those described in the Bylaws of the National Society.

3.3 Place of Meetings. The President may designate any place, either within or without the State of Washington, as the place for any annual meeting, or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Association in the State of Washington.

3.4 Notice of Meetings. Written notice stating the place, day, and hour of the meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten (10) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or the persons calling the meeting, to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the Association, with postage thereon prepaid.

Waiver of said notice may be made orally or in writing either before or after the meeting. Attendance of a voting member at a meeting shall constitute a waiver of notice of such meeting except where such member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and he/she gives written notice -of his/her objection to the Secretary prior to the commencement of the meeting.

3.5 Meetings. A meeting may be held by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

3.6 Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, and shall be called by the President at the request of not less than one-third (1/3) of the Directors. No business shall be transacted except as specified in the notice calling the meeting.

3.7 Quorum. Unless otherwise provided in the Articles of Incorporation, one-fifteenth (1/15) of the voting members of the Association shall constitute a quorum at a meeting of members. A voting member shall be considered present at any meeting of the members, notwithstanding his/her physical presence at a different location, when he/she shall be in communication with the other members present at such a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other at the same time. If less than one-fifteenth (1/15) of the voting members are represented at a meeting, the members so present may adjourn the meeting from time, to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.8 Informal Action by Members. Any action required to be taken at a meeting of the voting members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members and shall be inserted in the minute book as though it were the minutes of a meeting of the members.

ARTICLE IV BOARD OF DIRECTORS

4.1 General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

4.2 Number, Tenure and Qualifications. The Directors of this Association shall consist of the Officers and the nine other Directors initially named in the Articles of Incorporation; but if the minutes of any meeting of members should indicate that a larger or lesser number have been elected, then this bylaw shall be considered to have been amended to conform to the number set forth in the minutes. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Each Director shall hold office for a three-year term and until his/her successor shall have been elected and qualified. Provided, however, the term of one-third (1/3) of the initial Directors shall be one (1) year, their term of another one-third (1/3) of the initial Directors shall be two years, and the term of the last one-third (1/3) of the initial Directors shall be three (3) years. Directors need not be residents of the State of Washington.

4.3 Elections and Term of Office. Future Directors (both officer and non-officer) are nominated by the incumbent Board of Directors and shall be elected by the voting members at the annual meeting of members. Additional

nominations by the general membership at the time of the annual meeting are permitted. Officers of the Association, who shall also be directors, shall also be elected at the annual meeting of members. Future non-officer Directors shall hold office for three-year terms and until their respective successors are elected and qualify. The terms shall be staggered so that three non-officer directors are elected at each annual meeting of members. Director-Officers shall hold office for not more than two consecutive annual terms. Vacancies are also filled at the annual meeting of members as provided in Section 4.14. In the event of failure to hold an election of directors at any annual meeting of members, or failure to hold any annual meeting of members, the election of directors may be held at a special meeting of the members called for that purpose.

4.4 Regular Meetings. Regular meetings of the Board of Directors are held twice each year, once in the spring and once in the fall. The executive committee may provide, by resolution, the time and place, either within or without the State of Washington, for the holding of the other regular meeting.

4.5 Notice. Notice of any regular and special meeting shall be given at least 10 days previous thereto by written notice delivered personally or by mail, telephone or telegraph. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.6 Special Meetings. Special meetings of the Board of Directors may be called at the request of the executive committee. The executive committee may fix any place, either within or without the State of Washington, as the place for holding any special meeting of the Board of Directors called by them.

4.7 Meetings. A meeting may be held by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

4.8 Quorum. A majority of the number of directors fixed by Section 4.2 of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but, if less than such a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.9 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.10 Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent, in writing, setting forth the action to be taken shall be signed before such action by all of the Directors. Such consent shall have the same effect as a

unanimous vote, and shall be inserted in the minute book as if it were the minutes of a board meeting.

4.11 Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to any director who voted in favor of the action.

4.12 Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board, may designate an executive committee comprised of the officers as defined in Section 5.1 and one or more other committees each of which, to the extent provided in such resolution of in the Articles of Incorporation or these Bylaws, shall have and may exercise all the authority of the Board of Directors. Each such committee may consist of one or more of the directors. The Board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee.

No committee shall have the authority of the Board of Directors to (I) fill vacancies on the Board of Directors or any committee thereof, (ii) amend the Bylaws, (iii) fix the compensation of any director for serving on the Board of Directors or on any committee, or (iv) appoint other committees of the Board of Directors or the members thereof.

4.13 Expenses. By resolution of the Board of Directors, each director may be paid his/her expenses, if any, of attendance at each meeting of the Board of Directors.

4.14 Vacancies. Newly created directorships resulting from any increase in the authorized number of directors shall be filled by the affirmative vote of a majority of the directors then in office, or by a sole remaining director, for a term of office continuing only until the next election of directors by the members. Vacancies in the Board of Directors shall be appointed by the executive committee, for a term lasting only until the next annual member's meeting, when the Board of Directors shall nominate additional members to serve the remainder of the vacant term, subject to election by the general membership in accordance with the terms of these Bylaws.

