PLAINTIFF'S EXHIBIT

IHF-301

UNITED STATES OF AMERICA,

STATE OF OHIO,

OFFICE OF THE SECRETARY OF STATE.

I, GEORGE S. MYERS, Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the

ARTICLES OF INCORPORATION OF
AIR HYGIENE FOUNDATION OF AMERICA, INCORPORATED

filed in this office on the 23rd day of November, A. D. 1935 and recorded in Volume 434, Page 356, of the Records of Incorporations.

WITNESS my hand and official seal, at Columbus, this 23rd day of November, A. D. 1935.

seal

George S. Myers
Secretary of State.

Plaintiff's Ex 3
1-5-39

PLAINTIFF'S EXHIBIT

# ARTICLES OF INCORPORATION

OF

# AIR HYGIENE FOUNDATION OF AMERICA, INCORPORATED.

The undersigned, a majority of whom are citizens of the United States desiring to form a corporation, not for profit, under the General Corporation Act of Ohio, do hereby certify:

FIRST: The name of said Corporation shall be AIR HYGIENE FOUNDATION OF AMERICA, INCORPORATED.

SECOND: The place in this state where the principal office of the Corporation is to be located is Toledo, Lucas County.

THIRD: The purpose or purposes for which said Corporation is formed are:

To conduct and stimulate research and investigation in matters relating to air hygiene, and to gather and disseminate information with reference thereto;

To cooperate with and assist other agencies and organizations active in such research; and

To correlate and coordinate all such research efforts and to do any and all other things incident thereto.

FOURTH: The following persons shall serve said Corporation as Trustees until the first annual meeting or other meeting called to elect Trustees:

| NAME | ADDRESS |
|---|---|
| Mr. Vandiver Brown | 333 East 43rd Street, New York, N. Y. |
| Mr. Roger A. Hitchins | 625 Pembroke Road, Bryn Mawr, Pa. |
| Mr. C. S. Leaher | Wilson Drive, Sen Avon Heights, Pittsburgh, P |
| Dr. S. D. Zaklatwalla | 14 Creighton Avenue, Crafton, Pa. |
| Mr. P. A. Schaaf | 364 Turrell Avenue, S. Orange, N. J. |
| Mr. A. W. Sherwood | 2040 Parkwood Avenue, Toledo, Ohio. |
| Mr. L. T. Williams | 2025 Parkwood Avenue, Toledo, Ohio. |

FIFTH: Various classes of membership may be, from time to time, created with voting power, rights, and privileges, and with dues and fees, as provided in the Code of Regulations. Any person, firm, corporation, association, or organization interested in the purposes of this Corporation may become a member of the Corporation, upon election to membership by the Trustees.

SIXTH: The annual and special meetings of the members and Trustees may be held at such times and at such places, either within or without the State of Ohio, as shall be fixed by the Code of Regulations and By-Laws of the Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 22nd day of November, 1935.

EDWIN WILLIAMS
MARTIN L. HANNA
JOHN D. BLACK

STATE OF OHIO
ss:
COUNTY OF LUCAS

Personally appeared before me, the undersigned, a Notary Public in and for said county, this 22nd day of November, 1935, the above named EDWIN WILLIAMS, MARTIN L. HANNA, and JOHN D. BLACK, who each severally acknowledged the signing of the foregoing Articles of Incorporation to be his free act and deed, for the uses and purposes therein mentioned.

Witness my hand and official seal on the day and year last aforesaid.

ANITA CLARE
Notary Public

Seal

AIR HYGIENE FOUNDATION OF AMERICA,
INCORPORATED.

MINUTES OF INCORPORATORS' MEETING.

Toledo, Ohio, November 25, 1935.

The Incorporators of Air Hygiene Foundation of America, Incorporated, met this day at the office of Williams, Eversman & Morgan, 16th Floor Second National Bank Building, Toledo, Ohio, at 2:00 o'clock p.m., pursuant to the following waiver of notice:

Toledo, Ohio, November 25, 1935.

We, the undersigned, being all of the Incorporators of Air Hygiene Foundation of America, Incorporated, do hereby waive notice of a meeting of Incorporators to be held at the office of Williams, Eversman & Morgan on November 25, 1935, at 2:00 o'clock p.m., for the purpose of fixing a time and place for the first meeting of members of the Corporation and for the transaction of such other business as shall properly come before the meeting.

Edwin Williams

Martin L. Hanna

John D. Black

Incorporators

John D. Black was chosen Chairman of the meeting and Edwin Williams was chosen Secretary.

