

**BY-LAWS
OF
CSOEMA FOUNDATION, INC.**

ARTICLE I. OFFICES

1.01 Principal and Other Offices. The corporation may have such principal and other offices, either within or without the State of Delaware, as the Board of Directors may designate or as the business of the corporation may require from time to time.

1.02 Registered Office. The corporation shall maintain a registered office in Delaware, as required by the Delaware General Corporation Law.

ARTICLE II. MEMBERS

2.01 Designation of Members. The members of the Corporation shall be the same individuals as those individuals then serving as directors of the Corporation.

2.02 Annual Meeting. The annual meeting of the members shall be held on the date fixed by or under the authority of the Board of Directors, and at such time as may be fixed by or under the authority of the Board of Directors, for the purpose of transacting such business as may come before the meeting.

2.03 Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or the Board of Directors or by the written request of a majority of the members.

2.04 Place of Meeting. The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual or special meeting of the members.

2.05 Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally, by United States mail, or by email, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member. If emailed, such notice shall be deemed to be delivered when sent so long as no notice of nondelivery is received by the sender.

2.06 Quorum. Except as otherwise provided by law or the Certificate of Incorporation, one-third of the members present in person or represented by proxy shall constitute a quorum at a meeting of members. If a quorum exists, the affirmative vote of a majority of the members present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by law or the Certificate of Incorporation.

2.07 Conduct of Meeting. The President, and in his absence, the Vice President, shall call the meeting to order and shall act as chairman of the meeting, and the Secretary of the corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or other person present to act as secretary of the meeting.

2.08 Voting Rights. Unless otherwise provided in the Certificate of Incorporation, each member shall be entitled to one vote in person or by proxy upon each matter submitted to a vote of the members. No proxy shall be valid after three years from its date, unless the proxy provides for a longer period.

2.09 Waiver of Notice. Whenever any notice is required to be given under any provision of law or of the Certificate of Incorporation or these by-laws, a written waiver thereof, signed by the member entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, 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 members need be specified in any written waiver of notice.

2.10 Consent in Lieu of Meeting. Any action required or permitted by the Certificate of Incorporation, the by-laws or any provision of law to be taken at any annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of any action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

ARTICLE III. BOARD OF DIRECTORS

3.01 General Powers and Number. The business and affairs of the corporation shall be managed by its Board of Directors. The corporation shall have 6 directors.

3.02 Term; Qualifications. Directors shall be the then serving members of the Executive Board of Central States Occupational and Environmental Medicine Association, Inc. and a past president appointed by the executive board. Directors need not be residents of the State of Delaware.

3.03 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members, and each adjournment thereof. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Delaware, for the holding of additional regular meetings without other notice than such resolution.

3.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The President may fix any

place, either within or without the State of Delaware, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of the meeting shall be the principal office of the corporation.

3.05 Notice; Waiver. Notice of each special meeting of the Board of Directors or any committee which can act in the place of the Board of Director shall be given to each director or committee member, as the case may be, not less than twenty-four (24) hours prior to the meeting by giving oral, telephone or written notice to a director or committee member, as the case may be, in person or by email, or not less than seventy-two (72) hours prior to a meeting by delivering or mailing (using the United States mail) written notice to the business address or such other address as a director or committee member, as the case may be, shall have designated in a writing filed with the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when the email is sent assuming that no notice of nondelivery is received by the sender. Whenever any notice is required to be given to any director or committee member, as the case may be, of the corporation under any provision of law, or of the Certificate of Incorporation or these by-laws, a written waiver thereof, signed by the director entitled to notice, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to notice. The attendance of a director or committee member, as the case may be, at a meeting shall constitute a waiver of notice of such meeting, except when the director or the committee member, as the case may be, attends a meeting for the express purpose of objecting, at the beginning of the meeting, 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 or a committee with authority to act for the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.06 Quorum. Except as otherwise provided by any provision of law or of the Certificate of Incorporation or these by-laws, a majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

3.07 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, unless the act of a greater number is required by any provision of law or of the Certificate of Incorporation or these by-laws.

3.08 Conduct of Meetings. The President, and in his absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or other person present to act as secretary of the meeting.

3.09 Removal; Vacancies. Any individual director may be removed from office with or without cause by the action of a majority of the directors then in office.

3.10 Compensation. [The Board of Directors, by affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, may establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise, or may delegate such authority to an appropriate committee. The Board of Directors also shall have authority to provide for or delegate authority to an appropriate committee to provide for reasonable pensions, disability or death benefits, and other benefits or payments, to directors, officers and employees and to their estates, families, dependents or beneficiaries on account of prior services rendered by such directors, officers and employees to the corporation.] [Directors shall not be compensated for their services to the Corporation as directors or officers.] Each director shall also be reimbursed for his necessary expenses in connection with attending meetings of the Board of Directors or any committee thereof of which he is a member.

3.11 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his 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 corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.12 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of two (2) or more of the directors of the corporation. The Board of Directors 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. Any such committee, to the extent provided in the resolution or in these by-laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committees may fix their own rules for the conduct of their activities and shall make such reports to the Board of Directors of their activities as the Board of Directors may request.