4.15 Resignation. A director may resign at any time by delivering written notice of his/her resignation to the Secretary of the Association, or if the Secretary cannot be found, to the President or registered agent of the Association. The resignation shall be effective upon receipt by the Secretary-Treasurer, President or registered agent as the case may be.

4.16 Removal. At a special meeting of the members called for such purpose, any director, or the entire Board of Directors, may be removed, with or without cause, by a vote of two-thirds (2/3) of the voting members then present, provided a quorum exists.

4.17 Electronic Board Meeting. A board meeting may be held via the Internet. The President or another officer acting on his/her behalf may initiate an "electronic board meeting" using electronic mail (email), telephone conferencing, videoconferencing, Internet conferencing or similar

technologies available in the future. Electronic Board meetings are to supplement but not replace face to face meeting of the Board. The Officer initiating the Board Meeting shall issue an announcement to Board members via email or US Mail not less than ten days prior to the planned commencement of the meeting with instructions to respond to all members of the Board and to the Association's executive administrator simultaneously via email. When a quorum of board members responds to the call for an electronic meeting the meeting will be considered to have been called to order. The board members who have responded to the call for a meeting have "signed on" and are to be considered to be in attendance electronically. Only one topic requiring board action may be considered per electronic board meeting. Discussion and voting shall occur electronically (email or similar future electronic communication technique). All electronic messages must be addressed to all board members and the Administrator simultaneously. The administrator shall maintain a copy of these transmissions to document quorum requirements and the content of the meeting. The secretary may choose, if appropriate, to summarize the electronic board meeting as Board Meeting Minutes. When conducted by email, the duration of an electronic board meeting shall be limited to two weeks unless specifically extended by the board and approved by majority vote of the quorum of board members "signed on". In the event that the business of the Board has not been concluded in the two week period, and an extension has not been approved the board meeting will be considered adjourned and the outstanding business will be concluded at the next Board meeting. All business conducted during a regular board meeting except the amendment of Bylaws may be conducted at an electronic board meeting.

Amendment to the bylaws were approved by a majority vote of the Board of Directors March 1, 2003

ARTICLE V OFFICERS

5.1 Officers. The officers of the Association shall be a President, Past President, Vice President, and a Secretary/Treasurer. Such officers shall comprise the executive committee. The Board of Directors shall nominate candidates for each such office. Each such officer shall be elected by the voting members at the annual meeting of members. Two or more offices may be held by the same person, except the offices of President and Secretary Treasurer. In addition, the Board of Directors may elect a Chair of the Board, if deemed proper.

5.2 Qualifications. The qualifications for becoming an officer shall be the same as required under the Bylaws of the national society, provided, that it shall not be a requirement that an officer be a Fellow, Master, or previous member of the Board, but such status is preferred.

5.3 President. The President shall preside as Chair at all meetings of the Board of Directors and he/she shall have and perform such other duties as from time to time may be assigned to him by the Board of Directors or any committee thereof. The President is the chief executive officer of the component society. The President shall have the usual executive powers pertaining to the office of President, including the general supervision, direction and control of the business of the Association and the responsibility to carry out the resolutions adopted by the Board of Directors and to execute on behalf of the component society any contracts or other instruments authorized by the Board of Directors. Although the President is subject at all times and in all matters to the direction and control of the Board of Directors, he/she is expected to conduct routine business between

board meetings and is authorized a discretionary budget, defined by the Board of Directors. The President may appoint standing and ad hoc committees. . Additional policy and procedure is contained in the Administrative Handbook, approved by the Board of Directors. A vacancy in the Presidency is filled by the Vice President.

5.4 Past President. The Past President is the individual who has held the office of president immediately prior to the present incumbent. This officer is a voting member of the executive committee, and provides counsel to other officers.

5.5 Vice President. In the absence or disability of the President, or in the event that for any reason it is impracticable for the President to act personally, the Vice President shall have the powers and duties of the President. The Vice President shall have such other powers and duties as shall be assigned to him by the President or the Board of Directors.

5.6 Secretary/Treasurer. The Secretary-Treasurers shall give, or cause to be given, notice of all meetings of the directors, and all other notices required by statute, the Articles, or these Bylaws. The Secretary-Treasurer shall record all of the proceedings of the meetings of the directors in a proper corporate minute book. If the Association has a seal, the Secretary/Treasurer shall have custody of it and shall affix it to all proper Association documents and instruments, and when so affixed shall attest the same. The Secretary-Treasurer shall also perform such other duties as may be assigned by the President or the Board of Directors.

The Secretary-Treasurer shall also have the custody of the Association funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Association. The Secretary-Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Secretary-Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, the Chair of the Board (if there is one), or the President, taking proper vouchers for such disbursements. The Secretary-Treasurer shall render to the Chair of the Board (if there is one), President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all the transactions as Treasurer and of the financial condition of the Association. If required by the Board of Directors the Secretary-Treasurer shall give the Association a bond for the faithful discharge of such duties in such amount and with such surety as the Board shall prescribe. The Treasurer shall also perform such other duties as may be assigned by him by the Chair of the Board (if there is one), President or the Board of Directors or as stated in the Administrative Handbook.

