BYLAWS

OF

HEALTH CARE WITHOUT HARM

As Adopted As of

December 18, 2001
and as Revised as of October 6, 2009 and August 10, 2016

ARTICLE I

NAME AND PURPOSES

Section 1.01. Name. The name of the organization is Health Care Without Harm.

Section 1.02. Purpose. The Corporation is organized for the charitable and educational purposes of eliminating pollution in health care practices without compromising safety or care by:

Educating and informing health care institutions, providers, workers, consumers, and all affected constituencies about the environmental and public health impacts of the health care industry;

Promoting comprehensive pollution prevention practices; and

Supporting the development and use of environmentally safe materials, technology and products.

ARTICLE II

AUTHORITY AND DUTIES OF DIRECTORS

Section 2.01. Authority of Directors. The Board of Directors ("the Board") is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. The Board will consider the recommendations of the Steering Committee in determining the policies of the Corporation.

Section 2.02. Number, Selection, and Tenure. The Board shall consist of no more than fifteen (15) nor fewer than seven (7) Directors. The Board of Directors will elect their
successors. Each Director shall be elected to a term of three (3) years and until their successors have been elected and qualified. A Director may serve for no more than three (3) consecutive terms unless otherwise approved by the Board of Directors. Partial terms served shall not be counted towards the term limits nor shall terms to which a Director was elected prior to October 2009. Directors shall be elected such that the terms of roughly one-third (1/3rd) of the terms of the Directors shall expire in alternate years, even though this may require that some Directors be elected for terms of less than three years. Current directors and the steering committee may propose board candidates. The Board will seek to promote pluralism and diversity among its membership.

Section 2.03. Compensation. Board members shall not be compensated for serving on the Board, but may be reimbursed for actual expenses incurred on behalf of the Corporation. Board members may also authorize payment for services rendered in a capacity other than as a director, with prior Board approval. All Board member compensation will be approved by the Board in accordance with the requirements of Article IX. A Board committee, as provided in Section 9.02, will be established to set and manage appropriate compensation levels for the President and Executive Director. This committee will also review on an annual basis the levels of reimbursement for Board travel and other expenses and any other payments to directors for services.

Section 2.04. Resignation and Removal. Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed at a meeting called for that purpose, with or without cause, by such vote as would suffice for the Director’s election or by majority vote of the entire Board.

Section 2.05. Vacancies. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a term shall be filled by a majority vote of the remaining Directors.

Section 2.06. Meetings. The Board shall hold at least one (1) regular meeting annually. Regular meetings shall be at such times and places as the Board shall determine. Special meetings may be called by any two (2) Directors with at least two (2) days advance telephone or written notice.

If an officer or Director fails to attend three (3) consecutive meetings of the Board, the Board shall evaluate the officer’s or Director’s contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors, and if it appears to be in the best interest of the Corporation, may declare the position vacant.
Section 2.07. **Quorum and Voting.** A quorum shall consist of a majority of the total number of Board members in office. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

Section 2.08. **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles of Incorporation) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 2.09. **Participation in Meeting by Conference Telephone.** Any or all members of the Board may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. Participation in a meeting by telephone conference call shall not substitute for the attendance requirements set forth in Section 2.06 above.

Section 2.10. **Committees.** The Board may, by resolution adopted by a majority of the Directors in office at a meeting at which a quorum is present, establish committees of the Board composed of at least 2 Directors. Such committees shall report back to the Board and be subject to the authority of the full Board of Directors.

Other non-Board committees may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees shall consist of at least two (2) individuals.

For both types of committees, the Board may make provisions for appointment of the chair, establish procedures to govern their activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Corporation.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

1. There shall be four standing committees of the Board of Directors.
   a. The Executive Committee will be composed of the chairs of Health Care Without and Practice Greenhealth.
   b. The Finance committee will be composed of the Treasurer of Health Care Without Harm and the Treasurer of Practice Greenhealth.
   c. The Audit Committee
   d. The Nominating Committee

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ARTICLE III

ARTICLE IV

MEMBERS

Section 4.01. Qualifications. Members of the Corporation shall be those organizations that document their support for the Corporation’s mission and goals. Vendors of health care products shall be excluded from membership in Health Care Without Harm.