3.13 Unanimous Consent in Lieu of Meeting. Any action required or permitted by any provision of law, or of the Certificate of Incorporation, or these by-laws to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

3.14 Telephonic Meetings. Unless otherwise restricted by the Certificate of Incorporation or these by-laws, members of the Board of Directors, or a committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE IV. OFFICERS

4.01 Number. The principal officers of the corporation shall be a President, President-elect, Vice President, a Secretary/ Treasurer, immediate past president and a past president and such other officers, assistant officers and agents as the Board of Directors may, from time to time, determine necessary, each of whom shall be chosen by the Board of Directors. Any number of offices may be held by the same person.

4.02 Election and Term of Office. The officers of the corporation shall be chosen annually at the first meeting of the Board of Directors held after each annual meeting of the members. If the officers shall not be chosen at such meeting, they shall be chosen as soon thereafter as convenient. Notwithstanding the foregoing, the Board of Directors may, from time to time, choose such additional Vice Presidents and such additional officers, assistant officers and agents as it may deem necessary. Each officer shall hold office until his successor shall have been duly chosen or until his prior death, resignation or removal. Any officer may resign at any time upon written notice to the corporation.

4.03 Removal. Any officer or agent chosen by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed. Election or appointment, of itself, shall not create contract rights.

4.04 Vacancies. A vacancy in any principal office shall be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office may also be filled by the Board of Directors, should it deem it necessary to take such action.

4.05 President. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall have authority, subject to such conditions as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he shall deem necessary, to prescribe their powers, duties and compensation and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in the case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. He shall preside at all meetings of members and the Board of Directors.

4.06 President-elect. In the absence of the President or in the event of his death or inability or refusal to act, or in the event for any reason it shall be impractical for the President to act personally, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their election), shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions

on the President. Any Vice President may perform such other duties and have such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. The execution of any instrument of the corporation by any Vice President shall be conclusive evidence, as to third parties, of his authority to act in the stead of the President.

4.07 The Vice President. In the absence of the President elect or in the event of his death or inability or refusal to act, or in the event for any reason it shall be impractical for the President elect to act personally, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their election), shall perform the duties of the President elect, and when so acting, shall have all the powers of and be subject to all the restrictions on the President elect. Any Vice President may perform such other duties and have such authority as from time to time may be delegated or assigned to him by the President elect or by the Board of Directors. The execution of any instrument of the corporation by any Vice President shall be conclusive evidence, as to third parties, of his authority to act in the stead of the President elect.

4.08 The Secretary/Treasurer. The Secretary/Treasurer shall: (a) keep the minutes of the meetings of the members and of the Board of Directors or any committee designated by the Board of Directors in one or more books provided for the purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and seal and see that the seal is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep or arrange for the keeping of a register of the post office address of each member; and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. (f) have charge and custody of and be responsible for all funds and securities of the corporation; (g) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 5.04 and (h) in general perform all duties incident to the office of Treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

4.09 Immediate Past President and Past President. The immediate past president and past president will be responsible to give advice to the President on matters which have been dealt with prior to the present president's time in office.

4.09 Assistant Secretaries and Assistant Treasurers. There shall be such number of Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time authorize. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant

Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

4.10 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

4.11 Salaries. The salaries of the principal officers shall be fixed from time to time by the Board of Directors or by a duly authorized committee thereof, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V. CONTRACTS, LOANS, CHECKS, DEPOSITS, SPECIAL CORPORATE ACTS

5.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or one of the Vice Presidents and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

5.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

5.04 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

5.05 Voting of Shares Owned by the Corporation. Subject always to the specific directions of the Board of Directors, any share or shares of stock or other securities issued by any other corporation and owned or controlled by the corporation may be voted by the President or by any Vice President of the corporation. Any proxy or written consent in respect to any share or shares of stock or other securities issued by any other corporation and owned by the corporation shall be executed in the name of the corporation by the President or a Vice President and shall be attested by the Secretary or an Assistant Secretary under the corporate seal without necessity of any authorization by the Board of Directors.

ARTICLE VI. SEAL

6.01 Form of Seal. If the Board of Directors shall provide for a corporate seal, such seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Corporate Seal."

ARTICLE VII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

7.01 Mandatory Indemnification. The corporation shall, to the full extent permitted by the Delaware General Corporation Law in effect from time to time, indemnify any person who was or is a party or 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 he is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

7.02 Private Foundation Limitation. Notwithstanding the foregoing, at any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended, the following limitation shall apply: No indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended.

7.03 Permissive Supplementary Benefits. The corporation may, but shall not be required to, supplement the right of indemnification under Section 7.01 by (a) the purchase of insurance on behalf of any one or more of such persons, whether or not the corporation would be obligated to indemnify such person under Section 7.01, (b) individual or group indemnification agreements with any one or more of such persons, and (c) advances for related expenses of such a person.

ARTICLE VIII. AMENDMENTS

8.01 By Members. These by-laws may be altered, amended or repealed and new by-laws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance.

8.02 By Directors. These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance.

8.03 Implied Amendments. Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the by-laws then in effect but is taken or authorized by affirmative vote of not less than the number of members or directors required to amend the by-laws so that the by-laws would be consistent with such action, shall be given the same effect as though the by-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.