On motion duly seconded and carried, the following resolution was adopted:

> RESOLVED, that a meeting of the members of Air Hygiene Foundation of America, Incorporated, be and it is hereby called, to be held at the Mellon Institute of Industrial Research in the City of Pittsburgh, Pennsylvania, on the 16th day of December, 1935, at ten o'clock a.m., for the purpose of adopting a Code of Regulations, and that the Secretary be and he hereby is authorized and directed to give to each member of the Corporation at least ten (10) days' notice by mail of the time and place of such meeting and the purpose thereof.

There being no further business to come before the Incorporators, the meeting was, on motion, duly adjourned.

John D. Black
Chairman

Attest:

Edwin Gilliams
Secretary.

3-1-70.34 --796

ARTICLES OF AMENDMENT

To: THE DEPARTMENT OF STATE
COMMONWEALTH OF PENNSYLVANIA

of Article VII
In compliance with the requirements of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, approved May 5, 1933, P.L. 289, as amended, INDUSTRIAL HYGIENE FOUNDATION OF AMERICA, INC., desiring to amend its Articles of Incorporation, and electing to proceed under Section 14 of said Act, does hereby certify in these Articles of Amendment as follows:

1. The name of the corporation is INDUSTRIAL HYGIENE FOUNDATION OF AMERICA, INC. (hereinafter sometimes referred to as the "Foundation") and its registered office is 5231 Centre Avenue, Pittsburgh, Pennsylvania 15232.

2. The corporation was incorporated under the name "INDUSTRIAL HYGIENE FOUNDATION OF AMERICA, INC." pursuant to the Act of May 5, 1933, by final decree of the Court of Common Pleas of Allegheny County, Pennsylvania, dated July 23, 1941. The original Articles were recorded July 23, 1941 in the Office of the Recorder of Deeds of Allegheny County, Pennsylvania, in Charter Book Volume 68, page 624.

4 9-5-80 4/5

3. On May 19, 1970, in Pittsburgh, Pennsylvania, the members of the Foundation held a special meeting, pursuant to written notice (attached) given to each member at least ten days prior to the date of said meeting, at which meeting 195 members, being a majority of the members entitled to vote thereon, voted in favor of resolutions authorizing the amendments to the Articles of the Foundation hereinafter set forth and authorizing this application, and one member voted against such resolutions.

4. It is proposed that Article First of the Articles of Incorporation be amended to read as follows:

"FIRST: The name of the corporation is INDUSTRIAL HEALTH FOUNDATION, INC., a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania."

5. It is proposed that Article Third be amended to read as follows:

"THIRD: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The purposes for which it is formed are:

1. To conduct and stimulate research and investigation in matters relating to industrial health and to gather and disseminate information in reference thereto.

2. To cooperate with and assist other agencies and organizations active in such research."

3. To correlate and coordinate all such research efforts and to do any and all things incident thereto.

IN WITNESS WHEREOF, INDUSTRIAL HYGIENE FOUNDATION OF AMERICA, INC. has caused these Articles of Amendment to be executed under its corporate seal by the hand of its President and duly attested by its Secretary this 29 day of [illegible], 1970.

INDUSTRIAL HYGIENE FOUNDATION OF AMERICA, INC.

By [signature]

Attest:

[signature]

[illegible] the Hygiene Foundation of America, Inc.
incorporated in the State of [illegible]

July 23, 19[illegible] Industrial Hygiene Foundation, Inc.
incorporated in the State of Pa.

May 19, 1976 meeting of members to change name of
Industrial Health Foundation, Inc.

May 26, 1976 Name change approved by the Board of

# INDUSTRIAL HEALTH FOUNDATION, INC.

## BY-LAWS

October, 1973

## PREAMBLE

Industrial Health Foundation, Inc., a non-profit organization for the advancement of healthful working conditions in industry, shall conduct and stimulate investigations and research, provide services, consultative advice and guidance in the field of industrial hygiene, occupational and environmental health and safety and gather and disseminate factual information relating thereto. It will cooperate with and assist other organizations active in these fields and collaborate in investigations and research programs.

## ARTICLE I

Section 1. The name of the organization shall be Industrial Health Foundation, Inc., (IHF) as provided by the Articles of Amendment, dated June 19, 1970, to its charter under the Commonwealth of Pennsylvania, dated December 3, 1941.

Section 2. These By-Laws repeal and supplant the Code of Regulations adopted September 29, 1959, and the revised By-Laws adopted October 15, 1968, and shall become effective for the conduct of business by the Members at the Annual Business Meeting of IHF on October 10, 1973, or such subsequent time as they are adopted by a majority of the Board of Trustees and ratified by the members in accordance with Article X of the By-Laws adopted October 15, 1968.

Plaintiff's Ex 5
4-5-80
a/s

## ARTICLE II

### Office and Meetings of Members

Section 1. The principal office, unless otherwise designated by the Board of Trustees, shall be located in or near Pittsburgh, Pennsylvania.