Section 4.02. Rights. Members shall have no voting rights. Members will be informed of and engaged in any decisions that would result in substantial changes in the mission and goals of Health Care Without Harm.

ARTICLE V

AUTHORITY AND DUTIES OF OFFICERS AND PRESIDENT AND EXECUTIVE DIRECTOR

Section 5.01. Officers. The officers of the Corporation shall be a Chair (or Co-Chairs), a Secretary, a Treasurer, and such other officers as the Board may designate. Two (2) or more offices may be held by the same person, except the offices of secretary and Chair.

Section 5.02. Election of Officers; Terms of Office. Officers shall serve one year terms. The Chair, the Secretary, and the Treasurer and other officers, if any are designated, shall be elected by the Board at its annual meeting in each year. The terms of office shall expire at the next succeeding annual meeting and shall be filled by the Board, at a meeting or by action in writing pursuant to Section 2.08 for a term expiring at the next succeeding annual meeting. Officers shall be eligible for reelection.

Section 5.03. Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers, agents, and employees of the Corporation, as between themselves and the corporation, shall have such express authority and perform such duties in the management of the affairs of the Corporation as may be provided by these Bylaws, or as may be determined by resolution of the Board not inconsistent with

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these Bylaws, and such implied authority as recognized by the common law from time to time.

Section 5.04. Chair. The Chair shall preside at all meetings of the Board of Directors. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. Subject to the control of the Board of Directors, he or she shall have general superintendence of all other officers of Health Care Without Harm and shall see that their duties are performed in accordance with the policies and directives approved by the Board of Directors. He or she shall perform all other duties customary to his or her office and as assigned by the Board of Directors from time to time in accordance with the Board’s policies and directives.

Section 5.05. The Secretary. The Secretary shall (a) record or oversee staff recording the minutes of the annual meeting and the meetings of the Board of Directors; (b) oversee that staff make sure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a record of the post-office address of each member; (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors and as set forth in these Bylaws. The Secretary may retain records at the corporate office or in a safe depository.

Section 5.06. The Treasurer. The Treasurer shall be responsible for overseeing the financial affairs of Health Care Without Harm, including having custody of, and being responsible for, all funds and securities of the organization. He or she shall make sure that the staff adequately accounts for all income and contributions to Health Care Without Harm and all expenditures of Health Care Without Harm. Subject to the supervision of the Board of Directors, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. He or she shall oversee deposit to the credit of Health Care Without Harm, in such banks of deposit as may be designated by the Board of Directors. He or she shall oversee the disposition of funds of Health Care Without Harm as may be ordered by the Board, and those personnel responsible for taking proper vouchers for such disbursements, and shall render to the Directors, whenever they may require it of him or her, an account of all his or her transactions as Treasurer and of the financial condition of Health Care Without Harm.

Section 5.07. Resignation. Resignations are effective upon receipt by the Secretary of a written notification, or receipt by the Chair or other officer if the Secretary is resigning.

Section 5.08. Removal. An officer may be removed by the Board at a meeting, or by action in writing pursuant to Section 2.08 whenever in the Board’s judgment the best interests of the Corporation will be served thereby. The removal of a person from
corporate office will not terminate or otherwise affect any contractual relationship between that individual and the Corporation.

Section 5.09. **Vacancies.** Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a term shall be filled by the Board at a regular or special meeting for the remainder of the unexpired term.

Section 5.10. **President.** Health Care Without Harm shall have a President, to be retained by the Board of Directors. He or she shall serve as an ex-officio member of the Board and of any Executive Committee established by the Board, but shall have no voting rights. The President collaborates with the Executive Director to effectively manage Health Care Without Harm and related initiatives. He or she shall be responsible for fundraising and co-develop and monitor fundraising plans, co-coordinate strategic planning, coordinate overall management with the Executive Director, provide strategic input, develop new business relationships and strategic opportunities, serve as a public spokesperson, report to the Board of Directors from time to time on all matters within his or her knowledge which the interests of Health Care Without Harm may require to be brought to their notice, and carry out such duties as may be properly assigned to him or her by the Board from time to time.

