

# THE NATIONAL ENVIRONMENTAL HEALTH ASSOCIATION BUSINESS AND INDUSTRY AFFILIATE CONSTITUTION AND BYLAWS

## ARTICLE I. NAME

This organization to be governed by this constitution and bylaws shall be known as the National Environmental Health Association Business and Industry Affiliate (NEHA BIA). NEHA BIA shall be an affiliate of the National Environmental Health Association, Inc. (NEHA).

## ARTICLE II. PURPOSES

**Section 1.** To maintain and improve the standards of performance in environmental health by fostering and encouraging a mutual exchange of knowledge and experiences; education, research, and the dissemination of information between practitioners in the profession and allied businesses and industries.

**Section 2.** To provide NEHA with the means for enlisting the support and obtaining the input of the private sector and to allow opportunities for the private sector to be of greater support to NEHA.

**Section 3.** To provide environmental health practitioners who practice in the private sector, an institutional home of their own and a special way for connecting to NEHA.

**Section 4.** To publish, or caused to be published, scientific or other useful information relating to environmental health developed by and through private industry.

**Section 5.** To promote the conduct of educational courses of instruction and schools of training for the purposes of increasing the knowledge and proficiency of public health and environmental health professionals.

**Section 6.** To cultivate social interaction among public, private and institutional environmental health professionals and to establish a central body for the exchange of ideas and actions.

**Section 7.** To engage in any other lawful activities appropriate to a professional organization. Although the purpose of the Affiliate is to promote the participation of the private sector, it shall neither endorse the products or services of any manufacturer, commercial organization or private entrepreneurial entities; nor shall it sanction such endorsement by or in the name of the Affiliate by any of its members.

## ARTICLE III. DURATION

This organization shall continue in existence until it is dissolved by a majority vote of members present at any meeting of the general membership authorized to transact business.

## ARTICLE IV. MEMBERSHIP

Membership shall be open to all persons, businesses and industries with a sincere interest in public and environmental health and meet the following membership guidelines:

**Section 1.** Active member – one who is a current member in good standing of the National Environmental Health Association. Only an active member in the Affiliate may be elected President, Vice-President, Secretary, or Treasurer and serve as a national Delegate.

**Section 2.** Associate member – one actively engaged in the field of public or environmental health, or in support of an allied business or industry. Associate members may vote and are eligible to chair committees.

**Section 3.** Sustaining member – firms, corporations, business entities, institutions or official agencies expressing an interest in the Affiliate and its objectives. A Sustaining member may participate in voting as one (1) vote.

**Section 4.** Student member – one actively enrolled in disciplines pertinent or related to public or environmental health, or in support of an allied business or industry and is not eligible to vote or hold office but may serve on Committees.

## **ARTICLE V. BOARD MEMBERS**

**Section 1.** Operation of the organization will be directed by a Board consisting of seven (7) members: President, Vice-President, Secretary, Treasurer, two (2) At-Large Members and one (1) At-Large Member representing the regulatory perspective.

**Section 2.** The Board shall be nominated by members in good standing of the Affiliate. Nominations from the floor at the Annual Business/General Membership meetings will be encouraged and accepted provided each nomination is seconded by a voting member in good standing. Election of Board members shall be by a majority vote of the members present and voting. The duties of the Board shall be as implied by their respective titles, and any other duties that may be specified in the bylaws, or directed by the Board.

**Section 3.** Members of the Board will normally hold office for two (2) years unless sooner re-elected, relieved for good cause, or unable to perform responsibilities. All members of the Board will serve without compensation of any kind.

**Section 4.** In cases of Board vacancies prior to annual election, replacements will be appointed by the President for the duration of the unexpired term.

## **ARTICLE VI. DUTIES**

**Section 1.** The duties and responsibilities of the Board shall be those prescribed below:

- a. Provide direction for the operation of the organization as required by existing conditions, the Constitution and Bylaws, and pertinent directives.
- b. Prescribe the scope of activities, services, and facilities and establish rules and internal controls for the operation of the Affiliate.
- c. Determine that funds are safeguarded and that all income has been received in full and properly recorded; ensure that all disbursements are for the purpose for which the Affiliate was established.
- d. Be responsible for financial planning and management.
- e. Review financial statements, reports of audits and inspections, and reports of the Board and take appropriate action.

**Section 2.** The President will direct the establishment and conduct of all meetings of the Board and General Membership meetings.

**Section 3.** The President will direct the conduct of all meetings and be responsible for implementing the directives of the Board. All meetings will be conducted under the provisions stipulated in Robert's Rules of Order.

**Section 4.** The Vice-President will perform the President's duties in his/her absence.

**Section 5.** The Secretary will be responsible for preparing all minutes, calendaring meetings, and keep all other records required.