Section 2. There shall be an Annual Business Meeting of the members at such time and location as designated by the Board of Trustees. Notice of such Annual Business Meeting and of the business to be transacted thereat shall be mailed to the members at least 30 days in advance.

Section 3. Special meetings of the membership may be called at any time by the Board of Trustees or the Chairman of the Board of Trustees or by the written request filed with the Secretary of not less than one-third of the members. A thirty-day notice of the time and place of such special meetings and of the business to be transacted shall be mailed to the membership.

Section 4. Appropriate proxies shall be included in all notices of regular or special business meetings of the membership.

Section 5. A quorum for any meeting of the membership shall be the presence in person or by proxy of at least one-third of the members entitled to vote at the meeting. If a quorum is not present at the time and place fixed as herein provided, a majority of those present, in person or by proxy, may adjourn from time to time, and successively, without notice other than by announcement at the meeting, until a quorum shall be in attendance. At any such adjourned meeting, any business may be transacted which might have been transacted had the meeting been held at the time originally fixed therefor. Any action shall require a majority vote of those present in person or by proxy constituting a quorum.

Section 6. Unless otherwise ordered by a majority vote of the members present, the order of business of regular and special meetings shall be as follows:

1. Establishment of a quorum present in person and by proxy.

2. Reading of minutes.
3. Reports and statements of officers and committees.
4. Unfinished business.
5. Election of Trustees.
6. New business.

## ARTICLE III

### Members

Section 1.

(a) Any organization interested in industrial health or hygiene and/or environmental and occupational health may become a member of IHF.

(b) Members may be separated into certain classifications for the establishment of a dues structure related to the size and activities of the organization.

(c) The Board of Trustees shall establish the classification of members.

(d) All members shall be entitled to one vote at membership meetings, to be cast by the member's official representative or by proxy.

Section 2. Application for membership shall be in writing, stating the name, address, and business of the applicant, and shall be filed at IHF headquarters. The Board of Trustees shall consider all applications for membership, and an applicant shall become a member only upon favorable vote of a majority of the entire Board, cast either at a duly called Board Meeting or by letter ballot.

Section 3. Membership dues and/or fees shall be fixed from time to time by the Board of Trustees.

Section 4. Members shall be provided with reports covering the results of all research studies, surveys, and related programs

supported by IHF funds which accrue from dues payments, and on all specifically sponsored projects wherein the contractual commitments do not require confidentiality. However, IHF will endeavor to procure the publication rights on all research and investigative programs which are undertaken.

Section 5. Any member may at any time resign from membership in IHF, such resignation to take effect on the date indicated in such resignation or upon acceptance thereof by the Board of Trustees in event no such date is indicated. All rights of a member in IHF or its property shall cease on the termination of its membership. No refund of any portion of annual dues or fees shall be made because of such resignation.

Section 6. If the conduct of any member shall appear to be in willful violation of the Articles of Incorporation or By-Laws of IHF, or shall be prejudicial to the best interests of IHF, the Board of Trustees may, by the affirmative vote of two-thirds of the entire Board, suspend or expel such member. Before taking such action, a written copy of the charges must be served upon the member and within thirty (30) days of such written charges an opportunity given him to be heard before the Board of Trustees in defense. A motion to reconsider the suspension or expulsion of any member may be made at the next meeting of the Board of Trustees, but not thereafter. Any member so expelled and any member so suspended shall not, after expulsion or during the period of suspension, be entitled to any of the assets, rights, and privileges of IHF or to any refund of dues or fees.

## ARTICLE IV

## Board of Trustees

Section 1. The Board of Trustees shall consist of the following, all of whom shall be entitled to vote unless otherwise herein stipulated:

1. Twenty-four Trustees, elected in accordance with the provisions of Section 2 of this Article.

2. The President and Vice President(s) of IHF appointed in accordance with the provisions of Section 1 of Article VI.

They shall be entitled to vote on all matters except those pertaining to their own terms, conditions, and tenure of employment.

3. The Immediate Past Chairman of the Board of Trustees.

4. Trustees Emeritus whom the Board may designate from time to time or has heretofore designated in recognition of distinguished service shall be non-voting members of the Board.

5. The Chairmen of Standing Committees may be non-voting invitees to Board Meetings.

Section 2. Trustees shall be elected at the Annual Business Meeting of the members by majority vote of those official member representatives present or represented by proxy at the meeting. They shall be chosen from among members of IHF, except that not more than three (3) may be from non-member organizations. The term of office shall be three years, beginning and ending upon the adjournment of the Annual Business Meeting of the members. One-third of the Trustees shall be elected annually for three-year terms. An elected Trustee shall be eligible to serve two successive terms and shall not thereafter be eligible for election as a Trustee until one year has intervened. Nothing herein contained shall be construed as prohibiting the election or appointment of such person to the Board in accordance with other provisions of these By-Laws during such period of ineligibility as an elected Trustee.