Section 5.11. **The Executive Director.** Health Care Without Harm shall have an Executive Director, to be hired by the President. The Executive Director shall be responsible for general and active management of the business of the corporation and shall serve as the chief staff executive and administrative officer of the Corporation. He or she will report to the President of Health Care Without Harm as well as to the Board of Directors. Subject to the approval of the Board, he or she shall have power to accept and receive donations, gifts, devices and bequests made to Health Care Without Harm and agree to any conditions or limitations thereto and to give receipts and acquittance thereof. Subject to Board approval, he or she shall execute the bonds, mortgages and other contracts requiring a seal under the seal of Health Care Without Harm. He or she shall prepare an annual budget, submit an annual report of the operations of Health Care Without Harm for the preceding year, report to the Board of Directors from time to time on all matters within his or her knowledge which the interests of Health Care Without Harm may require to be brought to their notice, and carry out such duties as may be properly assigned to him or her by the Board or President from time to time.

**ARTICLE VI**

**INDEMNIFICATION**

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Section 6.01. Definitions.

“Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding.

“Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Corporation.

Section 6.02. Right to Indemnification. Any Eligible Person made a party to or involved in a Matter by reason of his or her position with or service to the Corporation shall, to the fullest extent permitted by law, be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Corporation, or (ii) in the case of a criminal Matter, the person had reasonable cause to believe that his or her conduct was unlawful, or (iii) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

Section 6.03. Limitation on Right of Indemnification. Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in section 5.02 above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in paragraph section 5.02 above.

Section 6.04. Other Rights. The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification, inure to the benefit of his or her heirs, executors or other lawful representative.

Section 6.05. Interim Indemnification. The Corporation shall with respect to a Matter described in section 5.02, advance attorneys fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Board (acting by a quorum consisting of Directors who are not involved in such litigation) determines that the Eligible Person is likely to meet the applicable indemnification standard set forth in section 5.02 above, or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that the Eligible Person is likely to meet the applicable indemnification standard set forth in section 5.02 above.
standard set forth in section 5.02 above; and (ii) the Eligible Person (a) requests interim indemnification, (b) agrees to repay the interim indemnification promptly upon a determination unfavorable to him or her under section 5.03, and (c) deposits a bond or equivalent security.

Section 6.06. **Insurance.** The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him which arises out of such person’s status in such capacity, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

**ARTICLE VII**

**FINANCIAL ADMINISTRATION**

Section 7.01. **Fiscal Year.** The fiscal year of the Corporation shall be January 1 to December 31 but may be changed by resolution of the Board.

Section 7.02. **Checks, Drafts, Etc.** All checks, orders for the payment of money, and insurance certificates shall be signed or endorsed by an officer or officers or agent or agents of the Corporation and in a manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been expressly delegated by the Board.

Section 7.03. **Contracts.** Unless the Board determines otherwise by resolution, the Chair, Secretary, and Treasurer, shall all be authorized to execute contracts on behalf of the Corporation. These individuals may, with written notice to the Board, delegate this authority to employees or volunteers subject to limitations upon the delegated authority as may be necessary or expedient for running the affairs of the Corporation. Unless otherwise expressly determined by the Board, no other individuals shall be authorized to bind the Corporation to any contract, including the chair of any committee other than the Executive Committee.

Section 7.04. **Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited in general or special accounts in the banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer or officers or agent or agents of the Corporation, to whom such power may be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

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Section 7.05. **Annual Financial Statements.** Complete financial statements prepared in conformity with generally accepted accounting principles (GAAP), accompanied by an audit report of an independent certified public accountant, shall be presented to and reviewed by the Board after the close of each fiscal year. Financial statements shall include: (i) significant categories of contributions and other income; (ii) expenses reported in categories corresponding to the description of major programs and activities contained in the Corporation’s annual report, solicitations and other informational materials; (iii) a detailed schedule of expenses by natural classification (e.g., salaries, employee benefits, occupancy, postage, etc.), representing the natural expenses incurred for each major program and supporting activity; (iv) accurate presentation of all fund-raising and administrative costs; (v) total costs and the basis for allocating any fund-raising or other expenses associated with multi-purpose activities (e.g., fund raising combined with social advocacy or public education campaigns).