**Section 6.** The Treasurer will serve as the custodian of the organization funds and records. The Treasurer will be the contracting officer of the organization; he/she will be authorized, with the approval of the Board, to execute contracts obligating the organization. In the event the Treasurer's inability to continue his/her duties, funds will be transferred in accordance with the Board directives.

**Section 7.** The At-Large Board Members represent the interests of all groups. The At-Large Board Members are in essence the control for the Board, voting in the best interests of everyone represented. In addition to the regular duties, the At-Large Board Member(s) and General Membership members may be assigned to serve on committees or undertake special projects.

**Section 8.** The At-Large Board Regulatory Member represents the interest of all regulatory perspective. The At-Large Board Regulatory Member ensures the Board has access to more perspectives and voting in the best interest of everyone represented. In addition to the regular duties, the At-Large Board Regulatory Member(s) and General Membership members may be assigned to serve on committees or under take special projects.

## **ARTICLE VII. ADMINISTRATION OF FINANCE**

**Section 1.** The accounting system for this fund will consist of a single-entry bookkeeping system or other appropriate system as directed by the Board. Financial statements will be prepared annually and distributed to all members present at the annual meeting.

**Section 2.** Funds shall be deposited intact in the name of the Affiliate in banking or depository facilities approved by the Board. Disbursements, as approved by the Board, shall be made only by check of this Affiliate signed by one of the following persons: President, Vice-President or Treasurer.

**Section 3.** If the organization is dissolved, all funds in the treasury will be used to meet any outstanding debts, liabilities, or obligation. The balance of these assets will be disposed of as determined by the membership.

## **ARTICLE VIII. FEES AND CONTRIBUTIONS**

**Section 1.** All members shall pay an annual due to be determined by the Board.

**Section 2.** All active members, regardless of status, will pay an annual due. The annual due is subject to review and change by an amount as deemed necessary by the Board for the operation of the Affiliate.

**Section 3.** All dues will be paid upon application for the membership in the Affiliate.

**Section 4.** The operating expenses of the Affiliate shall be met from the membership fees and from any other sources approved by the Board. Gifts and financial grants may be accepted at the discretion of the Board.

**Section 5.** Assessments may be levied against the membership in an amount approved by the majority of active members present at a duly constituted general meeting. Assessments may provide working capital necessary to sustain the operation of the Affiliate.

## **ARTICLE IX. MEETINGS**

**Section 1.** Regular meetings of the Board will be held on a date and place determined by the President. At least two (2) meetings of the Board will be held annually; Board meetings may be held through instant messaging (IM) or conference calls. The Board's Annual Business Meeting shall be held in conjunction with the Annual Educational Conference of NEHA and also be considered as a General Membership Meeting. All meetings are open to members in good standing. Guests are welcomed as non-participants.

**Section 2.** Special meetings may be called at any time by a proper resolution of the Board, and shall be called upon by written demand by at least 10% of the Affiliate membership and served upon by the President. Upon receipt of such written demand for a special motion, the President shall set a date therefore, but not later than thirty (30) days thereafter.

**Section 3.** The Secretary will be responsible for recording minutes of meetings. All meeting minutes will show members present, old and new business and the current financial condition of the Affiliate. All meeting minutes will be available to all members within sixty (60) days of the meeting.

## **ARTICLE X. VOTING AND DECISIONS**

**Section 1.** Each member in good standing of the Affiliate, including Sustaining members, will be entitled to one Vote at a general membership meeting, online meeting, or as part of electronic voting of amendments, or other issues that need to be put to the membership. A majority vote of members present at any meeting or authorized voting medium will be sufficient for any issue, except that of amendments to the Constitution and Bylaws which will be governed by Article XII or in the absence of such directives in Article XII, by the appropriate provisions of Robert's Rules of Order.

**Section 2.** Except as may otherwise be provided specifically, four (4) Board members who are in good standing and present will constitute a quorum for the transaction of business at any regular or special meeting of the Board. The President will decide issues upon which a majority of the Board members cannot agree.

## **ARTICLE XI. COMMITTEES**

**Section 1.** The President will establish committees as necessary to assist in the operation of the Affiliate or in meeting its purposes.

**Section 2.** Committee chairpersons will be selected by the Board. Committee membership other than the chairperson will be composed of volunteers solicited from the general membership.

## **ARTICLE XII. AMENDMENTS**

Every proposed alteration, amendment, or addition to this Constitution and Bylaws appended hereto must be made in writing to the Board President, who shall cause it to be distributed to the organization members at least one week prior to the next General Membership meeting, at which time it may be adopted by two-thirds vote of the members present. Once adopted as foresaid, any such alteration, amendment or addition will become effective immediately.