Section 3. Except as provided in Article V, Section 3, the Board of Trustees shall fill all vacancies occurring on the Board, on the Executive Committee, and among the elected officers of IHF arising out of death, resignation, removal, or failure to assume office. Such vacancies shall be filled by majority vote of the Board taken at a duly called and constituted meeting of the Board or by a majority of the Board by letter

ballot. Such election shall be deemed to be only for the balance of the unexpired term and shall be counted as a full term in respect to limitations of succession as herein provided.

Section 4.

(a) The Chairman shall appoint, with the approval of the Board, not more than four Trustees, who together with the elected officers of IHF, as provided in Article V, and with the President, shall constitute the Executive Committee. The Executive Committee shall have and may exercise all the powers of the Board during the interim between meetings of the Board.

(b) The affirmative vote of a majority of the Executive Committee present shall be necessary for any action by that Committee.

(c) The Chairman of the Board shall act as Chairman of the Executive Committee.

Section 5. The Board of Trustees shall oversee the operations of IHF, subject only to the action of the members in meeting assembled. It may promulgate and enforce rules governing the rights and privileges of the members, fill vacancies, and shall appoint the administrative staff of IHF and approve chairmen of standing or special committees of IHF.

Section 6. The Board of Trustees shall meet no less than twice each year. A regular meeting shall be held as soon as reasonably convenient following the Annual Business Meeting of members as provided in Article II, Section 2, for the purpose of organizing the Board, electing officers, and appointing Committees.

Section 7. At any meeting of the Board, one-third of the Board membership shall constitute a quorum. At any meeting of the Executive Committee, a majority of Executive Committee members shall constitute a quorum.

Section 8. Meeting notices may be given personnally or by telephone, or by written or printed notice directed to the address appearing in the records of IHF and transmitted by telegraph, by mail, or by messenger, and shall set forth the time, place, and purpose of the meeting.

Section 9.

(a) If the conduct of any Trustee shall appear to be in willful violation of the Articles of Incorporation or By-Laws of IHF or shall be prejudicial to the best interests of IHF, the Board of Trustees may, by the affirmative vote of two-thirds of the entire Board, suspend or expel such Trustee. Before taking such action, a written copy of the charges must be served upon the Trustee, and within thirty (30) days of such written charges, an opportunity be given the Trustee to be heard before the Board of Trustees in defense. A motion to reconsider the suspension or expulsion may be made at the next meeting of the Board of Trustees, but not thereafter.

(b) If a Trustee shall be absent from more than three consecutive duly called Board meetings other than because of bodily infirmity, the Board of Trustees may, by the affirmative vote of two-thirds of the entire Board, remove said Trustee from the Board. Before such action is taken, written notification of such intended action must be served upon said Trustee at least thirty (30) days before the meeting at which such action is scheduled to be considered, to provide said Trustee an opportunity to be heard before the Board of Trustees in defense.

Section 10. At meetings of the Board of Trustees, at which a quorum is present, the order of business shall, unless changed by a vote of the majority of the Trustees present, be:

1. Reading and acting upon minutes of prior meetings of Trustees.

2. Reports of officers and committees.
3. Unfinished business and new business.

Section 11. Trustees shall serve without compensation by IHF, except that the Chairman may authorize reimbursement to individual Trustees for expenses properly incurred in performing special services requested by the Board or by the Chairman.

## ARTICLE V

## Elected Officers

Section 1. The elected officers of IHF shall be:

1. Chairman of the Board of Trustees
2. Vice Chairman
3. Secretary
4. Treasurer

They shall be elected from the Board of Trustees at the organization meeting of the Board as required in Article IV, Section 6, and shall represent member organizations. They shall hold office for three years or until their successors have been duly elected, and shall not be eligible for re-election to the same office until at least one year has intervened. One person may be elected as both Secretary and Treasurer.

Section 2. The Chairman of the Board shall preside at all meetings of members and Trustees; shall be an Ex-Officio member of all committees of the Board, including the Committee on Nominations; shall perform generally all duties usually incident to such office and such other and further duties which may, from time to time, be required by the members or Trustees.

Section 3. The Vice Chairman of the Board shall perform all the duties of the Chairman in case of the latter's asbence or temporary disability; he shall succeed to the Chairmanship upon the permanent disability, resignation, or death of the Chairman, and shall serve the balance of the Chairman's unexpired term. If such succession occurs within one year before the expiration of the elected Chairman's term, the incumbent shall be eligible for election to a full term as Chairman, as provided in Section of this Article.