**ARTICLE VIII**

**CONFLICTS OF INTEREST**

Section 8.01. **Disclosure of Financial Interests.** To identify possible conflicts of interest, all Directors, officers, members of the Steering Committee, and members of any committee exercising Board-delegated powers must disclose to the Board, or to the members of such committee, the existence of any financial interest in any entity with which s/he knows or has reason to know the Corporation or any legally related organization has or is negotiating a transaction or arrangement, and all material facts related to that interest. Financial interests includes any direct or indirect relationship, through business, investment, or family, such as actual or potential ownership or investment interests or compensation arrangements. Directors shall also disclose any fiduciary duty to a person or entity other than the Corporation that might jeopardize the Director’s ability to exercise independent judgment and act in the best interests of the Corporation. The fact that a Director, officer, or committee member is also a Director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest.

Section 8.02. **Determination of Conflicts of Interest.** After the interested person has delivered all relevant information and has retired from the room, the Board or committee must determine whether or not the financial interest creates a conflict of interest which merits recusal of the interested Director from consideration of the matter.
Section 8.03. Resolution of Conflicts of Interest. If the Board determines that a conflict of interest does exist, it must ensure that the interested Director(s) do not participate in final decision making with regard to the transaction. The Board may approve the transaction or arrangement, or some alternative if it determines it: (i) is in the organization's best interests and for its own benefit; (ii) is fair and reasonable to the organization; and (iii) is the most advantageous transaction or arrangement the organization can obtain with reasonable efforts under the circumstances.

Section 8.04. Violation of Conflict of Interest Policy. If an officer, Director, or member of a committee with Board-delegated powers violates this conflict of interest policy, the Board, in order to protect the Corporation's best interests, may take appropriate disciplinary action against the interested person. Such action may include formal reprimand, cancellation of the transaction or arrangement generating the conflict, suspension of employment, and/or removal from the Board.

Section 8.05. Distribution of Conflict of Interest Policy. All officers, Directors, and members of committees with Board-delegated powers shall receive a copy of the Conflict of Interest Policy, as it appears in these By-laws. All officers, Directors, and members of committees with Board-delegated powers shall sign an annual statement declaring that the person: received a copy of the policy; has read and understands the policy; and agrees to comply with the policy.

ARTICLE IX
COMPENSATION

Section 9.01. Compensation Policy. In establishing appropriate compensation levels, whether as employees or under contractual arrangements, for an individual who is a Director, officer, member of a committee with Board-delegated powers, or anyone else exercising substantial influence over the Corporation, in addition to complying with the other provisions of the conflict of interest policy set forth in Article VIII, the Board or committee shall:

X recuse/exclude members who receive directly or indirectly a substantial portion of their income from the Corporation;

X rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; and

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X document the bases upon which it relies for its compensation determinations.

Section 9.02. **Compensation Committee.** The Board shall establish a compensation committee to set appropriate levels of compensation for all executive level compensation. A compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above-outlined procedures.

**ARTICLE X**

**RECORDS**

Section 10.01. **Recordkeeping.** The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee meetings, and all meetings of committees with Board-designated powers reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken. When potential conflicts of interests are discussed, the minutes shall include: the names of the persons who disclosed financial interests; the nature of the financial interests; whether or not the Board determined that a conflict existed; the names of the persons present for the discussions and votes related to the relevant transaction or arrangement; the content of those discussions, including any alternative transactions or arrangements; and a record of the vote. At the request of any participating Board member, the records of such discussions and individual votes may be kept sealed, with only the outcome reported publicly.

Section 10.02. **Public Disclosure.** After receiving IRS recognition of its 501(c)(3) status, the Corporation shall keep available for public inspection at its principal place of business and any branch office copies of the Form 1023 (exemption application) as filed and any Form 990 (information tax return) filed within the past three years. Names and identifying information of contributors shall be redacted from publicly available copies. In addition, as required by the tax code and regulations, the Corporation shall either (i) make such materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the Corporation is the target of a campaign of harassment.

Section 10.03 **Annual Reports.** At least annually, the Executive Director of the Corporation shall present to the Board an annual program report setting forth (i) the principal activities of the Corporation during its fiscal year; (ii) how those activities compared to previously projected activities and expenditures; and (ii) the plans for the next fiscal year.

16a - HCWH bylaws revised 10-6-09.doc
ARTICLE XI

AMENDMENT OF BYLAWS

Section 11.01 Amendments. These Bylaws may be amended by a majority vote of the Board at any board meeting with a quorum, provided seven (7) days prior notice is given of the proposed amendment or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 2.08.