A vacancy in the Secretary-Treasurer will be appointed by the executive committee.

5.7 Term of Office. Each officer shall serve for a period of one (1) year and shall take office at the conclusion of the annual member's meeting.

5.8 Vacancies. Except as otherwise provided, vacancies in any office arising from any cause may be filled by majority vote of the Board of Directors at any meeting of the directors.

5.9 Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who

shall hold their offices for such terms, and shall exercise such powers and perform such duties, as shall be determined from time to time by the Board.

5.10 Removal. Any officer, employee or agent of the Association may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.12 Fidelity Bonds. The Board may require some or all of the directors, officers, employees, and agents of the association to furnish adequate fidelity bonds in such amount and with such surety as the Board shall prescribe. The premiums on such bonds (including those required to be furnished by the Treasurer and Assistant Treasurer) shall be paid by the Association.

ARTICLE VI
INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS

A. To the fullest extent permitted by Chapter 23B.08 of the Revised Code of Washington, the personal liability of a director to the Association and its members shall be eliminated and the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement, actually and reasonably incurred by him or her, in connection with such action, suit or proceeding, to the full extent allowed by applicable law.

B. Reasonable expenses incurred by a director, officer, employee or agent who is a party to a proceeding may be paid or reimbursed by the Association in advance of the final disposition of such proceeding:

1. Upon receipt by the Association of a written undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person has not met the standard of conduct necessary for indemnification by the Association as authorized by this section; and

2. Either:

a. After a determination that the information then known to those making the determination (without undertaking further investigation for the purposes thereof) does not establish that indemnification would not be permissible under applicable law; or

b. Upon receipt by the Association of a written affirmation by the director, officer, employee or agent of his/her good faith belief that he/she has met the standard of conduct necessary for indemnification by the Association as authorized in this Article; and

The undertaking required by paragraph 1 of this subsection shall be an unlimited general obligation of the director, officer, employee or agent, but need not be secured and may be accepted without reference to financial ability to make the repayment.

C. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against him and incurred by him in any such capacity of arising out of his/her status as such, whether or not the Association would have the power to indemnify him against such liability under the provision of this Article.

D. Any indemnification of a director in accordance with this Article, including any payment or reimbursement of expenses, shall be reported to the members, if any, with the notice of the next members' meeting or prior thereto in a written report containing a brief description of the proceedings involving the director being indemnified and the nature of such indemnification.

ARTICLE VII MULTIPLE INTERESTS OF DIRECTORS OR OFFICERS

7.1 Multiple Interests of Directors or Officers. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest therein, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his/her vote is counted for such purpose, nor shall the director or officer be required to account to the Association for any profit or benefit derived by him from such contract or transaction if:

A. The fact of his/her interest is disclosed or is known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or the transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

B. The contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the members.

7.2 Quorum at Directors' Meeting. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof, which authorized the contract or transaction.

ARTICLE VIII AMENDMENT OF BYLAWS

These Bylaws may be amended, altered or repealed or new Bylaws adopted by the affirmative vote of a majority of the whole Board of Directors at any regular or special meeting of the Board, if notice of the proposed alteration or amendment is contained in the notice of the meeting; provided, however, that the Board of Directors shall not amend, alter, repeal or adopt any Bylaw in such a manner as to affect the qualifications, classifications, term of office or compensation of the Directors in any way.

ARTICLE IX
POLICIES

9.1 Administrative Handbook. Detailed policies and procedures to conduct business as required by the Bylaws is maintained in, an Administrative Handbook, approved by the Board of Directors. The Administrative Handbook may be amended, altered or repealed or a new Handbook adopted by the affirmative vote by a majority vote of the Board of Directors present at any regular or special meeting of the Board.

ARTICLE X
MISCELLANEOUS

10.1 Rules of Order. The rules contained in the most recent edition of the *Standard Code of Parliamentary Procedure*, by Alice Sturgis, shall govern all meetings of directors where those rules are not inconsistent with statute, the Articles of Incorporation, these Bylaws or special rules of order of the Association.

10.2 Books and Records

10.2.1 Records of Association Meetings and Register of Members. The Association shall cause to be kept complete records of all the proceedings of the Board of Directors.

10.2.2 Copies of Resolutions. Any person dealing with the Association may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors when certified by the President or Secretary.

10.2.3 Books-of Account. The Association shall keep appropriate and complete books of account.

10.3 Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made to directors or officers of the Association.

10.4 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may elect.

10.5 Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers or agents of the Association and in such manner as shall be determined from time to time by resolution of the Board of Directors.

The foregoing Bylaws were duly adopted as the Bylaws of the Association by the Board of Directors on the ___ day of June 1992.

By _____
Dave Bonauto, MD

Secretary/Treasurer

ATTEST:

Calvin T. Jones, M.D., Chair of
the Board/President