Section 4. The Secretary of the Board of Trustees shall keep an accurate record of all transactions at meetings of the members and of the Trustees; shall give all notices required by the Charter and By-Laws of IHF; shall keep proper minute books and shall properly record therein all minutes of members' and Trustees' meetings and such other matters as shall be proper and necessary and shall generally perform such duties as may be required by the members or Trustees.

Section 5. The Treasurer shall render an accounting of the financial condition of IHF at the Annual Business Meeting of the Members and such other times as the Board of Trustees may require. The Treasurer shall perform all such other and further duties as may be required by the Board of Trustees. At the expiration of the term of office, the Treasurer shall account for all monies, property, and rights of IHF then held to the successor in office, or to the Chairman of the Board, or to the President. The books of IHF shall be open for inspection and examination by the Board of Trustees, or any Certified Public Accountant, committee, or auditor of the members appointed for that purpose.

Section 6. The Elected Officers (Chairman, Vice Chairman, Secretary, Treasurer) shall serve without compensation by IHF, except that the Chairman may authorize reimbursements to the Elected Officers for expenses properly incurred in performing special services requested by the Board or by the Chairman.

Section 7. The Treasurer and such other Elected Officers as may be empowered by the Board to sign checks or drafts of IHF shall be bonded in such amount as the Board may determine. Premiums for such bonds shall be paid by IHF.

## ARTICLE VI

### Administrative Staff

Section 1. The Board shall employ and fix compensation and terms and conditions of employment for such Administrative Staff as it may deem necessary for administering and conducting the work of IHF.

Section 2. The chief administrative officer shall be the President who shall have active responsibility for the business of IHF under the supervision and control of the Board. The President may appoint special committees and shall be an Ex-Officio member of all standing committees, with the right to be Chairman of special committees if special knowledge makes it appropriate.

Section 3. A Vice President may be appointed by the Board, who shall be the first administrative officer under the President and who shall perform the duties of the President in case of the latter's absence and shall represent the President when requested. The Vice President shall become Acting President upon the disability, resignation, discharge, or death of the President and shall serve until a new President has been appointed by the Board. The Acting President shall again become Vice President upon appointment by the Board of a new President, if other than the Acting President.

Section 4. The Administrative Staff of IHF shall perform all other duties usually incident to their respective offices or which may be required by the members or Trustees, and shall, from time to time, and also whenever requested, report to the Board of Trustees, the Executive Committee, or the Chairman of the Board all matters affecting IHF's interests which may come to their knowledge.

Section 5. Upon removal, termination, or expiration of office, all files, books, records, papers, and property of IHF in the hands of any such officers shall be surrendered to the Chairman of the Board or to the President or to such officer's successor in office.

Section 6. Members of the Administrative Staff and Board who may be empowered by the Board to sign checks or drafts of IHF shall be bonded in such amount as the Board may determine. Premiums for such bonds shall be paid by IHF.

## ARTICLE VII

### Standing Committees

Section 1. There shall be such Standing Committees as the Board may deem necessary to advise on and further the programs of IHF. They may include, but need not be limited to the following:

1. Medical
2. Engineering
3. Legal
4. Chemical-Toxicological
5. Nursing

The respective Chairmen of Standing Committees shall be appointed by the President and approved by the Board for a term of two years, beginning and ending on the date of such appointment with a limit of three successive terms until one term has intervened. The Chairman of each Standing Committee shall fix the number and choose the members of the Committee, subject to the approval of the President and the Board. Committee members need not be from members of IHF.

## ARTICLE VIII

### Committees Other Than Standing Committees

Section 1. The Chairman of the Board of Trustees shall appoint a Committee on Nominations comprising three members of the Board and shall designate one member as Chairman. It shall be the duty of this Committee to (1) seek suggestions for nominees from the membership and to select and submit nominees for election to the Board of Trustees at the Annual Business Meeting in accordance with Article IV, Section 2, and (2) present to the Board of Trustees at its annual organization meeting defined in Article IV, Section 6, nominees for the elected officers defined in Article V, Section 1.

Section 2. The Chairman of the Board, with the consent and approval of the Board, may at any time appoint other and further committees and prescribe their respective duties.

## ARTICLE IX

### General Provisions

Section 1. The fiscal year of IHF shall begin on the first day of January and end on the thirty-first day of December of each year.

Section 2. The borrowing of money and the purchase, sale, and lease of real estate by IHF shall require the approval of the Board of Trustees.

Section 3. IHF shall not liquidate, dissolve, sell all or substantially all of its assets, merge, consolidate, or amend its Articles of Incorporation without the approval of a majority of the members.

Section 4. The Board of Trustees shall employ a certified public accountant (or firm thereof) to audit the annual financial statements of IHF in accordance with generally accepted auditing standards, and shall distribute such audited financial statements together with the accountant's opinion thereon to the members.

Section 5. Any person who is or was a Trustee, Officer, employee, or agent of IHF, shall be indemnified by IHF against any and all liability and reasonable expense (including, but not limited to, counsel fees and disbursements and amounts paid in settlement or in satisfaction of judgments or as fines or penalties) paid or incurred by him in connection with or resulting from any action at law, suit, or proceeding, including any appeal related thereto, in which he may be involved, as a party by reason of his being or having been a Trustee, officer, employee, or agent of IHF or by reason of any action taken or not taken in the course of his service as such Trustee, officer, employee, or agent, provided that there shall be no such indemnification unless such Trustee, officer, employee, or agent acted in good faith and in a manner which he reasonably believed to be in the best interests of IHF.

Section 6. The rights of indemnification provided by Section 5 shall be in addition to any rights to which any such Trustee, officer, employee, or agent may be entitled under any contract, vote of members or of disinterested Trustees or otherwise; and shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent of IHF, and in the event of such person's death, the rights provided under the terms of this Article shall inure to his heirs and legal representative.

## ARTICLE X

### Repeal and Amendments

Section 1. These By-Laws may be amended or repealed by a majority of the members present and entitled to vote at any regular meeting or at a special meeting called for that purpose, or by a majority vote of the Board of Trustees, subject to ratification by the members at any meeting duly called.

Section 2. The Articles of Incorporation of IHF may only be amended by a majority of the members present and entitled to vote at any regular meeting or special meeting called for that purpose.

# CODE OF REGULATIONS

OF

AIR HYGIENE FOUNDATION OF AMERICA,
INCORPORATED.

## ARTICLE I

## MEETINGS

**Section 1.** The annual meeting of members shall be held at 2:00 o'clock p.m., on the second Tuesday in February in each year.

**Section 2.** Special meetings may be called by the Board of Trustees, the Chairman of the Board of Trustees or the Secretary, and shall be called at the request, in writing, filed with the Secretary, of a majority of the Board of Trustees, or of not less than one-third of the members of the Corporation.

**Section 3.** All meetings of members shall be held in the City of Toledo unless otherwise ordered by the Board of Trustees and so specified in a notice thereof, at the principal office of the Corporation.

**Section 4.** Notice of each meeting shall be given to each member of record entitled to vote thereat by written or

Plaintiff's Ex 6
9-5-80 ejs

shall have been made, they shall rank in the order of their election.

**Section 2.** Two or more offices may be held by one person.

**Section 3.** The officers of the Corporation shall be elected to serve at the pleasure of the Board of Trustees, and may be removed at any time by the Board of Trustees.

**Section 4.** The Board of Trustees may, from time to time, fix the compensation of the several officers, agents, and employees of the Corporation and may authorise the Chairman of the Board to fix, from time to time, in whole or in part, the compensation, other than his own, of the several officers, agents, and employees of the Corporation, any action by him hereunder to be reported by him to the Board at the meeting next thereafter occurring.

## ARTICLE IV

## DUTIES OF OFFICERS

**Section 1.** The Chairman of the Board shall preside at all meetings of members and Trustees, and

airman of
e Board

Section 5. The Board of Trustees shall have the control and management of the business and affairs of the Corporation, subject only to the action of the members in meeting assembled. It may adopt by-laws not inconsistent with these regulations, promulgate and enforce rules governing the rights and privileges of the members, fill vacancies in its own membership, appoint standing or special committees of the Corporation, and, at will, change their personnel.

## ARTICLE III

## OFFICERS

Section 1. The officers of the Corporation shall be Chairman of the Board of Trustees, such number of Vice Chairmen as the Board of Trustees may, from time to time, determine, Managing Director, Secretary, Treasurer, and such number of Assistant Secretaries and Assistant Treasurers as the Board of Trustees may, from time to time, determine. Whenever the Board shall elect two or more Vice Chairmen, it may designate their duties and rank or may designate them numerically. If no such designation of their rank be made, they shall rank according to their numerical designation, or if no such numerical designation

of Trustees who shall constitute the Board for the ensuing year. In the absence of such determination, such number shall be the same as in the last preceding year.

Section 2. A majority of the Trustees shall constitute a quorum; provided that the Trustees, though less than a quorum, present at the time appointed for any meeting, may adjourn from time to time and successively, without notice, other than by announcement at the time of such adjournment, until a quorum shall be present.

Section 3. A regular meeting of a newly elected Board of Trustees shall, if a quorum be present, be held at the principal office of the Corporation, or elsewhere as the Board shall order, immediately upon the adjournment of the members' meeting at which such Trustees are elected, unless the members entitled to vote thereat shall have, at such meeting, otherwise directed.

Section 4. The Board of Trustees may, by by-laws or resolution, designate the time and place of other regular meetings and provide for calling special meetings.

Section 7. One-third of all of the members entitled to vote at any meeting of members shall constitute a quorum for any meeting; provided, however, that if members are not, in person or by proxy, present at the time and place fixed as herein provided for any meeting, a majority of those present, in person or by proxy, may adjourn from time to time, and successively, without notice other than by announcement at the meeting, until a quorum shall be in attendance. At any such adjourned meeting, any business may be transacted which might have been transacted had the meeting been held at the time originally fixed therefor.

## ARTICLE II

## TRUSTEES

Section 1. There shall be not less than six (6), nor more than fifteen (15), Trustees, at least one of whom shall be a citizen of the State of Ohio, who shall be elected at the annual meeting of the members, or at a special meeting called for that purpose, for a term expiring at the next annual meeting, and shall continue in office until their successors are elected and qualified. At such meeting, the members shall determine the number

printed notice mailed to the member's address appearing on the membership book of the Corporation at least ten (10) days prior to the date of such meeting, but no notice shall be necessary of any meeting at which all of the members of such meeting are present, in person or by proxy, or of any meeting which shall have adjourned to a day certain.

Section 5. The notice of each meeting shall state the purpose or purposes for which the meeting is called and the time when, and the place where, it is to be held.

Section 6. A member may, by written or printed proxy, authorize any other person or persons to vote for him at any and all meetings of members, and to waive notice thereof; but such proxy must be filed with the Secretary before the person thereby authorized may act thereunder. The President or other chief officer of any corporation or association holding membership in the Corporation may cast the vote of such corporation or association at any meeting without a proxy in writing from such corporation or association.

perform generally all duties usually incident to such office and such other and further duties which may be, from time to time, required of him by the members or Trustees.

Section 2. The Vice Chairman shall perform all the duties of the Chairman in case of the latter's absence or disability. In case both the Chairman and all Vice Chairmen are absent or unable to perform their duties, the members or the Trustees, as the case may be, may appoint a president pro tempore. Vice Chairman

Section 3. The Managing Director shall have active supervision and charge of the business and affairs of the Corporation under the direction and control of the Board of Trustees. Managing Director

Section 4. The Secretary shall keep an accurate record of all meetings and transactions of the members and Trustees. He shall give all notices required by law and all notices provided by the Code of Regulations or By-laws of the Corporation. He shall keep proper minute books and shall properly record therein all minutes of members' and Trustees' meetings and such other matters as shall be proper and necessary, and Secretary

shall generally perform such duties as may be required of him by the members or Trustees. At the expiration of his term of office, he shall deliver all books, papers, and property of the Corporation, in his hands, to the Chairman of the Board or to his successor.

Section 5. The Treasurer shall receive and safely keep all moneys, rights, and choses in action belonging to the Corporation, and the same shall be disbursed under the direction and to the satisfaction of the Board of Trustees. Proper vouchers shall be taken for all such disbursements. It shall be the duty of the Treasurer to keep an accurate account of the finances of the Corporation on the books of the Corporation prepared and furnished for that purpose, and all books shall be open for inspection and examination by the Board of Trustees or any committee or auditor of the members appointed for that purpose. He shall render an account of the standing of the Corporation at the annual meeting of the members and at such other times as the Board of Trustees may require. He shall perform all such other and further duties as may be required of him by the Chairman of the Board or the Board of Trustees. At the expiration of his term of office, he shall deliver all moneys, property, and rights of the Corporation in his hands to his successor in office or to the President.

Section 6. The several officers shall perform all other duties usually incident to their respective offices, or which may be required by the members or Trustees, and shall, from time to time, and also whenever requested, report to the Board of Trustees or the Chairman of the Board all matters affecting the Corporation's interests, which may come to their knowledge.

ARTICLE V

COMMITTEES

amended p 58 Feb 11, 1936

Section 1. There shall be five standing committees as follows:

(1) Medical
(2) Preventive Engineering
(3) Legal Statistics p 58 2/11/36 mm
(4) Legal and Legislative p 58 2/11/36 mm
(5) Educational

The respective chairmen of said committees shall be chosen by the Board of Trustees, which chairmen shall fix the number and choose the members of their respective committees subject to the approval of the Board of Trustees. In addition to the above and foregoing committees, the

Chairman of the Board, with the consent and approval of the Board of Trustees, may, at any time, appoint other and further committees and prescribe their respective duties.

Section 2. The functions and duties of the Medical Committee shall be to secure from the medical profession and health authorities all information possible covering past and present researches on industrial air pollution diseases and disabilities resulting therefrom and shall study such information and assembled data and report thereon from time to time and make recommendations to the Board of Trustees with respect thereto, and particularly as to what phases involve duplication of effort or should have further research and, in general, to enlist and encourage the cooperation of the American Medical Association and other similar groups in setting up authoritative and approved standards of diagnosis and correction.

Section 3. The functions and duties of the Preventive Engineering Committee shall be to secure from all possible sources the existing available data on industrial air pollution and to study the assembled data and to make reports and recommendations as to the present

means of eliminating or minimizing the hazards thereof, and as to what further steps should be taken in that direction, and, in general, in setting up authoritative and approved standards for the control of industrial air pollution.

Section 4. The functions and duties of the Committee on Legal Statistics shall be to secure from all affected industries their present experience as to personal injury suits and claims growing out of air pollution; to make a study of the assembled data and to report, from time to time, to the Board of Trustees as to losses suffered by industry in general and by classifications from industrial air pollution; to make recommendations as to what concerted action should be taken with reference to those classes of claims which appear to be fraudulent; and to seek the cooperation of the American Bar Association and local bar association in combating any and all unethical conduct of lawyers and others engaged in fraudulent practices against industry.

Repealed 11/4/36 p. 17

Legal Statistics Committee

Section 5. The functions and duties of the Legal and Legislative Committee shall be (a) to secure from all states and territories copies of existing and pending legislative enactments and existing court de-

Amended 11/3/36 page 59 and 11/24/36 page 97 Legal and Legislative Committee creating Executive Committee page 9

cisions affecting the air pollution hazard in industry, and (b) to study the assembled data and, from time to time, to report and make recommendations thereon to the Board of Trustees, particularly as to existing laws which will properly protect both employer and employees, and as to such existing laws which do not properly protect both employer and employees; (c) to prepare and recommend uniform laws which, when complied with, will fairly and properly protect industry and those employed in industry against hazards arising from air pollution.

Section 6. The functions and duties of the Educational Committee shall be to consider and recommend to the Board of Trustees (a) the manner in which affected industries may be informed and kept informed as to all phases of the industrial air pollution problem and (b) the manner in which governmental agencies and the public may be informed and kept informed, and the propriety and advisability of doing so as to the measures which are being and should be taken toward eliminating or minimizing the hazards arising from industrial air pollution.

Educational Committee

ARTICLE VI

MEMBERS

Section 1. Any person, partnership, corporation, or association interested in industrial air pollution problems may become a member of the Corporation. Members shall be divided into two classes: Regular members and Individual members.

Regular members shall consist of those (a) persons, partnerships, and corporations owning and conducting a business whose operations are affected by air pollution, (b) associations of such persons, partnerships, and corporations, and (c) associations of which such persons, partnerships, and corporations are members.

Individual members shall consist of those natural persons who are interested in problems of air pollution. Individual members shall pay the membership fees and dues required of Regular members, except when elected and while acting as Trustees of the Corporation. Individual members serving as Trustees, and not paying membership fees and dues, shall not be entitled to vote at meetings of members of the Corporation.

The Board of Trustees may from time to time create

other classes of members and provide for their qualifications and the rights and privileges to be enjoyed by them; provided, however, that voting privileges at meetings of members shall not be granted to the members of such other classes.

Section 2. Applications for membership shall be in writing, stating the name, residence, and business of the applicant, and shall be filed with the Secretary of the Corporation. The Board of Trustees shall pass on all applications for membership and an applicant shall become a member of the Corporation only upon the favorable vote of a majority of the Trustees present at a regular or special meeting of the Board of Trustees or, if no such meeting is held, by a two-thirds vote of the Trustees, acting as a committee of the whole, by mail by the Secretary.

Amended May 86 $.100

Section 3. The membership fee for regular and individual members shall be Five Hundred Dollars ($500.00); provided, however, that all persons, partnerships, corporations, and associations who shall have heretofore participated in the activities of the temporary organization and shall have paid the sum of Five Hundred Dollars ($500.00) to such temporary organization shall be enrolled as members of the Corporation and shall not be

required to make further application for membership or pay any further membership fee, as provided herein.

**Section 4.** Not less than sixty (60) days prior to the end of each fiscal year, the Board of Trustees shall present to a meeting of the members a budget for the ensuing year. Upon approval of the budget, as presented or amended, by the members at such meeting, or any subsequent meeting, the annual dues of members for the ensuing year shall be fixed by the Board of Trustees upon the basis of the budget so approved. Annual Dues

**Section 5.** The Secretary of the Corporation shall keep a membership book and shall enroll therein in the respective classes the names and addresses of all members and the date on which they respectively became members.

**Section 6.** If the conduct of any member shall appear to be in wilful violation of the Code of Regulations or By-laws, or shall be prejudicial to the best interests of the Corporation, the Board of Trustees may, by the affirmative vote of two-thirds of the entire Board in meeting assembled, suspend or